

**BYLAWS
OF
PROVO YOUTH SOCCER ASSOCIATION**

(a non-profit corporation)

Last updated: 17 March 2005

1.0 OFFICES

1.1 The principal office of the corporation in the State of Utah shall be located in the city of Provo, County of Utah. The corporation may have such other offices, either within or without the County of Utah, State of Utah, as the Board of Trustees may determine. Any such change in location of the principal office shall be noted by the Secretary opposite this section but shall not be considered an amendment of these Bylaws.

2.0 MEMBERSHIP

2.1 Not a Membership Organization

2.1.1 Other than members of the Board of Trustees, there shall be no members of this corporation.

2.2 Dues

2.2.1 No dues shall be charged.

3.0 BOARD OF TRUSTEES

3.1 Number and Qualifications of Trustees

3.1.1 The Board of Trustees shall consist of five (5) persons, who shall be members of this corporation, until such number is changed by amendment to these Bylaws-Laws as hereinafter provided, and a majority of the Board shall constitute a quorum for the transaction of business.

3.2 Powers of Trustees

Subject to the powers of the members as provided by law, the Articles of Incorporation of this corporation, or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers:

3.2.1 To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, fix their compensation, establish a reimbursement policy for such officers, agents and employees, and require from them

security for faithful service;

3.2.2 To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem best;

3.2.3 To change the principal office for the transaction of business of the corporation from one location to another, to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Utah, to designate any place within or without the State of Utah for the holding of any Trustees or members meetings; and to adopt, make and use a corporate seal, and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law;

3.2.4 To borrow money, solicit financial assistance, and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and securities therefore.

3.3 Election and Term of Office

3.3.1 The Trustees shall be elected at each annual meeting of the Board of Trustees, or at such special meeting duly designated as the annual meeting by the Board of Trustees, and shall hold office for one (1) year or until their death, resignation, or removal as Trustees, and the election of their respective successors. A Trustee may succeed himself or herself in office.

3.3.2 Nominations for persons to be elected as members of the board of Trustees may be made only by a parent or guardian of a player registered in the Provo Youth Soccer Association program present at a meeting at which an election of Trustees is held.

3.3.3 If the authorized number of Trustees is increased by an amendment to Section I of this Article, additional Trustees shall be elected by a majority of the Board at a special meeting held as soon as possible following adoption of such amendment. Nominations and all other election procedures shall be the same as those applicable at regular elections of Trustees.

3.3.4 Election of Trustees shall be by secret ballot if so demanded by any Trustee before the voting begins; otherwise, the election may be by voice vote. Each Trustee shall have one vote for each Trustee to be elected. The candidates receiving the highest number of votes up to the number of Trustees to be elected shall be elected.

3.4 Annual and Regular Meetings

3.4.1 The Provo Youth Soccer Association Board of Trustees will hold its annual meeting in the summer of each year before the beginning of the fall season, at a public

place which shall be announced at least two weeks in advance.

3.4.2 Regular meetings of the Board shall be held the Thursday after the third Wednesday of every month at 7:30 p.m. or as needed as determined by the Board. Notice of such meeting shall be given by mail to each Board member, or in such other manner as the Board deems appropriate. These meetings will be open to all parents or guardians of registered soccer players.

3.4.3 Minutes of annual and regular meetings will be approved by email within a week of the meeting and posted to the league web site within two weeks of the meeting.

3.5 Special Meetings

3.5.1 Special meetings of the Board of Trustees may be called by or at the request of the Chair or any two (2) Trustees. Such meetings shall be held in Utah County, unless all Trustees agree to fix any other place, either within or without the State, as the place for holding any special meeting of the board.

3.6 Notice

3.6.1 Notice of any special meeting of the board of Trustees shall be given at least two days previously thereto by written notice delivered personally or sent by email, or by mail or telegram to each Trustee at his or her address as shown by the records of the corporation. If emailed, such notice shall be deemed to be delivered when sent. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered by the telegraph company. Such notice shall contain the date, time and place of the meeting and a general description of the business to be transacted thereat. Any Trustee may waive notice of any meeting by email or a signed writing or by attendance, except when a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such written waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

3.7 Chair

3.7.1 At all meetings of the Board of Trustees, a Chair chosen by the Trustees shall preside. The Chair shall be the chief organizational office of the Board. A Vice-Chair shall also be chosen to preside over the Board in the absence of the Chair.

