

**AMENDED BYLAWS
OF
HEART MOUNTAIN UNITED SOCCER ASSOCIATION**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is Heart Mountain United Soccer Association.

Section 1.02. Purpose. The corporation is a 501(c)(3), not-for-profit organization, incorporated under the laws of the State of Wyoming, organized for the charitable and educational purposes of developing, promoting and administering the game of soccer among youth. The corporation is authorized to engage in all lawful activities in furtherance of its exempt purposes.

**ARTICLE II
MEMBERS**

Section 2.01. Qualifications. Members of the Heart Mountain United Soccer Association shall have the right to participate in all sponsored or sanctioned activities of the association. Members will be defined as all players and parents/guardians who have paid their annual fees. Coaches will also be eligible for membership in the association, provided they meet the criteria. Membership will be open to all children and their parents/guardians who are interested in playing competitive soccer. Membership will be from August 1 through July 31, annually.

Section 2.02. Member Qualification and Duties. Each member must be registered to participate in association sanctioned events. Registration fees shall be determined by the Board of Directors annually. These fees are due when specified by the Board with reasonable notice of due date. Registration fees will include costs associated with referee fees, tournament fees, professional coaching fees, if applicable, and miscellaneous club office fees. Uniforms must be purchased separately, unless uniforms are available for usage during the season with a deposit. The uniforms are the property of the member. Scholarships may be available. A specific scholarship form must be completed. All requests will be addressed by the Board of Directors or a scholarship committee. Selection will be based upon demonstrated financial need. Each member shall adhere to the bylaws, rules and procedures of the association in all manners pertaining to activities sponsored or sanctioned by the association.

**ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS**

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authorities granted to the association by law.

Section 3.02. Directors. The Board shall consist of not less than three (3) directors. One director may be a person outside of the association's full membership, who has demonstrated

commitment to the mission of the association. All other directors shall be selected from the full members of the association. Each director shall hold office for a term of three (3) years. Directors may be re-elected to the office at the annual election meeting at the completion of their term. Directors may be selected by a majority vote of the membership at a date and time to be determined by the Board. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a director's term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the chair shall choose a succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 3.03. Resignation. Resignations are effective upon receipt by the secretary of the association of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least eight (8) regular meetings per calendar year. Meetings shall be at such dates, times and places as the board shall determine.

Section 3.05. Special Meetings. Special meetings of the Board of Directors shall be at such dates, times and places as the board shall determine.

Section 3.06. Notice. Meetings may be called by the chairperson or at the request of any two (2) directors by notice emailed, mailed or telephoned to each member of the board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority vote of the board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all of the members or the board or committee consent in writing or by e-mail to taking action without a meeting and to approving the specific action. Such consent shall have the same force and effect as a unanimous vote of the board or of the committee, as the case may be.

Section 3.10. Committees. The Board of Directors may, by resolution adopted by a majority of directors in office, establish committees of the board composed of at least one (1) board member on each committee which, except for an executive committee, may include non-board members. The board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of the association.

Section 3.11. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the association's business are allowed to be reimbursed with documentation and prior approval.

Section 3.12. Attendance. A board member shall be removed for excess absence from the board if he/she has three (3) unexcused absences from board meetings in a year. Removal of a board member for excess absences shall not be subject to the removal procedures.

Section 3.13. Removal. A director may be removed with or without cause by a two-thirds vote of the Board of Directors.

Section 3.14. Standards of Conduct. No director may vote on any issue concerning his or her spouse, parent, child or ward, or in which he/she otherwise has a specifically identifiable conflict of interest, regarding the award of scholarships, awards, tuition waivers, or any other benefit not generally available to all members.

Section 3.15. Discussion During Meetings. Without a vote to suspend, discussion shall be limited to two (2) minutes per person and fifteen (15) minutes per topic.

ARTICLE IV AUTHORITY AND DUTIES OF DIRECTORS

Section 4.01. Directors. The directors of the association shall be a President, Vice President, Secretary, Treasurer, Coaching Director, Registrar and such other offices as the Board of Directors may designate.

Section 4.02. Appointment of Directors; Terms of Office. The offices of the association shall be elected by the Board of Directors at a regular meeting of the board or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment to additional three (3) year terms.

Section 4.03. President. The President shall be a director of the association and preside over all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.04. Vice President. The Vice President shall be a director of the association, will preside at the meeting of the Board of Directors in the absence of, or request of, the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.05. Secretary. The Secretary shall be a director of the association and shall keep the minutes of all the meetings of the Board of Directors in the books, proper for that purpose. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.06. Treasurer. The Treasurer shall be a director of the association and shall also report to the Board of Directors at each regular meeting on the status of the association's finances. The Treasurer shall work closely with any paid executive staff of the association to ascertain the appropriate procedures are being followed in the financial affairs of the association and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.07. Registrar. The Registrar shall maintain records of all players for HMUSA using the Got Soccer website, coordinate fall and spring registration of players and in tournaments, maintain registration forms and information and protect confidential information, set up teams in Got Soccer once coaches create rosters, assist coaches in setting up profile on Got Soccer, provide updated registration information to HMUSA board, collect all appropriate fees and turn money over to Treasurer, print and sign rosters for HMUSA teams, and print and sign players cards for HMUSA players.

