



Bylaws

of the

National Association of Competitive Soccer Clubs
doing business as **US Club Soccer**
(a California public benefit corporation)

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ARTICLE I ORGANIZATION

Section 1. Name. The name of this Corporation is the **National Association of Competitive Soccer Clubs** (“NACSC”). No one may use the name, initials, or other trademarks of the Corporation except as provided for under these Bylaws or with the express, written consent of the NACSC. The Corporation shall adopt the name **US Club Soccer** for the purposes of conducting business.

Section 2. Articles of Incorporation, Bylaws and Policies. The NACSC shall be governed by its Articles of Incorporation, Bylaws, and Policies.

Section 3. Governing Authority. The governing authority shall be vested in the Board of Directors (“Board”). The powers of the Board are defined in these Bylaws.

ARTICLE II OFFICES

Section 1. Principal Office. The principal office of the Corporation for the transaction of its business is located in the Charleston, South Carolina, metropolitan area or at such other location as the Board may from time-to-time designate by resolution.

Section 2. Change of Address. The Board may change the principal office from one location to another by noting the changed address and effective date, and such changes of address shall be deemed an amendment of these Bylaws.

Section 3. Other Offices. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE III PURPOSE AND GOALS

Section 1. Purpose. The purpose of the NACSC is to further the education and development of competitive youth soccer players in the United States, and to assist in the development, promotion, and administration of the game of soccer at the competitive, recreational, and adult levels within its territory.

Section 2. Goals. The goal of the NACSC is to provide a playing opportunity for member players with advanced soccer skills and a desire to play with and against others with similar skills and desires in order to improve player development and team competitiveness, to develop and strengthen the club soccer system, and to improve the environment for all levels of soccer players in the United States while at the same time recognizing the importance of sportsmanship and having fun playing soccer.

ARTICLE IV TERRITORY

Section 1. Territory. The territory of the NACSC shall be within the territory of the United States Soccer Federation (“USSF”), as defined by the Bylaws of that organization. The territory may be divided into sub-territories for administrative and competitive purposes as set forth in the Policies.

ARTICLE V AFFILIATIONS

Section 1. Affiliations. The NACSC is a Member of and shall maintain its Membership in the USSF.

Section 2. Other Affiliations. No NACSC Member shall be prohibited from affiliating with other USSF-sanctioned soccer organizations.

Section 3. USSF Bylaws Compliance. As a Member of the USSF, the NACSC shall abide by USSF Bylaws and policies, and in particular the requirements on interplay and the provisions of USSF Bylaw 213, to the extent such Bylaw is applicable to soccer organizations other than state associations. The NACSC shall:

- a. Recognize that the USSF governing documents take precedence over and supersede the governing documents and decisions of the NACSC;
- b. Not join any organization that has requirements that conflict with the USSF governing documents;
- c. Register its member players, coaches, teams, referees (if any), and administrators with the USSF pursuant to USSF requirements, and timely pay to the USSF all required dues and fees;
- d. Provide to the USSF an annual report of NACSC activities, including current copies of all NACSC governing documents, and together with current financial statements at the time specified by the USSF;
- e. Not discriminate against any person on the basis of any legally protected status as that term is defined in NACSC’s Prohibited Conduct Policy as amended by the Board or any successor policy adopted by the Board;
- f. Adopt policies prohibiting sexual and physical abuse that meet the minimum criteria established by the USSF; and
- g. Provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete in any competitions sponsored or administered by the NACSC, which procedures shall recognize the jurisdiction of the USSF Appeals Committee to approve, modify, or reverse a decision, should a grievance be properly filed in such a matter.

Section 4. Rules of Play. NACSC outdoor soccer events and Member Clubs shall play by the FIFA Laws of the Game, other than for substitution and other rules that may be in effect at certain youth tournaments and competitions.

