

BYLAWS OF THE UPTOWN SPARTANS F.C., LLC [dba NEW ORLEANS SPARTANS FC]

Article I – Incorporation and Name

This organization is incorporated under the laws of Louisiana as a 501 (c) 3 non-profit, charitable corporation under the registered name Uptown Spartans F.C., LLC. The organization will conduct its business under the name New Orleans Spartans Football Club (hereinafter referred to as NOSFC).

Article II – Mission

The New Orleans Spartans FC is a non-profit, academy-style soccer club established with a mission to help young soccer players develop into skillful athletes, good teammates and quality human beings. The organization provides rigorous training, expert coaching and the infrastructure and resources to accomplish these goals.

Article III – Affiliations

The NOSFC's Youth Division may be an affiliated division of, and comply with, the authority of the Louisiana Soccer Association ("LSA"), US Club Soccer and/or the United States Youth Soccer Association ("USYSA"). Youth Division teams, when playing outside these associations, shall only play against teams or in tournaments associated with and sanctioned by the United States Soccer Federation ("USSF").

Article IV – Membership

A. Membership Eligibility: No one will be refused membership in the NOSFC based on race, color, religion, gender, national origin, physical or mental disability, age, sexual orientation, creed or ancestry.

B. Classes of Membership

The voting membership of the NOSFC shall include:

1. Players

All players in good standing currently registered with and participating in soccer programs under the jurisdiction of the NOSFC shall be accorded one vote per player. Parents shall cast votes for youth (age less than 18-years) players. Adult players shall cast their own votes.

2. Officials

Shall include all currently NOSFC-affiliated Directors (including the Director of Coaching), coaches, assistant coaches, team managers, committee chairpersons, referees, and other individuals currently active in the NOSFC's programs that make significant additional contributions to the organization as defined in the NOSFC Policies and Procedures Manual.

3. Non-voting membership may be granted to other organizations or individuals interested in the advancement of the sport of soccer and the NOSFC.

C. Determination of Membership Standing

In order to maintain Membership in Good Standing, members and their parents, guardians, family members, and friends must follow the NOSFC Code of Conduct and other NOSFC Policies and Procedures during all NOSFC training sessions, games, and other activities. Further, all dues, fees, and/or assessments as established by the Board of Directors must be paid on the schedule described in the NOSFC Policies and Procedures Manual unless other arrangements have been approved by the Board of Directors.

D. Term of Membership

Term of membership shall be one seasonal year beginning on August 1 and ending on July 31. Membership shall automatically renew each seasonal year provided the member is in good standing, has paid applicable fees, and is actively participating in the programs of the NOSFC.

E. Termination of Membership

Membership in the NOSFC is a privilege, not a right. Membership in the NOSFC shall be suspended or terminated if a member does not pay any and all required dues, fees, and assessments, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a two-thirds ($\frac{2}{3}$) majority of the Directors, terminate a member's membership for cause. Grounds constituting "cause" shall be determined by the Board of Directors in its sole and absolute discretion. Membership in the NOSFC also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as defined in the NOSFC Policies and Procedures Manual.

F. General Membership Meetings

1. Annual Meeting

[a] The NOSFC shall hold a general membership meeting annually. An Annual General Membership Meeting shall be held at such time and place, within the greater metropolitan area of New Orleans, Louisiana, as may be designated by resolution of the Board of Directors, upon at least ten (10) days prior notice to the membership.

[b] The Annual General Membership Meeting shall include, at a minimum, the following agenda items: [a] President's report; [b] Treasurer's report; [c] Director of Coaching report; [d] presentation of nominees and vote on Board of Directors; [c] presentation of proposed amendments to the NOSFC Bylaws followed by a vote of the membership; [d] presentation of provisional revisions and amendments to the NOSFC Policies and Procedures Manual followed by a vote of the membership; [e] Committee reports; and [f] a period of time for open discussion of topics as proposed by NOSFC members.

G. Special Meetings

Additional special meetings of the membership may be called by or at the request of the President, the majority of the entire Board of Directors, or at the written demand of at least 30% of membership. The person or persons authorized to call special meetings of the voting membership may fix any place, within the greater metropolitan area of New Orleans, Louisiana, as the place for holding any special meeting called by them. Notice of any special meeting of the voting membership shall be received by each member by surface mail, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting.

