

BYLAWS OF
WHITE STAR SOCCER ACADEMY
A NONPROFIT CORPORATION

ARTICLE I – OFFICES, 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 White Star Soccer Academy (hereinafter referred to as “White Star, “the Academy”, or the “Corporation”). The principal office of this corporation shall be located in the City of Kenner and in the State of Louisiana. The Corporation may also maintain offices at such other places as the Board of Directors, may determine.

ARTICLE II – PURPOSE

Section 1 – Purpose. White Star Soccer Academy is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purposes of the Academy are:

1. The development, education, and training of elite youth soccer players; without regard to race, creed, religion, or their economic condition.
2. The development of the player’s personal character, and preparation for life after soccer, through expert guidance and coaching.

Section 2 – No Private Inurement. No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3 – Affiliation. White Star may affiliate and operate in full compliance with the Louisiana Soccer Association (“LSA”), and the United States Youth Soccer Association (“USYSA”). The Academy shall only play against teams or in tournaments associated with and sanctioned by the United States Soccer Federation (“USSF”).

Section 4 – No lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or political campaigns. Notwithstanding any other provision of these articles, this corporation shall not,

except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Section 5 – Dissolution. The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – MEMBERSHIP

Section 1 – Members. The Corporation shall not have members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Composition of the Board of Directors. The number of board members shall be at least three (3) and no more than (5), the number may be increased or decreased by an amendment to these bylaws by the Board, but the Board shall in no case have less than three (3) members. Directors shall be of adult age.

Section 2 – Member Election. The Board of Directors shall be elected at the annual meeting each year. The Board will be elected by a majority of the current serving Board members at the end of each term. Each Director shall serve until the next annual meeting, and until his successor is elected and qualified, or until his prior death, resignation, or removal.

Section 3 – Member Terms. Each director shall serve for a term of three years, or until a successor is selected. Initially, one-third of the directors shall serve three year terms; one-third shall serve two year terms and one-third shall serve one year terms. Terms shall be established so that one-third of the directors may be elected each year.

Section 4 – Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.

Section 5 – Vacancies. Vacancies may be filled at any time by a majority vote of members then sitting.

Section 14 – Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.

Section 15 – Quorum. A quorum shall be two-thirds (2/3) of the directors then sitting.

Section 16 – Proxy Voting. There shall be no proxy voting. Upon a vote of two-third members then sitting, the board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to members at least 30 days prior to the meeting at which proxy voting on the resolution is proposed.

Section 17 – Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions.

Section 18 – Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. No member shall receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

ARTICLE V – OFFICERS

Section 1 – Officers. The board of directors shall have a president, a vice-president, a secretary, and a treasurer. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer.

Section 2 – Duties of Officers.

1. The president shall preside at all meetings of the board and executive committee. The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time to time assign.
2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.
3. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

Section 6 – General Powers. The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the Corporation, any contribution, bequest, or devise. The board shall have the authority to hire and dismiss the director as necessary in order to carry out the objectives of the Corporation.

Section 7 – Members Meetings. Meetings of the board of directors shall be held at least twice each year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.

Section 8 – Annual Meeting. A meeting during the third quarter of the year shall be designated as the "Annual Meeting," at which new members are elected and other formal annual business conducted.

Section 9 – Notice of Meetings. Board members shall receive ten days notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.

Section 10 – Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 11 – Adjournment. A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 12 – Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

Section 13 – Attendance by Telephone. If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear, or be advised of the discussion of business, and other members can hear, or be advised of the absent member's votes or comments. A member participating by telephone may count toward a quorum.

4. The treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

Section 3 – Executive Committee. The Executive Committee shall be composed of the officers of the board of directors and other board members as a majority of the board shall designate. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.

Section 4 – Election and Terms. The officers shall be elected by the board of directors. The term of office shall be for three years or until the member's term as director expires.

ARTICLE VI – STAFF

Section 1 – Executive Director. The executive director is responsible for administering the program of the corporation. The executive director is accountable to the board of directors and shall work closely with the board to fulfill its objectives. The executive director, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the Academy. The executive director may hire other staff members as the board of directors authorizes. The executive director shall be an ex officio member of the board. The executive director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the director are discussed.

Section 2 – Other Staff. All other staff shall be supervised by and accountable to the director.

Section 3 – Hiring policies. Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy. .

ARTICLE VII – FINANCES

Section 1 – Fiscal Year. The board shall establish the corporation's fiscal year.

Section 2 – Budget. The board of directors shall prepare and adopt a budget at its first meeting each year.

Section 3 – Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to board members.

Section 4 – Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

Section 5 – Seal. The Corporation will not use a common seal. The signature of the name of the Corporation by an authorized person shall be legal and binding.

ARTICLE VIII – PARLIAMENTARY PROCEDURES

Section 1 – Procedures. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE IX – AMENDMENTS OF THE CHARTER AND BYLAWS

Section 1 – Amendments. The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

ARTICLE X – STATEMENT OF NONDISCRIMINATION

Section 1 – Nondiscrimination. The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.