ARTICLE VI

MEMBERSHIP ELIGIBILITY

Section 1. Membership Categories. The Members of the NACSC shall consist of its registered soccer players, and club or team coaches and other staff. Membership shall also include Member Soccer Clubs (Member Clubs) or Member Leagues and its teams (classified as Affiliate Members), and the Board of Directors, and may also consist of Associate Clubs (Associate Clubs), and Affiliate Members. The Board shall establish the criteria for each Membership category and determine whether applicants meet such criteria. To become a NACSC Member, an applicant must be approved by a majority vote of the Board, or its designee.

Section 2. Soccer Club. For the purposes of these Bylaws, a Member Club shall, at a minimum, be an organization, consisting of coaches, administrators, players, and teams formed for the purpose of developing player and coaching skills, providing training and competition for its players and coaches, and entering into soccer competitions outside of the club organization. While the primary focus shall be outdoor soccer, Clubs may also participate in indoor soccer activities.

Section 3. Member Club Eligibility. Any soccer club within the territory of USSF shall be eligible to become a Member Club of the NACSC, as long as the criteria established by the Board are met.

Section 4. Club Criteria and Standards. The Board may establish Club criteria and standards to differentiate Clubs which are at various levels of organization and development, and to provide guidance to Clubs in planning their future growth. The criteria and standards may also be used as a method of determining eligibility for specific competitions and programs, as long as there are established procedures for determining a Club's compliance with the criteria and standards, and all Clubs have an equal opportunity to achieve such compliance.

Section 5. Associate Club Eligibility. The Board may, if it so chooses, establish Membership standards for an Associate Club category. Such category is intended for soccer clubs which do not meet all Membership criteria for full Membership, but which nevertheless desire to join the NACSC.

Section 6. Affiliate Member Eligibility. The Board may, if it so chooses, establish Membership standards for an Affiliate Member category. Such category is intended for organizations other than soccer clubs (i.e. leagues and its teams), soccer clubs outside the territory of the USSF, and interested individuals.

Section 7. Voting Rights. Only competitive Member Clubs (as that term is defined in the NACSC Policies) that are in good standing and the Board of Directors are eligible to vote at meetings of the NACSC. In addition to Member Clubs, Associate Clubs and Affiliate Members may attend such meetings, but shall not have a vote. Each eligible Member Club is entitled to one (1) vote per Club. Members of the Board also are entitled to one (1) vote each, but only competitive Member Clubs may vote in Board elections.

Section 8. Membership Obligations. All Members shall abide by the NACSC Articles of Incorporation, Bylaws, and the Policies and other directives adopted by the Board.

- a. In addition, pursuant to USSF Bylaw 603, a NACSC Member shall not discriminate against the participation of players or teams on the basis of that player or team's Membership in, or affiliation with, another organization.

Section 9. Regional Designation. For purposes of Board representation and other activities, each Member and Associate Club shall be assigned to a NACSC Region.

ARTICLE VII

TERMINATION OF MEMBERSHIP

Section 1. Grounds for Termination. Member Clubs, Associate Clubs, and Affiliate Members may have their Membership in the NACSC terminated by a two-thirds (2/3) vote of the Board for failure to pay its financial obligations to the NACSC, willful disregard of the Bylaws and Policies of the NACSC, conduct which is adverse to the best interests of soccer or the NACSC, or other unlawful conduct.

- a. In any event, failure to pay financial obligations to the NACSC for more than sixty (60) days past the due date, or register the minimum number of teams required by the Board to maintain active membership, shall automatically render a Member inactive until such dues and any late fees or fines are paid, or the required number of teams are registered. While inactive, the Member may not participate in any NACSC activities, meetings, or events, or have competitions sanctioned by the NACSC. No Member Club which is in arrears in its dues, fees, or fines for any length of time may vote at a NACSC Annual or Special Meeting, or vote in any Board election.

Section 2. Notice. Other than in the case of nonpayment of dues and fees, prior to termination, a Member shall be notified of the specific charges against it, and shall have two (2) weeks from the notice to provide a response in writing.