3.8 Quorum

3.8.1 A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Trustees are present at the beginning of such meeting, a majority of the Trustees present

may adjourn the meeting from time to time, but no other business may be transacted. When any meeting is adjourned, notice of the adjourned meeting shall be given as in the case of a special meeting. The Trustees present at a duly held meeting at which a quorum is present originally may continue to do business until adjournment, by majority vote, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.9 Manner of Acting

3.9.1 The act of a 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 law or by these Bylaws. Any action required or permitted to be taken by the Board of Trustees under any provision of this division may be taken without a meeting if all members of the Board shall consent individually or collectively in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Trustees.

3.10 Compensation

3.10.1 Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Trustee from performing services for the corporation in any other capacity and receiving compensation therefore.

3.11 Removal

3.11.1 A Trustee may be removed from office, for cause, by the vote of a majority of the remaining Trustees.

3.12 Resignation

3.12.1 Any Trustee may resign at any time by giving written notice or email of such resignation to the Board of Trustees. Any such resignation shall take effect at the date of the 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.

3.13 Vacancies

3.13.1 Any vacancy occurring in the Board of Trustees and any directorship to be filled by reason of an increase in the number of Trustees, shall be filled by a majority of the remaining Trustees then in office even though less than a quorum, or by the sole remaining Trustee. A successor Trustee so elected shall serve for the unexpired term of his or her predecessor.

4.0 OFFICERS

4.1 Number and Qualifications of Officers

4.1.1 The officers of the corporation shall be a President, a President Elect, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers as it shall deem desirable. Any two or more offices may be held by the same person, except the offices of President and Secretary, when duties do not conflict. Officers need not be members of the Board of Trustees.

4.2 Election and Term of Office

4.2.1 The officers of the corporation shall be elected annually by a majority vote of the Board of Trustees at the annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office for a term of one year or until his or her successor shall have been duly elected and shall have qualified.

4.3 Removal

4.3.1 Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees by a majority vote of the remaining Trustees whenever, in its judgment, the best interests of the corporation would be served thereby.

4.4 Resignation

4.4.1 Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Vacancies

4.5.1 A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Trustees, for the unexpired portion of the term.

4.6 President

4.6.1 The President shall be the principal executive officer of the corporation and in general shall supervise and control all of the business and affairs of the corporation, subject to approval or ratification of the Board of Trustees. He or she need not serve as a member of the Board of Trustees, but he or she shall regularly report to the Board activities of the soccer program and recommend actions to be taken. He or she may execute, with the Secretary or any other proper officer of the corporation, as authorized

by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be delegated expressly by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

4.7 President Elect

4.7.1 In the absence of the President or in the event of his or her inability or refusal to act, the President Elect, or in the event there be more than one President Elect, the President Elects in order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

4.8 Secretary

4.8.1 The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and of the seal of the corporation (if any exists) and see that the seal of the corporation is affixed to all documents (if any seal exists), the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

4.9 Treasurer

4.9.1 If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such money or securities as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board of Trustees.

5.0 COMMITTEES

5.1 The Board of Trustees may appoint an Executive Committee. The Board of Trustees

may delegate to the Executive Committee any of the powers and authority of the Board of Trustees in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal Bylaws. The Board of Trustees also may appoint from their number, or from such other persons as the Board may see fit, one or more standing committees, and at any time appoint additional members thereto. The members of such committees shall serve at the pleasure of the Board of Trustees and shall advise with and aid the officers of the corporation in all matters designated by the Board of Trustees. The members of any such standing committee shall not receive any stated salary or sum for expenses of attendance.

6.0 AGENTS AND REPRESENTATIVES, CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.1 Agents and Representatives

6.1.1 The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws, the Articles of Incorporation of this corporation, and to the extent authorized or permitted by law.

6.2 Contracts

6.2.1 The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation. Such authority may be general or confined to specific instances. Any contract entered into by this corporation must be ratified, confirmed, and approved by a majority vote of the Board of Trustees.

6.3 Checks, Drafts, Etc.

6.3.1 All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or President Elect of the corporation.

6.4 Deposits

6.4.1 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such trust companies or other depositories as the Board of Trustees may select.