H. Conduct of NOSFC Meetings

1. The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the Vice President shall serve as temporary Chairman.
2. No minimum number of members must be in attendance at a meeting of the members of the NOSFC to establish a quorum.
3. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing results of the deliberations of the voting membership. The minutes shall be submitted to the voting members for approval via electronic mail. All meetings of the membership shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, or rules adopted by the Board of Directors or the membership.

I. Voting Eligibility

Voting eligibility at general and special meetings of the NOSFC is determined by the class of membership and the member's standing. Only those voting members of record, with all fees paid (in accordance with the member's fee schedule) and in good standing, shall be entitled to vote. There shall be no voting by proxy.

J. Voting Rights.

The voting membership of the NOSFC may vote on any and all issues determined by the Board of Directors and/or reserved to the membership by these Bylaws. Each voting member of the NOSFC shall have one (1) vote for each instance that a member qualifies for membership.

Article V – Governing Body

A. Governing Authority

The governing authority of NOSFC shall be vested with the Board of Directors whose powers shall be delegated in the Bylaws. The Trustees of the NOSFC shall serve as a non-binding advisory resource to the Board of Directors.

B. Board of Directors

1. The number of Directors shall be set by the Board of Directors, but shall not be less than five (5) at any time, the certain number to be determined by the vote of two-thirds ($\frac{2}{3}$) of the Board of Directors.

2. Officers:

[a] President

[b] Vice President

[c] Secretary

[d] Treasurer

3. Non-voting *ex officio* members of the Board of Directors:

[a] Director of Coaching and Player Development

4. Election and Term of Office

[a] Board of Directors

[i] Candidates for the Board of Directors may be nominated by any voting member of the NOSFC in good standing. A simple majority assent of the current Board of Directors is required before promotion of a nominee to the slate of candidates to be considered at the Annual General Membership Meeting. The slate of

candidates must be made available to the membership at least ten (10) days' prior the annual meeting.

- [ii] At the Annual General Membership Meeting, each voting member shall vote from the final list of nominees presented. There shall be no write-in candidates. Each voting member shall have a number of votes equal to the number of open Board of Director positions. Election requires a two-thirds ($\frac{2}{3}$) majority of the membership during the Annual General Membership Meeting.
- [iii] The terms of Directors should be staggered, so as to not have a majority expire simultaneously, to the extent possible. To this end, the terms of one (1) or more Directors may be extended or abbreviated, to the extent and as determined by the vote of two-thirds ($\frac{2}{3}$) of the Board of Directors.
- [iv] The Directors shall begin serving immediately following election for a period of three (3) years; provided, however, that Directors shall serve until their successors have been duly qualified and familiar with NOSFC operations.
- [v] There shall be no limit on the number of terms, consecutive or otherwise, that a Director may serve.

[b] Officers

- [i] Candidates for NOSFC offices must be currently serving Directors but may be nominated by any voting member of the organization in good standing. The Board of Directors shall have sole and absolute discretion to determine the final list of nominees to be presented to the membership for vote that year. The final list of nominees shall be sent to the general membership of the NOSFC via e-mail at least ten (10) days prior to the Annual General Membership Meeting.
- [ii] Officers shall be elected by majority vote of the general membership at the Annual General Membership Meeting.
- [iii] All officers shall be elected for a one-year term but shall not be restricted to a single term of office, consecutive or otherwise.
- [iv] In the event an Officer of the club is unwilling or unable, for any reason, to complete his/her term of office the Board of Directors shall function as a nominating committee to assemble and review candidates to fill the vacant position(s). After majority Board of Director assent, the newly promoted Officer shall serve for the remainder of the incomplete term.

5. Duties of Board of Directors

The Board of Directors shall have vested the responsibility and authority to:

- [a] Formulate and amend Rules, Policies, and Procedures in order to serve the best interests and objectives of the NOSFC.

- [b] Interpret and enforce the NOSFC's Bylaws, Policies, and Procedures.
- [c] Reprimand, suspend, bar completely, or otherwise discipline any member, player, coach, referee, administrator, parent, or affiliated team for violations of the NOSFC Bylaws, Rules, Policies, and Procedures according to established procedures.
- [d] Budget for and administer the funds of the NOSFC.
- [e] Fix the amount of any and all dues, fees, and/or assessments of the NOSFC.
- [f] Hire, supervise, and terminate employees
- [g] Hear and decide all protests and appeals and shall decide appropriate disciplinary actions for incidents of misconduct.
- [h] Form standing and special committees and appoint individuals to serve on such committees.
- [i] Specify duties and responsibilities of each committee, procedures for selecting committee members, and job descriptions for committee members to be detailed in the NOSFC's Policies and Procedures Manual.

