UTAH SOCCER ALLIANCE
COMPETITION SOCCER CLUB
BY-LAWS

Revised October 2012

Article 1: NAME

The name of the club shall be UTAH SOCCER ALLIANCE COMPETITION SOCCER CLUB, also referred to as "USA" or "USA Comp", of Salt Lake County, Utah.

Article 2: MISSION STATEMENT

The mission of USA is to provide every player that desires to play soccer, an appropriate place to play; to help make the soccer experience fun and enjoyable; to instill the principles of fair play and sportsmanship; and to offer the best and most committed players a challenging and rewarding environment where they can achieve their full potential. In doing this, we remember that the game is for the kids.

Article 3: NOT-FOR-PROFIT ORGANIZATION

Section 1. USA shall be organized as a not-for-profit corporation under the laws of the State of Utah. The club shall have the right to so engage in all activities permitted of not-for-profit corporations under the laws of the State of Utah. The club shall operate in accordance with Section 501(c)(3) of the Internal Revenue Service.

Section 2. USA does not contemplate pecuniary gain or profit to the members, directors, officers, trustees, or other individuals thereof, except to pay reasonable compensation for services rendered.

Section 3. USA Comp is a DBA of Arsenal Soccer Alliance.

Article 4: AGES OF PLAYERS

Section 1. USA serves the youth in the areas of, but not limited to, Bluffdale, Herriman, Riverton, South Jordan and West Jordan, Utah that play competitive soccer from the ages of U8 through adult. August 1st is the date that determines the age group for which a player is eligible. A player must be no younger than 7 by August 1st of the fall season in order to participate.

Section 2. Age groups shall be created in the following manner: Utah Youth Soccer Association (UYSA), UYSA's X-League and USA's Academy – U8, U9 and U10.

UYSA State Program – U11, U12, U13, U14, U15, U16, U17, U18, adult.

Section 3. Age groups may include both boys and girls teams and could involve teams in various divisions.

Article 5: SEASONS OF PLAY

Section 1. The season shall run from August 1 through July 31 and shall be divided into 2 playing seasons: Fall – games will be played from August to

November; and Spring – from April to June. The number and starting dates of games are subject to UYSA scheduling.
Section 2. Rules of play will follow UYSA standards.

Article 6: STANDARDS OF CONDUCT

Section 1. USA has a "zero tolerance" for assault upon, hazing, disorderly conduct toward, harassment of, intimidation of, or discrimination against players, coaches, spectators or referees.

Section 2. USA does not discriminate on any basis prohibited by applicable law or USSF Bylaw, Section 213(1)(a)(2).

Section 3. Coaches: Because a coach represents the club, as well as being in a position of responsibility, no smoking or alcohol consumption shall be allowed during games or practices. No foul or inappropriate language will be allowed, either toward any player or spectator, or in general around players. The coach shall assume responsibility for all actions of players, spectators and parents. No abusive behavior or discrimination shall be allowed. Coaches are expected to give a genuine effort in coaching and developing their team members. Coaches are also expected to set a standard for positive sportsmanship. All coaches are required to sign and turn in the Coaches Responsibilities form before the beginning the Fall season. For additional guidelines, see Coaches Handbook.

Section 4. Players: Players are expected to show respect towards their coach, teammates, opponents and property. They will display good sportsmanship. No foul or inappropriate language will be allowed, either toward any player or spectator, or in general. Players will refrain from the use of tobacco, alcohol or steroids of any kind, as use of these substances would result in immediate dismissal from the club with no refund. Persistent irresponsibility and disrespectful behavior will result in suspension of player privileges. All players are required to sign the Player/Parent Code of Conduct before they play.

Section 5. Parents and Spectators: Before, during and after matches, parents and spectators are expected to show a positive attitude towards the players and spectators of both teams, the coaches and the officials. No foul or inappropriate language will be allowed, either toward any player or spectator, or in general around players as a good example of sportsmanship is expected. Parents and spectators will respect the wishes of the coach as to their verbal and physical involvement with their child during the game. Parents/Guardians will make every effort to get their child to practices and games at the coach's specified times. All parents/guardians are required to sign the Player/Parent Code of Conduct before their child can play.

Section 6. If players fail to meet the above guidelines, they can be placed on probation pending dismissal from the club. Parents can be asked not to attend

practices or games if their behavior does not follow the above standards of conduct, determined by coaches and/or Executive Board.

