

2023

**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 of the Corporation is to initiate, sponsor, promote and carry out plans, policies, and activities that promote youth soccer programs. The Club shall form competitive and 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 United States

Soccer Federation (USSF) and its members, as deemed appropriate by a majority of the Board of Trustees (Board).

Section 2.2 – Affiliations: The Club shall be affiliated with USSF and its members, as appropriate.

Section 2.3 - Earnings: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Board, 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 Board.

Article III

Membership

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

Section 3.2 – Dues: Club members shall be required to pay dues as set forth from time to time by a majority of the Board. The Board may waive dues for any Club Member by a majority vote of the Board. The Board may allocate scholarship funds by a majority of the Board for the purpose of paying membership fees or other expenses, at the discretion of the Scholarship Committee (see Section 6.2).

Section 3.3 - Removal of a Club Member: Should the Board find the conduct of any Club 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 Club Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Club Members.

Section 3.5 – Meetings of the Club Membership: Annual meetings of the Club Membership are not required. However, a special meeting of the Club Membership may



be called by the Board at any time deemed necessary by the Board. The Board shall determine the date, time, and place of the meeting. The Board shall post a notice of the meeting on the Club website 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 Club Members must be present to constitute a quorum for the transaction of business at any meeting of the Club Membership, with business limited to the items identified in the notice of the meeting. Action of the Club Membership shall be by majority vote of those present, unless otherwise provided by these Bylaws.

Article IV

Board of Trustees

Section 4.1 – Trustees: All elected Board members, except for the President, are Trustees of the Corporation.

Section 4.2 - 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. The Board 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, the Articles of Incorporation, and these Bylaws.
- b. Change the Club office in the 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 Club 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 4.3 - Number, Qualification, and Tenure: The Board shall consist of the President and four (4), six (6), or eight (8) Trustees to permit the President to provide a deciding vote. Board members shall have no term limit. Any person over the age of eighteen (18) years shall be eligible to be elected as a Trustee of this Corporation.

Section 4.4 - Removal, Vacancies, and Successors: Any Trustee may be removed from the Board at any meeting of the Board at which a quorum is present, upon the unanimous vote of the Trustees present and President, in person or by proxy, who are entitled to vote at such a meeting. Notice of the intent to remove a Trustee must be sent to the Trustee via certified mail, return receipt requested. New or replacement Board members shall be voted by majority of



existing Board members, as provided in Section 4.10.

Section 4.5 – 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 4.6 – Meetings: An annual meeting of the Board shall be held in March. The Board may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution. Any Club Member may attend any meeting of the Board. If any such Club Member would like to present an issue, a request in writing must be given to the President of the Board not less than 48 hours prior to the scheduled meeting. Meetings shall follow Robert’s Rules of Order.

Section 4.7 - Special Meetings: Special meetings of the Board shall be held when called by the President of the Board 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 4.8 – 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 unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Only the President and Trustees shall be entitled to vote at any meeting of the Board.

Section 4.9 - Action Taken Without a Meeting: The President and the Trustees shall have the right to take any action in the absence of a meeting of the Board which they could take at a meeting, by obtaining the email approval of the President and the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 4.10 – Election: The Board shall elect a successor Trustee within sixty (60) days of a Trustee position becoming vacant, regardless of the reason, or as the Trustees may otherwise designate. Board members shall

propose successor Trustees. The candidate receiving the highest number of Board votes shall be elected.

Article V

Officers

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

Section 5.2 - Election of Officers: The election of Officers shall take place at the annual meeting of the Board or as provided in Section 4.9.

Section 5.3 – Term: The Board shall elect the Officers of the Corporation annually at the annual meeting of the Board and each Officer shall hold office for one (1) year (or until the election of their successor) unless an Officer shall sooner resign, be removed, or otherwise be disqualified to serve.

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 therein, 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 Trustee, agreed by a majority of the Board, for the unexpired portion of the term until the next annual meeting of the Board.

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 Corporation. The President shall also preside at all meetings of the Board and Club 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 \$10,000.00 without approval of the Board.

- b. Secretary. The Secretary shall be responsible for taking minutes at all meetings of the Board and shall maintain the records of the Corporation in accordance with NRS 82.181. The Secretary is responsible for maintenance of the Club’s bylaws. The Secretary shall 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 Corporation including developing budgets with the Budget Committee, 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 July meeting of 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, 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 - Scholarship Committee: The Board shall establish a Scholarship Committee, when applicable, consisting of at least one (1) Board member, 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 shall keep full written records of all scholarship funds allocated. The Committee Trustee shall report the status of the scholarship funds to each meeting of the Board.

Section 6.3 – Budget Committee. The Board shall establish a Budget Committee consisting of the President and at least two (2) Trustees. The Budget Committee shall review the draft budget provided by the Treasurer for the coming financial year and

submit the draft budget to the Board for approval by vote at the May 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. Notwithstanding, the Secretary shall review the Bylaws and recommend changes for discussion, amendment, and approval at the Annual Meeting 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, by mail, by facsimile, or by 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, it 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 Trustees.

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 Club 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 (i) any breach of the Officer's or Trustee's duty of loyalty to the Corporation or Club 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 determines, 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 the Corporation's debts. All assets of the Corporation are to be transferred to the University of Nevada, Las Vegas Rebel Soccer Foundation, a non-profit organization under Section 501 (c) 3 of the Internal Revenue Code.