

DOWNTOWN LAS VEGAS SOCCER CLUB

BYLAWS





Article I

Name

Section 1.1: The registered name of the corporation is Downtown Las Vegas Soccer Club hereinafter referred to as the "Corporation" or as the "Club".

Article II

Purpose, Affiliations, and Earnings

Section 2.1 – Purpose: The Corporation shall be a non-profit corporation under Section 501 (c) 3 of the Internal Revenue Code, without stock, organized pursuant to Nevada Revised Statutes 82.006 through 82.546. The purpose is to initiate, sponsor, promote and carry out plans, policies and activities that will promote youth soccer programs. The Corporation shall form a limited number of competitive as well as developmental boys and girls soccer teams each year in Clark County, Nevada, who strive for the highest possible skill levels available in each age group. The bylaws and policies of the Club shall comply with all rules and regulations of the Nevada South Youth Soccer League, Silver State Girls Soccer League, Nevada

Youth Soccer Association, and United States Youth Soccer Association, as deemed appropriate by the majority of the Trustees.

Section 2.2 – Affiliations: The Club shall be affiliated with Nevada Youth Soccer Association and United States Youth Soccer Association.

Section 2.3 - Earnings: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the Trustees or Officers of the corporation except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above when authorized by a majority of the Trustees.

Article III

Membership

Section 3.1 – Eligibility: This Corporation shall have Members who shall be comprised of the players on rosters of soccer teams, each represented by one (1) parent or guardian.

Section 3.2 – Dues: Members shall be required to pay dues as set forth from time

to time by a majority of the Trustees. The Board may waive dues for any Member by a majority vote of the Trustees. The Board may allocate scholarship funds for the purpose of paying membership fees, at the discretion of the Board.

Section 3.3 - Removal of a Member: Should the Board of Trustees (Board) find the conduct of any Member detrimental to the best interests of soccer and/or the Club, the Board may take such action as it deems reasonable and appropriate, including, but not limited to, suspension or termination of membership by a majority vote of the Board.

Section 3.4 - Voting Rights: Each Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

Section 3.5 – Meetings: Annual meetings of the Membership are not required. However, a special meeting of the Membership may be called by the Board of Trustees at any time deemed necessary by the Board. The Board shall determine the date, time and place of the meeting. Written notice of the meeting must be issued no less than ten (10) days



before any such meeting and the notice must identify the business to be conducted. Ten percent (10%) of the number of Members must be present to constitute a quorum for the transaction of business at any meeting of the Membership but business is limited to the items identified in the notice of the meeting. Action of the Membership shall be by majority vote of those present, unless otherwise provided by these bylaws.

Article IV

Board of Trustees

Section 4.1 - Powers and Duties: All activities, affairs, and property of the Corporation shall be exclusively managed, directed, controlled and its powers exercised by and vested in its governing body, the Board of Trustees. The Board of Trustees shall have the power and duties necessary for the administration of the affairs of this Corporation and may perform all such acts and actions as are not prohibited by law, the Articles of Incorporation, or these Bylaws, including, but not limited to:

- a. Select and remove all officers, agents, and employees of the

Corporation, prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.

- b. Change the principal executive office or principal office in State of Nevada from one location to another, cause the Corporation to be qualified to do business in any other state, territory, dependency, or county and conduct business within or outside the State of Nevada and designate any place within or outside the State of Nevada for the holding of any Membership meeting.
- c. Adopt, make and use a corporate seal, and alter the form of the seal and certificate.
- d. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations,

and other evidences of debt and securities.

Section 4.2 - Number, Qualification, and Tenure: The Initial Board of Trustees consists of five (5) Trustees. Two (2) of the Initial Trustees shall serve a one (1) year term; two (2) initial trustees shall serve a two (2) year term; and one (1) initial trustee shall serve a three (3) year term. Subsequently, the members of the Board of Trustees shall be elected, as provided in Section 4.9. The number of Trustees shall be not less than five (5) and not more than nine (9) and may be changed by a duly adopted amendment to these Bylaws; however, the terms of any subsequent Trustees shall be staggered. Any Trustee subsequently elected shall be for a three (3) year term. Any person over the age of eighteen (18) years is eligible to be elected as a Trustee of this Corporation. No Trustee shall serve more than four (4) consecutive terms. After the service of four (4) consecutive terms, or twelve (12) consecutive years (whichever is greater) a one (1) year leave of absence shall elapse before eligibility for Board Membership is re-established.