Section 3. Termination Hearing. Other than in the case of nonpayment of dues and fees, if so requested in its response, a Member shall be entitled to a hearing before the Board. Procedures for such hearings shall be established in the NACSC Policies.

Section 4. Administrative Remedies. Members of the NACSC agree that they may not present any objection to their termination to the USSF, USOC, or any court of law or tribunal if they have not availed themselves of the provisions of Section 3 herein.

ARTICLE VIII

NACSC OFFICERS

Section 1. NACSC Officers. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer (“Officers”). The Corporation may also have, at the discretion of the Board, such other officers as the Board may appoint, which officers shall have such authority and perform such duties as the Board may from time to time determine. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as Chairperson.

- a. The Officers shall serve on the Executive Committee and sit on the Board of Directors and have a vote thereon.

Section 2. Officer Qualifications. The Vice Chairperson, Secretary and Treasurer shall be appointed from the then-current Board of Directors. The Chairperson can, but is not required to be, a current Board Member to be appointed. The Chairperson shall be an individual with the level of soccer administrative and technical experience, leadership, and integrity required to fulfill the duties of Chairperson. A candidate’s current and past soccer club experience and the criteria level such clubs have attained shall be an important factor in selecting the Chairperson.

Section 3. Officer Appointments. The Vice Chairperson, Secretary and Treasurer shall be appointed by a majority vote of the Board, and serve as an Officer for a term commensurate with their term on the Board. The

Chairperson shall be appointed by a two-thirds (2/3) vote of the Board and serve a three (3)-year term, commencing 61 days after the U.S. Soccer Annual General Meeting (AGM) of the applicable year, and ending 60 days after the third subsequent AGM, but shall continue to serve until a successor is appointed.

- a. Within 30 days of an Officer vacancy being created, a replacement shall be appointed by the Board. If the appointment of the Chairperson is from the Board, a replacement for the Board seat vacancy shall be designated as set forth in Article IX.

Section 4. Duties of Chairperson. The duties of the Chairperson shall be to:

- a. Preside at all meetings of the Board of Directors and Annual and Special meetings of the Members;
- b. Supervise the activities of the Board of Directors;
- c. Subject to the approval of the Board, appoint committees as outlined in Article XI of these bylaws;
- d. Nominate individuals to fill vacant positions on the Board of Directors;
- e. Represent the NACSC at meetings of USSF, USYSA, the 55 State Youth Associations, MLS, USL and other soccer governing bodies;
- f. Work with NACSC CEO to nominate and elect commissioners to the U.S. Soccer Youth Council;
- g. Represent the NACSC at public functions;
- h. Sign the annual federal and state tax returns;
- i. Present an annual report of the operation and condition of the NACSC at the Annual Meeting, and provide a copy to the USSF.

Section 5. Duties of Vice Chairperson. The duties of the Vice Chairperson shall be to:

- a. In the absence of the Chairperson, act with the same powers and authority.
- b. In the case of a vacancy in the position of Chairperson, serve as Chairperson until a replacement Chairperson is appointed by the Board;
- c. Be an alternate representative at functions where the Chairperson is unable to attend;
- d. Perform such other duties as may be assigned by the Chairperson or the Board.

Section 6. Duties of Secretary. The duties of the Secretary shall be to:

- a. Record minutes of Board meetings and Member meetings for approval at subsequent meetings;
- b. Maintain records of minutes, Policies, and other official documents and correspondence;
- c. Assist the election committee in tabulating and accounting for election votes;
- d. Assure the USSF is provided with the required player and Club registration information;
- e. Perform such other duties as may be assigned by the Chairperson or the Board.

The duties of the Secretary may be assigned to the CEO or COO at the discretion of the Board.