Section 4.08. Coaching Director. The Coaching Director runs the day-to-day coach operations of Heart Mountain United Soccer Association. The position assists the Heart Mountain Soccer Association Board with strategic planning and goals, coach management, and team formation. The Coaching Director is also responsible for creating and implementing the coach development and coach education aspects of the club and oversees the player development programs in each division. The Coaching Director is also responsible for creating playing opportunities for the club's teams.

The duties and responsibilities include:

- Further develop and implement a comprehensive player and coach development program for our divisions.
- Retain, recruit, and lead each division's coaches.
- Lead coaching educational training sessions for coaches.
- Work with the Heart Mountain United Soccer Association Board to formulate and implement a strategic plan and policies to follow.
- Attend practices and games, as needed, to provide assistance, feedback, and advice.
- Coordinate and run skills clinics for the development of players.
- Represent Heart Mountain United Soccer Association to the soccer community with a reputable standing.
- Attend Board meetings, communicate with Board members, and advise on all soccer issues.
- Run and monitor the soccer operations, standards, and expectations as stated by the Wyoming statutes.
- Works closely and collaborate with the Heart Mountain Soccer Board, teams coaches, players, and parents.

The Coaching Director should have:

- Proven ability to recruit, educate and retain coaches; and
- Be a skilled leader with an inclusive leadership style; and
- Have ability to think and plan strategically and practically to convert visions into reality; and
- Ability to work with travel and coaches and programs; and
- Exceptional verbal and written communication skills; and
- Experience with growing the enrollment of Heart Mountain United Soccer Association; and
- Create and implement coach development curriculum for all coaches and the club; and
- Excellent prioritization, organizational and problem solving skills.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff as they deem appropriate and necessary for the operations of the association and shall have the authority to fix compensation for such paid staff. The powers and duties for such paid staff shall be as assigned or as delegated to be assigned by the board.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the association may be indemnified by the association against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon such members of the board, officer or employee in connection with any threatened, pending or completed action, suit or proceeding to which he or she may become involved by reason of his or her being, or having been, a member of the board, officer or employee of the association, or any settlement thereof, unless a adjudged therein to be liable for negligence or misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the board approves such settlement and reimbursement as being in the best interest of the association. The foregoing right of indemnification shall be in addition and not exclusive of all rights which such member of the board, officer or employee is entitled.

ARTICLE VI FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the association shall be August 1 through July 31 but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, etc.. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the association and in a manner as shall

from time to time be determined by resolution of the Board of Directors.

Section 6.03. Deposits and Accounts. All funds of the association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the association to whom such power may from time to time be delegated by the board. For the purpose of deposit and for the purpose of collection for that account of the association, checks, drafts, and other orders of the association may be endorsed, assigned, and delivered on behalf of the association by any officer or agent of the association.

ARTICLE VII BOOKS AND RECORDS

Correct books of account of all activities and transactions of the association shall be kept at the office of the association. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of the meetings of the Board of Directors.

ARTICLE VIII DISSOLUTION AND WINDING UP

Section 9.01. Dissolution of the association is authorized if it is approved by the Board of the Directors or by a vote of the members, provided that dissolution by a vote of the members may take place only by majority vote of the members. If the board seeks to have dissolution approved by the members, notice shall be given in accordance with Wyoming statute §17-19-705 and §17-19-1402.

Section 9.02. Upon dissolution, the board shall first pay and make provision for the payment of all outstanding liabilities of the association. If tangible and/or liquid assets remain after payment of all outstanding liabilities, the board is empowered to dispose of said assets by conveying them to an organization or organizations that qualifies under Section 501(c)(3) of the Internal Revenue Code and is organized and operated exclusively for charitable and educational purposes to benefit the game of soccer within the State of Wyoming. Any remaining assets as are not disposed of shall be disposed of by the District Court of the county in which the principal office of the association is then located, such disposition to be to such charitable organization or organizations as the court shall determined to be consistent with the mission and goals reflected in the association's mission statement.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the board waive such notice, or by unanimous consent in writing without a meeting pursuant to the bylaws.

THESE AMENDED BYLAWS were approved at the meeting of the Board of Directors on the ____ day of _____, 2017.

Gary Brewer, President

Date

Carrie Peters, Vice President

Date

Andrea Earhart, Secretary

Date

Tommi Williams, Treasurer

Date

Jennifer Franks, Registrar

Date

Candi Eastman, Director of Sponsorships

Date

Kane Morris, Director of Coaching

Date