Article 7. OFFICERS

Section 1. The Executive Board of Directors shall consist of the following elected and or appointed thirteen (13) officers: President, Vice President/Administrative Director, Vice President of Public Relations, , Finance Director, Registrar, Tournament Director and two (2) Parent Representatives, Director of Coaching/Technical director and (2) Coaching Committee Members.

Section 2. Each board member shall have one vote when a vote is taken. A two-thirds majority of the board must be present to vote on an issue before them. Proxy authority may be given in writing by the board member not present for someone to vote in their place. A proxy voter should not be a board member a board member may only hold one voting position at a time. For a decision to be made and authorized by the board, a majority of board members (and/or proxy voters) must be present with a minimum of six (6) members, and majority of those eligible to vote must vote in favor of the item voted on.

Section 3. Parent Representatives shall include one (1) parent/member with soccer playing experience (at least high school or adult level) and/or a coaching license, and one (1) parent/member without soccer playing experience. These parent representatives will submit their names which will be posted for at least fourteen (14) days. At such time, voting by general membership shall determine the representatives by majority vote, or appointed by the executive board. Parent Representative Positions are a one year term.

Section 4. The duties of the Executive Board of Directors shall:

a. Appoint other committee members including, but not limited to: tournament director and committee, coordinators, equipment manager, committee members, secretary and other positions as needed.
b. Plan and determine dates of meetings.
c. Transact necessary business in the intervals between meetings.
d. Approve the plans of committees and special commissions.

Article 8: ELECTION OF OFFICERS

Section 1. The Officers will be elected to their positions on odd-numbered years, with no more than six (6) members of the Executive Board of Directors changing at said elections. The President and Administrative Director cannot change at the same election.

Section 2. Elections shall be conducted at an announced Annual General Meeting (AGM) for the Club to be held during the 3rd quarter of the fiscal year on a date determined by the Executive Board.

Section 3. Adult members (age 21 and older) that attend meetings have voting privileges at that meeting

Section 4. The number of members must be a minimum of 13 voting members at the Club AGM in order to conduct business.

Article 9: DUTIES OF OFFICERS

Section 1. The President shall: be responsible for conducting all meetings unless otherwise arranged. The President shall work in conjunction with the Executive Board to set policy for the club and give direction. He/she shall work with Recreational soccer to establish a good working relationship. The President shall represent the club at District, State and National meetings and serve as the voting member for the club at the meetings as appropriate. The president shall work with the Executive Board to help the club meet its goals and objectives. The President can only be on one executive board. The position of President is a two (2) year term, for a limit of 3 consecutive terms.

Section 2. The Vice President of Public relations shall: Fulfill all duties as assigned by the Executive Board and will follow the guidelines listed in Article 6 of these Bylaws in regards to personal conduct.

Section 3. The Vice President/Administrative Director shall: Preside at any meetings in the absence of the President. Assist the President in carrying out duties and responsibilities of the Club. In the absence or his/her inability to act, perform the duties and exercise the powers of the president. Manage the overall daily operation of the club and ensuring that all work processes are maximized for efficiency and help the club meet its goals and objectives. He/she will support the coaching directors and staff and work with the Finance director. Work with the registrar, coordinators and committee members under his/her direction, and fulfill all other duties necessary to the success of the club. He/she shall work with the Finance Director to develop an annual budget with the approval of the Executive Board of Directors, and have accounts audited at each new fiscal year, as deemed necessary.

Section 4. A Coaching Committee member shall: Oversee all aspects of coaching within the club. He/she shall work in conjunction with the Technical Director, and work as a liaison between coaches and the Technical Director. He/she shall represent the views and opinions of the coaches.

Section 5. The Technical Director shall: Assist the coaching committee to design a set of coaches' selection criteria and hire all team coaches. He/she shall train and monitor team coaches and help them plan and implement practice session by whatever clinics, seminars, manuals, evaluation, feedback and training materials are deemed necessary for coaches and players. The Technical Director shall design and administer team tryouts and create a college recruiting program with education for parents and players on said process. The Technical Director shall work closely with the Executive Board and the Recreational Board to support both organizations in general, and shall report to the Coaching Committee and the Executive Board.

Section 6. The Director of Finance shall: Have custody of and be responsible for all club funds; collect and keep an accurate account of receipts and expenditures of the Club. The Finance Director shall develop, with the Administrative Director, an annual budget. He/she will also make disbursements and write checks in accordance with the aforementioned budget and as approved by the Executive Committee. The Finance Director will prepare a year-end financial statement no later than 60 days after the end of the fiscal year to be presented to the Executive Committee.