Section 4.3 - Removal, Vacancies, and Successors: Any Trustee may be removed from the Board at any meeting of the Trustees at which a quorum is present, upon the unanimous vote of the Trustees present, in person or by proxy, who are entitled to vote at such meeting. Notice of the intent to remove a Trustee must be sent to the Trustee via certified mail, return receipt requested. Vacancies in the Board shall be filled by the majority vote of the remaining Trustees. The term of any Trustee selected to fill such a vacancy shall end upon completion of the term.

Section 4.4 – Compensation: No Trustee shall receive compensation for serving as a Trustee. However, any Trustee may be reimbursed for reasonable expenses incurred in the performance of the Trustee’s duties.

Section 4.5 – Meetings: An annual meeting of the Board of Trustees shall be held at the offices of the Corporation on the second Tuesday of June at 6:00 PM. The Board may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution. Any Member of the Corporation may attend any meeting of

the Board. If any such Member would like to present an issue, a request in writing must be given to the President not less than 48 hours prior to the scheduled meeting. Meetings shall follow Robert’s Rules of Order.

Section 4.6 - Special Meetings: Special meetings of the Board of Trustees shall be held when called by the President of the Corporation or by any two (2) Trustees, after not less than three (3) days written notice to each Trustee. Unless otherwise specified in the notice thereof, any and all business may be transacted at a special meeting.

Section 4.7 – Quorum: A majority of the number of Trustees shall constitute a quorum for the transaction of business. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by the Articles of Incorporation, these Bylaws, or by law. Members other than Trustees shall not be entitled to vote at any meeting.

Section 4.8 - Action Taken without a Meeting: The Trustees shall have the right to take any action in the absence of a meeting

which they could take at a meeting, by obtaining the written approval of all the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

Section 4.9 – Election: Successor Trustees shall be elected within sixty (60) days of expiration of a term of a trustee, or as the Trustees may otherwise designate. An election committee shall be appointed by the Board with the responsibilities set forth in Article 6.2 herein. The candidates receiving the highest number of votes up to the number of Trustee vacancies shall be elected.

Article V

Officers

Section 5.1 - Enumeration of Officers: The officers of the Corporation shall be President, Secretary, and Treasurer.

Section 5.2 - Election of Officers: The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the Corporation or as provided in Section 4.8.



Section 5.3 – Term: The officers of the Corporation (other than the President) shall be elected annually by the Board and each shall hold office for one (1) year (or until the election of their successors) unless an officer shall sooner resign, be removed, or otherwise be disqualified to serve. The President shall serve a three (3) year term.

Section 5.4 - Additional Officers: The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5.5 - Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board or the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 – Vacancies: A vacancy in any office shall be filled by a majority of the

Board for the unexpired portion of the term until the next annual meeting of the Board of Trustees.

Section 5.7 - Multiple Offices: No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 5.4.

Section 5.8 – Duties: The duties of the Officers are as follows:

- a. President. The President shall be responsible for the day-to-day management of the Club. The President shall also preside at all meetings of the Board of Trustees and General Membership and see that orders and resolutions of the Board are carried out. The President shall have the authority to expend funds not to exceed \$3,000.00 without approval of the Board.
- b. Secretary. The Secretary shall be responsible for taking minutes at all meetings of the Board of Trustees and shall maintain the records of the Corporation in accordance with NRS 82.181. The Secretary shall all have

such other duties as the Board may assign from time to time.

- c. Treasurer. The Treasurer shall be responsible for all financial business of the Club including developing and tracking budgets, financial report preparation, income tax preparation, bank account management, and other such duties as the Board may assign from time to time. The Treasurer shall prepare a report for the annual meeting of the Trustees (or more often if required by the Board) consisting of a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by a certificate of an authorized officer of the Corporation that they were prepared without audit from the books and records of the Corporation. The Treasurer shall also establish procedures, to be approved by the Board, for the maintenance of team accounts,



distributions to Teams and reports of Team financial activities.