Section 7. Duties of Treasurer. The duties of the Treasurer shall be to:

- a. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements;
- b. Deposit all monies and other valuables, or cause to be deposited, in the name and to the credit of the Corporation with such depositories as may be designated by the Board;
- c. Disburse the funds of the Corporation, or cause to be disbursed, as may be ordered by the Board;
- d. Render to the Chairperson and directors whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation; and

- e. Have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE IX CHIEF EXECUTIVE OFFICER

Section 1. Chief Executive Officer (CEO). The NACSC shall have a CEO who shall serve as a member of the board of directors.

Section 2. Duties of CEO. The duties of the CEO shall be to:

- a. Develop and implement the strategic direction of the NACSC;
- b. Manage the day-to-day business affairs of the NACSC and oversee its operations, management, programs and staff;
- c. Pursuant to the related eligibility provisions of the U.S. Soccer Federation bylaws and unless otherwise determined by a 2/3 vote of the NACSC Board, serve on the U.S. Soccer Federation board of directors;
- d. Attend all meetings of the Board, and maintain records related to those meetings;
- e. Work with NACSC Chairperson to nominate and elect commissioners to the U.S. Soccer Youth Council;
- f. Ensure that notices of meetings are distributed in accordance with these Bylaws;
- g. Such other duties as may be assigned by the Board, or set forth in an employment agreement.

ARTICLE X BOARD OF DIRECTORS

Section 1. Board Members. The Board of Directors shall consist of between 10 and 15 individuals, as follows:

-) Chairperson (1; appointed)
-) Immediate Past Chairperson (up to 1; appointed)
-) Regional Board Directors - Eastern Region (2; elected)
-) Regional Board Directors - Midwest Region (2; elected)
-) Regional Board Directors - Southern Region (2; elected)
-) Regional Board Directors - Western Region (2; elected)
-) At-Large Directors (up to 4; appointed)
-) Chief Executive Officer

Minimally, the Board of Directors shall consist of the Chairperson, eight Regional Board Directors and CEO.

- a. Only one Board Member may be affiliated with the same club or non-national league at any given time.

Section 2. Immediate Past Chairperson. Upon appointment of a new Chairperson, the former Chairperson shall retain the position of Immediate Past Chairperson and serve until the appointment of a subsequent Chairperson, death, resignation or removal. In the event of a vacancy, the Immediate Past Chairperson position shall remain unfilled. The Immediate Past Chairperson may vote on all matters except for the appointment of other Directors to the Board.

Section 3. Regional Board Directors. Regional Board Directors shall consist of two elected individuals from each Region. The Regions shall consist of:

- (1) East Region
- (2) Midwest Region
- (3) South Region
- (4) West Region

Unless different Regional boundaries are established by the Board, the Regional boundaries shall be the same as the four USSF Regions.

- a. Required Qualifications. To qualify for election to the Board, a Regional Board Director candidate must be currently associated with a member Club as a: director of coaching, president or active coach, and have at least 5 years of experience coaching competitive youth soccer, as the term competitive is at that time defined by the Bylaws or Policies. Board member candidates must also have attained at least a USSF "B" coaching license, or its international or US Club Soccer equivalent. The candidate's Club shall have registered with US Club Soccer a minimum of eight (8) teams of either gender.
- b. Term of Regional Board Directors. Other than as set forth in Section 3(c) herein, the term of each elected Director of the Board shall be for three (3) years. Such term shall commence 31 days after the U.S. Soccer Annual General Meeting (AGM) of the applicable year, and end 30 days after the third subsequent AGM.
- c. Elections. The Board may establish a procedure and system of mail, email or online balloting for all Board elections. Board elections shall occur and conclude no later than 30 days after the U.S. Soccer Annual General Meeting (AGM) of any applicable year, at the Annual Meeting of the Members, unless a system of mail, email or online balloting is adopted. Board Directors shall be elected by a popular vote of the NACSC competitive Member Clubs in good standing in each Region, with each Member Club having one vote for each Board seat vacancy in their Region. Board Members, Associate and Affiliate Members shall not vote in Board elections. The individual collecting the greatest number of votes in each Region shall serve a three (3) year term for that Region. The terms of the Regional Board Directors for each Region shall not be simultaneous. The term of only one Regional Board Director from each Region shall expire in any given year.
- d. Accomplished and active soccer professionals who do not meet the requirements detailed in Article IX, Section 3(a) may be approved as a Regional Board Director candidate upon recommendation of the Chairperson and two-thirds vote of the Board of Directors.