Section 7. The Secretary shall: the competition secretary will report to the Administrative Director. The responsibilities are to assist the Administrative director, Coaching Director, Financial Director and Tournament committee. The duties of the secretary are:

-Send adequate notice of the meetings.
-Prepare the agenda for club/group meetings in consultation with the Directors.
-Make arrangements including venue, date, times and hospitality for club meetings.
-Maintains the minutes in a club record book, which serves as the official record of the club's activities. Member attendance records of both regularly scheduled and special meetings.
-Write up the minutes as soon as possible after the meetings and distribute to appropriate parties.

Section 8. The Registrar shall: The competition registrar will report to the Administrative director. The responsibilities are to assist coaches, team managers and parents with the registration process. You will have coordinators from each age group to help you. You will work directly with the state registrar and ADG.

-Attend tryouts.
-Approve registration for all players and teams.
-Communication from the club to coordinators.
-Train and assist coordinators with tea organization ad registration questions.
-Partnership with the recreation registrar to assure that all USA players are placed on the appropriate team.
-Assist parents with any questions that the coordinator, team managers or coaches cannot answer.
-Assist the Finance Director with reports for the collection of fees.

Section 9. The Coaching committee/directors shall follow all guidelines, duties and responsibilities as listed in the USA Coaches Handbook. They will work under the direction of the Vice President of Coaching and the Technical director, and will monitor his/her work and conduct a yearly evaluation and performance review.

Section 10: Coaches shall follow all guidelines, duties and responsibilities as listed in the USA Coaches Handbook and the UYSA bylaws. In an event that disciplinary or legal action is required due to illegal or inappropriate behavior or conduct;

the coach will be paced on immediate administrative leave until the case can be reviewed by the appropriate legal parties and/or the Executive Board.

Section 11. Parent Representatives: Keep in mind thee interests of the parents and players as a member of the Executive Board, give support for developing a good competition program and provide input for program development. They shall perform any duties or responsibilities as appointed and attend board meetings.

Section 12. Competition Age Group Coordinators: Report to the Administrative Director. The responsibilities are to assist the Administrative Director, Technical Director, Registrar as well as team managers and parents. Each AGC will be responsible for their designated age groups by:

-Assisting at tryouts
-Communication from the club to the coaches, team managers and parents
-Train and assist the team mangers with team organization and questions
-Help Registrar with player registrations
-Assist parents with any questions that the team mangers or coaches cannot answer.
-Assist the coaches with any discrepancies that parents/players may have.
-Organize 2 clinics a year with your Coaching Director.
-Help the Tournament Director with the annual Adidas Cup in August
-Assist with any club fundraiser events or sponsorships.

Section 13. Uniform/Apparel Coordinator shall: repot to the Administrative Director. The responsibilities are to assist coaches, team managers, parents and players with the uniform/apparel order process. You will have AGC's to help you. You will work directly with Team Gear.

-Attend tryouts
-Order uniform/apparel for club members
-Communication from the club to AGC's and team managers
-Partnership with uniform/apparel representatives
-Assist parents with any questions that the AGC's, team managers or coaches cannot answer.

Section 14. Equipment Manager shall: report to the Administrative Director. The responsibilities are to assist coaches with equipment needs. You will have AGC's to help you. You will work directly with Team Gear.

- Order and track all equipment for club.
- Communication from the club to AGC's, team managers and coaches
- Assist the Tournament Director and committee with the Annual Adidas Cup equipment needs.

Section 15. All other officers, directors, coordinators or committee members shall fulfill their duties as detailed by the Executive Board and will follow the guidelines listed in Article 6 of these Bylaws in regards to personal conduct.

Section 16. Resignation of Position

Section 17. Replacement of Positions for Non-Performance of Duties. Should any of the elected or appointed officers fail to perform their duties for whatever reason; the Executive Board shall make the decision to place said person on administrative leave OR replace that member with someone else upon a ¾ majority vote of the Executive Board. The person holding the position in question must be given notice of the meeting at which the decision will be made. Reasons for failing to perform duties include, by are not limited to: failure to attend (or having someone attend in their place) 3 consecutive board meetings, continued negligence of performance of duties (negligence to be determined b a majority vote of the Executive Board), conflict of interest (to be determined by a majority vote of the Executive Board), disciplinary or legal action required de to illegal or inappropriate behavior or conduct.