Article VI

Committees

Section 6.1 - Creation of Committees: The Board of Trustees, by resolution, may from time to time designate such advisory and other committees as it shall desire, and may establish purposes and powers of each such committee created. The resolution designating and establishing the committee shall provide for the appointment of its Members, as well as a chairman, shall state the purpose of the committee, and shall provide for reports, termination, and other administrative matters as deemed appropriate by the Board.

Section 6.2 - Elections Committee: The Board of Trustees shall establish an Elections Committee, which shall be responsible for, among other things, providing notice of all Trustee elections to the Membership and preparing, distributing and collecting ballots for all elections. This Committee shall also develop procedures for obtaining nominations of Trustees for election. At least

one member of the Elections Committee must be a Trustee.

Section 6.3 - Tournament Committee: The Board of Trustees shall establish a Tournament Committee consisting of at least two (2) Trustees and two (2) non-Board members. This Committee shall be responsible for coordination of all Club efforts to sponsor or participate in tournaments and shall report to the President.

Section 6.4 - Scholarship Committee: The Board of Trustees shall establish a Scholarship Committee consisting of at least one (1) Trustee, the Club Executive Director, and the Club Accountant. The Committee shall be responsible for vetting of scholarship applications and determination of scholarship awards within the available scholarship funds. The Committee is to keep full written records of all scholarship funds allocated. The Committee Trustee is to report the status of the scholarship funds to each meeting of the Board.

Article VII

Amendment

Section 7.1: These Bylaws, except as otherwise provided herein, may be altered, amended or repealed and new Bylaws may be adopted by two-thirds consent of the Board.

Article VIII

Miscellaneous

Section 8.1 - Fiscal Year: The end of the fiscal year shall be June 30.

Section 8.2 – Notices: Any notice permitted or required hereunder shall be in writing and may be delivered either personally or by mail, or by facsimile, or e-mail. For the purposes of this provision, personal delivery shall include service by a reputable overnight carrier which provides a receipt indicating date and time of delivery, location of delivery and person to whom transmitted. If delivery is made by mail, it shall be deemed to have been delivered three (3) business days after a copy of the same has been deposited in the United States mail, postage prepaid, addressed to each person at the most recent



address given by such person to the Corporation. Such address may be changed from time to time by notice in writing to the Corporation. If delivery is made by facsimile or e-mail delivery must be confirmed within forty-eight (48) hours by letter mailed or personally delivered in accordance with the foregoing. Any notice to the Corporation may be delivered personally to any member of the Board, or sent by United States mail, prepaid, addressed to the Corporation at such address as shall be fixed from time to time and circulated to all owners.

Section 8.3 - Indemnification of Trustees and Officers: Trustees and Officers shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such Officer or Trustee was acting in good faith and within the scope of his or her official capacity unless such damage or injury was caused by the willful and wanton or grossly negligent conduct of such Officer or Trustee. The personal liability of any Officer or Trustee of the Corporation to the Corporation or its Members or to other persons for monetary damages for breach of fiduciary duties as an Officer or

Trustee is hereby eliminated to the fullest extent allowed under the Nevada Revised Statutes, as amended from time to time, provided, however, that this Article VIII shall not eliminate or limit the liability of an Officer or Trustee for (li) any breach of the Officer's or Trustee's duty of loyalty to the Corporation or its Members; (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) any transaction from which an Officer or Trustee derived an improper personal benefit; (iv) any violation of Nevada Revised Statutes 78.140 (Officer and Trustee conflicts of interest). The Corporation shall indemnify, to the maximum extent permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, Trustee, Officer, employee, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnifications are permitted by law. To the extent permitted by law, the Corporation may purchase such policies of insurance as the Board of Trustees determine, in their sole discretion, are

necessary to carry out the purposes of this Section.

Section 8.4 - Dissolution of the Corporation: Should the Board decide by majority vote to dissolve the Corporation, the Trustees are responsible for the correct and complete liquidation and distribution of the Corporation's assets, after payment of all of the Corporation's debts. All assets of the Corporation are to be transferred to the Rebel Soccer Foundation, a non-profit organization under Section 501 (c) 3 of the Internal Revenue Code.