Section 4. At-Large Directors. The Board may, by majority vote, appoint up to four (4) At-Large Directors to the Board, as may be required to perform specific duties and business of the Board. At-Large Directors may vote on all matters except for the appointment of other Directors to the Board.

- a. Term of At-Large Directors. Each At-Large Director shall serve a two (2)-year term, expiring 30 days after the second subsequent U.S. Soccer Annual General Meeting (AGM). Two of the At-Large Director seats shall expire in even-numbered years, and the other two seats shall expire in odd-numbered years. Appointments of At-Large Directors shall generally be made between 31-60 days after the annual AGM, though an appointment for an open seat may be made at any time to fill the duration of the application term.

Section 5. Vacancies. Vacancies on the Board shall exist: (1) on the death, resignation or removal of any Director; (2) when a Board Member assumes the position of Chairperson; or (3) whenever the number of authorized Directors is increased by amendment to these Bylaws. Subject to the Board approval, the Chairperson shall nominate suitable candidates to fill vacant positions on the Board to complete the vacant Board Member's

remaining term. In the event that the position of Chairperson becomes vacant, the Vice Chairperson shall fill the position until a new Chairperson is appointed by the Board.

- a. If at the time of a scheduled election no qualified candidate files for election to an open Regional Board Director seat, the Board may appoint an individual who is otherwise qualified for such seat for the three-year term.

Section 6. Compensation for Directors. Directors shall serve without compensation. However, Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 8 of this Article.

Section 7. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” shall mean either:

- a. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- b. Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8. Non-Liability of Officers and Directors. The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE XI

REMOVAL OF OFFICERS AND BOARD DIRECTORS

Any NACSC Officer or Board Director may be removed by the Board for cause, after reasonable notice, hearing, and reasonable opportunity to present one’s case. Removal shall require a two-thirds (2/3) vote of the Board. The Officer or Director being considered for removal shall not vote. Removal of an Officer or Board Director also simultaneously removes the individual from all other positions and Membership in the NACSC.

ARTICLE XII

DUTIES OF THE BOARD OF DIRECTORS

Section 1. General Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 2. General Duties. It shall be the duty of the Board to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by the Bylaws or Policies;

- b. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, Directors, agents and employees of the Corporation;
- c. Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- d. If applicable pursuant to Article IX. Section 2(c), elect a representative to serve on the U.S. Soccer Federation board of directors;
- e. Meet at such times and places as required by these Bylaws;
- f. Register their addresses with the Secretary of the Corporation and notices of meetings emailed or mailed to them at such addresses shall be valid notices thereof;
- g. Establish criteria for NACSC Membership, and review and approve Membership applications;
- h. Establish and collect Membership dues and fees, as well as late fees;
- i. Discipline Members, including suspensions, fines, placing them in bad standing, or terminating Membership pursuant to these Bylaws;
- j. Decide disputes and grievances between Members relating to NACSC activities;
- k. Approve an annual budget for the NACSC and review and approve budget amendments as necessary;
- l. Adopt or amend these Bylaws pursuant to Article XVI of these Bylaws;
- m. Exercise all powers and undertake all responsibilities not specifically prohibited or reserved to another by the Articles of Incorporation or these Bylaws.

Section 3. Board Committees. The Corporation shall have the Board Committees outlined in Sections 3.1 through 3.3.

Section 3.1. Executive Committee. The Executive Committee shall consist of the Officers and may include other Board Member(s) as appointed by the Board. The Executive Committee may act for the Board in all matters except for amending the Articles of Incorporation, adopting or amending Bylaws, approving the annual budget, removing Officers or Directors, or disciplining Members.