Section 18. Conflict of Interest

No officer, director, coordinator or committee member shall engage in any position or function of USA Comp in an effort to gain advantage for their personal or business gain unless he/she has provided full disclosure to the Board and received an exemption by 6 affirmative votes of the Board.

The Board shall establish further appropriate Conflict of Interest policies.

Upon election and annually thereafter, each officer, director, coordinator or committee member shall sign conflict of Interest policy.

Article 10: MEMBERSHIP AND REGISTRATION

Section 1. Membership in this organization shall include all youth and their parents or guardians that are selected during tryouts and/or rostered on a team, and have paid fees to the satisfaction of the USA Director of Finance and USA Registrar.

Section 2. Fees will be assessed annually and shall include membership in Utah Youth Soccer Association (UYSA) Region 4 and Utah Soccer Alliance Competition Soccer Club, with all entitled benefits.

Section 3. USA serves both boys and girls in the age groups of U8 through U18 and adult.

Section 4. If selected during tryouts or otherwise accepted on a team, USA will provide each player with a team to play on that is of the appropriate age and skill level. Each team will be provided with a licensed and qualified coach, fields, and game and practice equipment.

Article 11: SCHOLARSHIP

Scholarships may be provided to a player based on financial need or available funds through the discretion of at least 2 members of the Executive Board of Directors. All scholarship matters will remain private.

Article 12: MEETINGS

Section 1. The executive Board of Directors shall meet, at the minimum, once a quarter. Notice shall be given to each board member at least 7 days prior to the meeting.

Section 2. The Board of Directors shall hold an Annual General Meeting each year during the 3rd quarter of the fiscal year. Written notification shall be given to the Executive Board of Directors and all coaches at least 2 weeks prior to the meeting. Written notification shall be given to each player at least one week prior to the meeting.

Section 3. The Board of Directors shall hold any other meeting deemed necessary. Notification shall be given with as much notice as possible.

Article 13: FISCAL POLICIES

Section 1. The fiscal year of this corporation shall begin August 1st and end the following July 31st.

Section 2. Club Fees and Refunds. Club fees are due and payable upon a player's individual commitment to a USA Comp team immediately after tryouts each year – even if registration for league play does not occur until a later date. The fees apply to the seasonal year commencing after tryouts and continuing through July 31st of the subsequent year. While USA Comp understands that some circumstances may necessitate a player leaving a team, USA Comp expects all players to honor their commitment to a USA Comp team and teammates for the entire seasonal year. Once a player has committed to a team via registration, the fees are non-refundable. We encourage families to pay the entire fee at registration. If this is not possible, families may choose to pay their fees in installments. Service fees may be applied. In this manner we seek to ensure the viability of a team for other players who depend on the commitment of all players to the team for their soccer opportunities. The non-refund policy also allows USA Comp to make financial commitments to its coaching staff in an effort to further ensure the viability of the team for all players on the team.
If necessary, separate arrangements may be made for U-15 and above Girls, as they play only Spring Season.

Article 14: RENEWAL AND AMENDING OF BYLAWS

Section 1. These bylaws shall be reviewed by the Executive Board of Directors at the beginning of each fiscal year and shall every 3 years be presented to the general membership and reaffirmed by a two-thirds vote of the members present.

Section 2. Amending bylaws

a. Bylaws may be amended at any board meeting with a two-thirds vote of the members present, with minimum of 5 board members.
b. The proposed amendment shall be provided to all board members for at least 30 days prior to a meeting that the amendment is voted on.
c. The adoption of said amendment shall serve automatically and without further action, and shall promptly be incorporated into bylaws.

Article 15: PARLIMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern this organization in all cases which they are applicable and in which they do not conflict with these bylaws or the Articles of Incorporation.

Article 16: DISSOLUTION

Section 1. Before this organization can be dissolved, effort must be made to notify all members 30 days before the meeting in which this action is considered.

Section 2. Approval of dissolution shall require a two-thirds affirmative vote of the members of the Executive Board of Directors.

Section 3. Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligation of the corporation, the remaining assets shall be distributed to one or more not-for-profit fund, foundation or corporation which have established their tax exempt status under Section501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with USA Comp's purposes.

Section 4. If this corporation holds any assets in trust, said assets shall be disposed of in such a manner as may be directed by order or decree of the District Court of Salt Lake County, upon petition therefore, by any person concerned in the liquidation.