6. Duties of Officers of the NOSFC

[a] President

- [i] Serves as Chairman of the Board of Directors.
- [ii] Presides at all meetings of the Board of Directors and membership.
- [iii] Serves as an *ex-officio* non-voting member of all NOSFC committees.
- [iv] Appoints committee chairmen and committee members as required.
- [v] Serves as the NOSFC's State Representative, the organization's voting delegate to district and state meetings, and as the club's liaison or representative to local civic and governmental bodies and for other functions as deemed necessary.

[b] Vice President

- [i] Assists the President with relationships with other groups, paperwork, and matters outside the organization of teams and the play of the game.
- [ii] Presides at meetings of the Board of Directors and membership in the absence of the President.

[c] Secretary

- [i] Records and distributes minutes of all meetings of the membership, Board of Directors, and Board of Trustees.
- [ii] Maintains lists of members in good standing and voting eligibility for meetings.

[iii] Maintains all permanent records of the organization.

[iv] Responsible for all written communications of the NOSFC, meeting notices, communication with LSA, and contact with other leagues.

[d] Treasurer

[i] Prepares the annual association budget and submits it to the Board of Directors and general membership for approval.

[ii] Maintains records and receipts of all money to be deposited in a recognized bank in the name of the club.

[iii] Pays all accounts by check with his or her signature.

[iv] Submits financial reports at least quarterly to the Board of Directors and annually to the general membership.

[v] Produces all financial records when required by the Board of Directors or Board of Trustees, properly balanced, and reflecting the current financial status of the NOSFC.

[vi] Prepares and files tax returns in a timely manner.

[vii] Prepares any and all documents pertaining to the NOSFC's Charter of Incorporation, 501c3 status, registration with the Louisiana Secretary of State, and tax exempt status and is authorized to obtain the services of an accountant or attorney, as appropriate; arranges for periodic audit of the organization's books.

[e] Director of Coaching and Player Development

[i] Engages qualified coaches for all teams.

[ii] Responsible for supervising and evaluation of NOSFC coaches.

[iii] Arranges for periodic training and certification of coaches through LSA Director of Coaching.

[iv] Represents the interests of the NOSFC's coaches on the Board of Directors.

[v] Responsible for supervising the periodic evaluation of NOSFC players and communicating said evaluation to players and parents along with directions for further development.

7. Meetings of the Board of Directors

[a] Meetings of the Board of Directors shall be held at least bi-monthly. The Board of Directors shall hold other meetings whenever the President deems it necessary or when the President is specifically instructed to call a meeting, in writing, by three or more members of the Board of Directors. At times, the Board of Directors may elect

to meet without the *ex officio* Board of Directors as determined by the NOSFC President.

[b] At all meetings of the Board of Directors, a majority (>50%) of the members shall constitute a quorum for the transaction of business.

[c] Minutes of meetings shall be recorded by the Secretary.

[d] Each member of the Board of Directors shall be entitled to one vote, except the President, who shall cast the deciding vote in the event of a tie.

C. Trustees of the NOSFC

1. Composition of the Trustees of the NOSFC:

[a] Trustees may include important stakeholders in the NOSFC such as past directors and valuable donors; may have been of great service to the NOSFC and/or the people it serves; or, may be a recognized, respected and influential individual with the capacity to provided major service to the organization and its constituency and to add credibility to the organization's activities.

[b] Appointment as a Trustee is the exclusive right and responsibility of the Board of Directors. Appointment requires unanimous approval by the Board of Directors.

[c] The term of appointment shall be for a period of three (3) years; however, there shall be no limit on the number of terms, consecutive or otherwise, that a Trustee may serve.

2. Duties and Responsibilities of the Trustees:

[a] Trustees are the keepers of the mission of the NOSFC. They must pay particularly close attention to the mission and the obligations of the club. The Trustees participate in discussions on important matters to the Board of Directors, although the Trustees serve exclusively as an advisory board.

[b] Trustees are responsible for, among other things, reviewing policy, ensuring mission and purpose, strategic planning, reviewing programs, and intramural community building and extramural community involvement. Chief among their roles is fund-raising for the NOSFC, as well as engaging parents, players, and the community at large.

3. Meetings:

[a] The Trustees shall meet with the Board of Directors annually, at a minimum.

[b] These meetings shall include, at a minimum, the following agenda items: [a] President's report; [b] Treasurer's report; [c] presentation of items requiring input from the Trustees; and [e] a period of time for open discussion of topics as proposed by Trustees.