Section 3.2 Nominating and Governance Committee. The Secretary shall serve as Chairperson of the Nominating and Governance Committee. The other members of the Nominating and Governance Committee shall be appointed annually by the Chairperson of the Board, subject to approval of the Board.

- a. The Nominating and Governance Committee shall be responsible for, and report to the Board regarding:
 - 1. the process for nominating candidates for Regional Board Director, At-Large Director and Chairperson positions;
 - 2. determining eligibility of potential candidates for Regional Board Director, At-Large Director and Chairperson positions; and
 - 3. reviewing proposed revisions to bylaws and policies, and potentially other governance documents, corporate documents, and processes as determined by the Board of Directors.
- b. The Nominating and Governance Committee shall meet at least two (2) times annually.

Section 3.3 Budget and Finance Committee. The Treasurer shall serve as Chairperson of the Budget and Finance Committee. The other members of the Budget and Finance Committee shall be appointed annually by the Chairperson of the Board, subject to approval of the Board.

- a. The Budget and Finance Committee of the Board shall:
 - 1. review and oversee the Corporation's (1) accounting and financial reporting processes; and (2) systems of internal controls; and
 - 2. meet at least three (3) times annually;

3. meet annually with the independent auditor and Chief Financial Officer; and
4. recommend an independent auditor for appointment by the Board pursuant to Article XIV, Section 5.

Section 4. Standing Committees. The Board shall annually appoint the Chairperson and members of Standing Committees outlined in Section 4.1 as required to assist in carrying out the duties and business of the Corporation. The Executive Committee, subject to approval of the Board, shall prescribe the duties and responsibilities of each standing committee.

Section 4.1 Risk Management Committee. The responsibilities of the Risk Management Committee shall be outlined in the NACSC Policy Manual.

Section 4.2 Discipline Committee. The responsibilities of the Discipline Committee shall be outlined in the NACSC Policy Manual.

Section 5. Ad-Hoc Committees. The Board may appoint, and define the responsibilities of, Ad-Hoc Committees as required to address specific needs in carrying out the duties and business of the Corporation. A time limit shall be established for the duration of any Ad-Hoc Committee.

Section 6. NACSC Policies. The Board shall have the sole authority to adopt Policies by majority vote to assist in the implementation of the Bylaws. No Policy may conflict with these Bylaws.

ARTICLE XIII BOARD MEETINGS

Section 1. Regular Meetings of the Board. The Board of Directors shall meet at least three (3) times a year at a time and place determined by the Chairperson, and made known in advance to each of the Directors. At the first meeting in each calendar year, the schedule for meetings shall be developed in conjunction with the Board. The schedule may be changed by the Chairperson for good cause.

Section 2. Special Meetings. Special Meetings of the Board may be called by the Chairperson, or by written request of a majority of the voting Directors of the Board, not including the Chairperson. At least one (1) week advance notice of such meeting shall be given in order that all Board Members may attend, but any such meeting must be held within two (2) weeks of such notice. The Special Meeting shall take up only that business for which the meeting is called.

Section 3. Telephonic/Virtual Meetings. Any Board meeting may be held telephonically or virtually if so provided for in the meeting notice and if the equipment allows all Directors participating in the meeting to hear each other at the same time.

- a. Board Members unable to attend any Regular or Special Meeting may participate telephonically or virtually in that meeting if permitted to do so by the Chairperson or a majority of the Board. Directors participating by such means shall be deemed to be present in person at the meeting.
- b. In addition to Regular and Special Meetings, the Chairperson may conduct an informational meeting of the Board at any time to inform the Board of certain facts or otherwise discuss a particular matter. No Board action may be taken at such an informational meeting.

Section 4. Meeting Chairperson. The Chairperson shall preside over all Board meetings. In the Chairperson's absence, the Vice Chairperson shall preside. If both are absent, the Secretary shall preside.

Section 5. Robert's Rules. Except as otherwise provided for in these Bylaws, all Board meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order.