6.5 Gifts

6.5.1 The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

7.0 BUDGET

7.1 The Board of Trustees of this corporation shall adopt a budget for the corporation at their annual meeting in such form as a majority of the Trustees shall approve.

8.0 BOOKS AND RECORDS

8.1 The corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

9.0 ANNUAL REPORT

9.1 The Trustees of this corporation shall prepare or cause to be prepared an Annual Report to be made available to all parents or guardians of players of the Provo Youth Soccer Association program. This report will be made available at a meeting or meetings for coaches and parents to be held each year during the month of August. Such report shall contain but is not limited to include statements of a yearly report of progress, plans for future activities and financial statements of the corporation.

10.0 FISCAL YEAR

10.1 The fiscal year of the corporation shall begin on the 1st day of May and end on the 30th day of April in each year.

11.0 SEAL

11.1 The board of trustees may provide a corporate seal, which shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "Utah."

12.0 WAIVER OF NOTICE

12.1 Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of Utah or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

13.0 TEAM REQUIREMENTS

13.1 Teams required to provide one representative to the league

Recognizing the fact that the administrative and day-to-day tasks of running the PYS league are increasing and have become far too heavy to be carried solely by five board members, each PYS team should (beginning the 2003-04 season) be required to provide one representative to the league. Preferably that representative should be a soccer parent, but it could also be an assistant coach, team manager, or even a coach if they are willing to take on additional responsibilities. Team representatives would be required to accept one assignment for the coming season, including such tasks as locking and unlocking goals at the three fields (this would be 3 separate assignments), putting on and taking off nets at the three fields (also 3 separate assignments), responsibility for the league hotline, marking the fields (a paid position), filling vacant board positions, and any other assignments the board deems necessary for the continued and smooth operation of PYS. Representatives will also be required to attend scheduled board meetings or to appoint someone to attend in their place if they are not able to attend. In order to ensure accountability of the coaches in finding a league representative for their team, coaches and team representatives will be required to come to a mandatory annual meeting, where board elections will be held and assignments will be given to the representatives. If a team does not have a representative present at the mandatory meeting, they will not be given their player cards and schedules.

13.2 Teams required to provide at least one contact e-mail address

In order to facilitate communication between the board and the teams, each team is required to provide at least one email address that will be used to communicate league and district issues. It is the responsibility of the coach to inform the board if that email address changes.

14.0 DISBURSEMENTS, RENUMERATION AND REIMBURSEMENTS

14.1 Referee coordinator

League referee coordinator shall be paid a set amount per game for each game that he or she arranges referees for. (As of 3/1/05, that amount is \$2.50 per game.)

14.2 Registrar

The league registrar shall be paid a set amount per player that he or she registers in the league, plus late fees as assessed by the registrar. (As of 3/1/05 the amount the registrar shall be played per player is \$2.50.)

14.2 Field Markers

Field markers will be paid a set amount per field that he or she marks. (As of 3/1/05, that amount is \$10 per field per field.)

14.3 Referees

Referees shall be paid a set amount per game that they referee, as determined by the Board. Center referees that are certified shall be paid more than center referees that are not certified. (As of 3/1/05, the amount certified referees are paid is \$25 per game; the amount paid to non-certified referees is \$20 per game.)

14.4 Referee reimbursement for certification clinics

Referees will be reimbursed for attending certification clinics, provided they give the league a copy of their certification and agree to referee games for the league for at least one more season.

14.5 Expenditure approval

Expenditures may either be approved by e-mail or in a meeting of the board, and must be approved by two members of the board. These two members may include either the President or the Treasurer, but must also include a member of the Board who is not the President or the Treasurer.

15.0 AMENDMENTS TO BYLAWS

15.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the written consent of a majority of the Trustees, by the vote of a majority of the Board at a meeting called for the purpose of so acting on the Bylaws.

16.0 RESOLUTIONS

16.1 Resolutions to be included in the Bylaws

All resolutions from Board meetings are to be added as an addendum to the ByLaws, to be included separately at the end of the by-laws, and to be updated monthly or as needed. Resolutions may be removed by the Board when it determines they no longer need to be listed in this section.

16.2 Resolutions passed in Board meetings

This section contains resolutions that have been passed by the Board since the approval of these Bylaws (January 25, 2005). The summary of each resolution includes the date the resolution was passed.