D. Conflicts of Interest

A Director or Trustee shall timely report and disclose to the Board of Directors any conflict of interest, known and/or perceived, that Director or Trustee may have with a project, transaction, and/or series of transactions involving the NOSFC. The Board of Directors, by majority vote, may determine that a Director or Trustee has a conflict of interest with a project, transaction, and/or series of transactions involving the NOSFC. In that event, the Director at issue shall recuse himself/herself from any and all votes of the Board of Directors regarding said project, transaction, and/or series of transactions. Any Trustee with an identified conflict of interest shall recuse himself/herself from advising the Board of Directors regarding said project, transaction, and/or series of transactions. Furthermore, the Board of Directors, by majority vote, will determine whether the Director or Trustee at issue may attend and/or participate in meetings of the Board of Directors or Board of Trustees regarding the project, transaction, and/or series of transactions at issue.

There shall be no compensation paid to any member of the Board of Directors or Trustee with the exception of the Director of Coaching.

E. Premature Termination of a Director's or a Trustee's Term of Office

Directorship or Trusteeship may be suspended or terminated for cause. Grounds constituting "cause" shall be determined by the Board of Directors in its sole and absolute discretion. The Board of Directors (in the absence of the Director or Trustee in question) may, by the affirmative vote of a two-thirds ($\frac{2}{3}$) majority of the Directors, terminate or suspend a Director's or a Trustee's tenure for cause. These positions may also be terminated by the death or by submission of written notice of resignation. However, a Director shall be obligated to participate, to the extent possible, in the orderly transfer of documents and other relevant materials to the Board.

Article VI – Policies & Procedures of the NOSFC

- A. The policies and operating procedures of the NOSFC shall be fully describe in the club's Policies and Procedures Manual. Items addressed shall include, but not be limited to, composition and duties of standing committees, the NOSFC Code of Conduct, club financing and fee structure, risk management, communications, player development and playing guidelines, and player safety policies.
- B. Amendments and revisions to the Policies and Procedures Manual require a two-thirds ($\frac{2}{3}$) majority approval vote by the Board of Directors. The NOSFC Policies and Procedures Manual must be freely available to the membership for review.

Article VII – Hearings, Grievances, Disputes and Appeals

The Board of Directors serves as the NOSFC's Appeals and Discipline Committee to hear protests and appeals and make decisions on appropriate disciplinary action for incidents of misconduct. All hearings must be conducted under the rules and procedures set forth under USSF Bylaw 701 and associated Policies in accordance with procedures set forth in the Bylaws and Policies of LSA, USYouth Soccer and USASA.

Article VIII – Amendments to the Bylaws

- A. Proposed amendments or revisions to these Bylaws may be submitted in written form to the President at least forty-five (45) days prior to a General Membership Meeting by any member in good standing. Proposals shall include the specific new text or edits and a rationale for the proposed changes.
- B. All proposals will then be reviewed and discussed by the Board of Directors. Proposals receiving a simple majority approval vote by the Board of Directors will then be presented to the general membership for formal approval. Members submitting proposals not receiving a majority approval vote will be provided a written explanation for the failure to approve the proposal within forty-five (45) days of submission.
- C. Amendment and revision proposals to these Bylaws receiving Board of Directors' approval shall be published and distributed to NOSFC members for study at least ten (10) days prior to the general membership meeting at which the proposal will be considered. Amendments must then be approved by two-thirds ($\frac{2}{3}$) of the voting members at a general membership meeting.
- D. The Board of Directors is hereby authorized to make any additional technical changes to the Bylaws of NOSFC as may be required by a review of said Bylaws by LSA, USSF, US Youth Soccer Association, or USASA as long as two-thirds ($\frac{2}{3}$) of the Board of Directors agrees that said changes are required by the restructuring. The Board of Directors may, by a two-thirds ($\frac{2}{3}$) majority vote, renumber existing Articles or section of the Bylaws and/or correct typographical errors or omissions. Any other modifications affecting these Bylaws must be carried by a two-thirds ($\frac{2}{3}$) affirmative vote of the voting delegates attending a scheduled meeting of the general membership.

Article IX – Dissolution

In the event NOSFC disbands, after liabilities and obligations are satisfied in accordance with government regulations, any remaining monies in the NOSFC treasury shall be dispersed as determined by the Board of Directors consistent with the mission of the NOSFC. None of the funds may be used for the benefit of individual members.