Section 6. Quorum and Voting. A quorum shall consist of a majority of the current voting Directors. Each Director shall have one (1) vote, and must be present to vote unless participating pursuant to Section 3 herein. No proxies shall be allowed. Unless provided for in these Bylaws or otherwise required by Robert's Rules, action shall be taken by majority vote.

Section 7. Order of Business. The order of business at Regular Meetings shall be generally as follows:

- (1) Call to Order
- (2) Roll Call
- (3) Approval of minutes to previous meeting
- (4) Reports
- (5) Old business
- (6) New business
- (7) Adjournment

Section 8. Executive Session. Board meetings are open to all Members of the NACSC. The Chairperson may designate certain parts of a meeting to be executive sessions of the Board, where only Board Directors and invited Members may be present, in order to discuss confidential or sensitive business.

ARTICLE XIV

GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting. A meeting of the Members of the NACSC shall be held once each fiscal year at a time and place designated by the Board at least ninety (90) days prior to the Meeting. As an alternative to such a meeting, the Board may establish a system of mail, email or online balloting by which eligible Members may cast votes for members of the Board. If an Annual meeting is held, an agenda for the Annual Meeting shall be provided to the Members no less than thirty (30) days prior to such Meeting. The Board shall determine the agenda for any Annual Meeting, and Members may request agenda items via their Regional Board Director. Once the agenda has been provided to the Members, no additional items may be added to agenda that require a vote of the Members. This provision may be suspended by a unanimous vote of the Members.

Section 2. Special Meeting. A Special Meeting of the Members or of the Board may be called by the Chairperson, or a two-thirds (2/3) vote of the Board. Notice and the agenda for such a Meeting shall be provided to the Members or Board Members as the case may be at least thirty (30) days prior to the meeting, and the business items shall be limited to those set forth in the notice and agenda.

- a. In lieu of a Special Meeting, if such meeting would be impractical, the Board may conduct a mail, email or online vote among the Members or a web-based interactive meeting pursuant to procedures set forth in a Policy adopted by the Board for such meetings.

Section 3. Article and Bylaw Amendments. Amendments to the Bylaws may be proposed by the Board, or by a written petition of twenty percent (20%) of the voting Member Clubs, filed with the Chairperson at least forty-

five (45) days prior to the date of any Annual Meeting. Only the Board may propose amendments to the Articles of Incorporation.

Section 4. Meeting Chairperson. The Chairperson of the Annual Meeting shall be the NACSC Chairperson. In the absence of the Chairperson, the Vice Chairperson shall serve. In the absence of both the Chairperson and Vice Chairperson, the Secretary shall serve.

Section 5. Quorum and Voting. Each voting Member Club and Board Director shall have one (1) vote at any Member meeting. Only Member Clubs in good standing which have paid all Membership dues may vote. A quorum shall consist of a majority of the current voting Club and Board Directors. Member Club delegates must have a relationship with the Club they are representing and not with any other Member Club. No proxies or telephonic participation shall be allowed. Unless provided for in these Bylaws or otherwise required by Robert's Rules, action shall be taken by majority vote.

- a. The voting class of Members for elections and all other votes shall be the competitive Member Clubs that are otherwise in good standing, and not inactive at the time of the election.

Section 6. Order of Business and Elections. The order of business at regular meetings shall generally be as follows:

- (1) Call to Order
- (2) Roll Call
- (3) Approval of minutes to previous meeting
- (4) Reports
- (5) Old business
- (6) New business
- (7) Officer and Board Elections (unless by mail, email or online balloting)
- (8) Adjournment

- a. For the purposes of elections, nominations will be accepted by the Chairperson from the floor. A second to a nomination is not required. Delegates shall have a brief opportunity to speak on behalf of a candidate, and the candidate may also address the Meeting. After there are no further nominations, the Chairperson will deem the nominations closed. Votes shall be by written ballot, and shall be counted by a committee appointed by the Chairperson and approved by a majority of the voting Members prior to the elections. If the Chairperson of the meeting is standing for election, that individual shall not serve as Chairperson of the meeting during that election.
- b. If the Board adopts a system of mail, email or online balloting for Board elections the provisions of Subsection (a) above may be modified accordingly.
- c. The Board shall approve the method of voting (by colored ballot or otherwise) so that only Member Clubs from a Region vote for their Regional Board Director to the Board.

Section 7. Open Meetings. Any Annual and Special Meetings shall be open to the general public.

Section 8. Robert's Rules. Except as otherwise provided for in these Bylaws, all Member Meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order.

ARTICLE XV

FISCAL AND CONTRACTUAL MATTERS

Section 1. Fiscal Year of the Corporation. The fiscal year of the Corporation shall begin on the first (1st) of August and end on the thirty-first (31st) of July in each year.

Section 2. Bank Accounts, Checks and Notes. Individuals may be provided administrative rights to the Corporation's bank accounts and/or the authority to sign checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation by resolution of the Board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 5. Annual Accountant's Review. At the end of each fiscal year, the Board shall appoint an auditor, independent of the Board, to perform a formal review of the financial records of the NACSC.

Section 6. Annual Financial Report. The Board shall cause an annual financial report to be available at the Annual Meeting, if one is held, which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, both general and restricted purposes, during the fiscal year.

Section 7. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, agent, or employee of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE XVI

CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office:

- a. Minutes of all meetings of the Directors and voting Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- c. A record of its voting Members, indicating their names and address and, if applicable, the class of Membership held by each Member and the termination date of any Membership;
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

Section 3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Members' Inspection Rights. Voting Members shall have the following inspection rights, for a purpose reasonably related to their interest as a voting Member:

- a. To inspect and copy the record of all voting Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled, or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the Board, upon written demand on the Corporation by the voting Member, for a purpose reasonably related to such person's interests as a voting Member.

Section 5. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE XVII

AMENDMENT OF ARTICLES AND BYLAWS

Section 1. Amendment of Articles. After Members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the Members of this Corporation.

Section 2. Certain Article Amendments. Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Section 3. Bylaw Amendments. NACSC Bylaws may be adopted or amended by a two-thirds (2/3) majority vote of the Board of Directors, or a two-thirds (2/3) majority vote of the voting Member Clubs present and voting at an Annual or Special Meeting duly called pursuant to these Bylaws.

- a. All approved amendments shall take effect at the conclusion of the meeting at which they are adopted unless otherwise provided for in the amendment.

Section 4. Notice. Any amendments to the Articles, Bylaws, and Policies shall be provided to the NACSC Members within two (2) weeks of their adoption, and to the USSF within ninety (90) days of their adoption.

ARTICLE XVIII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition Against Sharing Corporate Profits and Assets. No Member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Articles and Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIX

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification by the Corporation of Directors, Officers, and Others. To the extent that a person who is, or was, a Director, Officer, employee or official representative of the Corporation either settles a claim or sustains a judgment against oneself arising out of acts taken, or that should have been taken, on behalf of this Corporation, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such action or proceeding shall be provided by this Corporation, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

- a. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by the NACSC in advance of a final disposition of the litigation upon receipt of a written, binding agreement by that individual to repay the amount advanced if it is determined that the individual is not entitled to indemnification under this Bylaw.

Section 2. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or

incurred by the agent in such capacity or arising out of the agent's liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XX

GENERAL

Section 1. **Counting Days.** References to days in the Bylaws and Policies shall mean all calendar days, unless the term "business days" is used, in which case Saturdays, Sundays, and Federal Holidays shall not count. In counting days, the first day shall commence on the day after a specified event and end on the date so specified (i.e. ten (10) days shall begin on the day after the specified event and end on the tenth (10th) day).

Section 2. **Gender.** In all cases in these Bylaws, the pronoun he, his, etc. may be substituted for she, her, etc. and vice versa.

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