



BYLAWS OF BRAZAS FUTEBOL CLUB, INC.

This organization shall be known as the Phoenix Brazas Soccer Club, Inc. hereinafter referred to as the Club. The Club will maintain its status as a nonprofit organization under the laws of the United States and the State of Arizona and shall maintain its tax-exempt status under the 501(c)(3) section of the Internal Revenue Code.

The Club serves the general areas of South Phoenix, Tempe, Chandler, Mesa, and Gilbert but membership is not limited to within those boundaries.

ARTICLE I

VISION, MISSION & PURPOSE

1.0. - Vision - To be recognized as a world-class Soccer Youth Development organization that consistently generates outstanding soccer players and teams at each age level through coaching, excellence, personalized attention, and exposure to national and international competition.

1.1. - Mission - To develop a sustainable environment where coaches, parents, and players foster Teamwork, Education Advancement, Responsibility, Discipline, and Respect to provide each player the opportunity to advance his / her skills to the utmost of their ability and thus provide for some a career pathway to higher levels of soccer achievement.

1.2. - Purpose - The purpose of the Club shall be to promote the development of youth through soccer. To teach all aspects of soccer skills, including sportsmanship and fair play. The Club provides opportunities to its youth players, coaches, and officials to learn and experience the game of soccer. This is accomplished through soccer programs as defined by the Arizona Youth Soccer Association and other national and international soccer sanctioning associations. The Club shall develop, promote, and administer a youth soccer program for players, teams, coaches, referees, parents, and administrators consistent with the bylaws, policies, and procedures of Arizona Youth Soccer Association (AYSA).

More specifically, the purposes of the Club shall be to promote, develop, and administer the game of soccer among youth (boys and girls under 19 years of age), residing within (the Club's service area) and surrounding areas, and to promote amateur soccer competition for these youth. FIFA Laws of the Game as modified for youth and small-sided games shall apply and be administered by the club and league rules. The seasonal soccer year shall extend from September 1st through August 31st of the following year.

ARTICLE II

CLUB AFFILIATION WITH OTHER ORGANIZATIONS

2.0 - The Club shall be a member of, and comply with the Bylaws and Policies of, Arizona Youth Soccer Association (AYSA), U.S. Youth Soccer (USYS), and the U.S. Soccer Federation (USSF).

2.1. - The Club shall maintain its bylaws and policies in compliance with the by laws and policies of AYSA, USYS, and the USSF. In the event of any conflict between the bylaws and policies of the Club and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

ARTICLE III

MEMBERSHIP

3.1. Equal Opportunity. The Club will not discriminate against any individual based on race, color, religion, age, sex, national origin, disability, or sexual orientation.

3.2. Participation. - Participation is open to any youth soccer player, boys, and girls ages 4 to 19, and to coaches, trainers, managers, administrators, and volunteers who are not serving a suspension from participation by AYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory.

3.3. Youth Participants - These are registered players under the age of 19. They shall apply to the Registrar in the format prescribed by the Club. Annual fees will be established by and payable to the club and shall accompany all applications. The fee will be in the amount(s) as determined and approved by the board of directors. Scholarship players will also be required to submit a player application and financial assistance form and may have some of their annual fee(s) reduced by an amount determined by the club. In turn, it is expected that Scholarship players and their families will have a high participation level in supporting the club's activities. Acceptance by the Club shall constitute approval of the application provided space is available on a team for the player.

3.4. Adult Participants - These are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Club. If required, acceptance of Adult Participants by the Club shall be subject to the approval of the application and verification by AYSA that the person's risk status is "Approved". The Club may not accept an individual who is restricted or suspended from participation by any sports organization.

3.5. If required, every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club must be registered with the Club, and if required, with AYSA as well as, and the appropriate fees paid.

3.6. Both Youth Participants and Adult Participants shall be subject to AYSA's Arizona Youth soccer Association bylaws and policies as well as the Club's bylaws and policies.

3.7. As applicable, all Adult Participants must submit to annual background checks in accordance with the Club and AYSA policies and requirements.

3.8. - Adult Members - Are the registered Adult Participants of the Club.

3.9. - Parent Members - Are the parents or legal guardians of the Youth Participants.

3.10. - Voting by Members - At the Annual General Membership Meeting and any Special General Membership Meetings, all Adult Members and Parent Members shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

a) Parent Members are limited to not more than 1 voting person per family.

b) Each voting person is limited to one vote; regardless of the number of offices that person may hold.

ARTICLE IV

ORGANIZATION AND BOARD OF DIRECTORS

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (the Board), which shall exercise the right of decision on all matters pertaining to Club affairs.

4.1. Number and Qualification. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of the elected officers, and other elected directors. The number of directors may be modified from time to time, but the number shall never be fewer than five (5). Although it may not be possible in every circumstance, an effort should be made to elect an odd number of directors to the board to prevent tie votes.

4.2. Election. Except as provided in these Bylaws for the filling of vacancies, the general membership consisting of parents of the Club's players shall elect the Board of Directors and Officers of the Club at the Annual General Meeting. Each player parent and each director shall have one (1) vote each. Each Director will be elected for a period of one (1) year and shall hold office until a successor is elected and qualified, or until such director's earlier resignation or removal.

4.2.1. Term of Office. - The term of office for Officers and Directors shall be one (1) year with the board trying to stagger the election of its members to promote continuity of the Board.

4.3. Place of Meeting. All meetings of the Annual General Membership and the Board of Directors shall be held at such place within the State of Arizona, as the directors may fix or determine from time to time.

4.4. Annual General Membership Meetings. The Annual General Membership (AGM)

Meetings of the Club shall be held in the State of Arizona within the month of July of each year or on such date as designated by the directors. The membership shall meet for the purpose of electing the directors and officers of the Club for the following year, make changes to the bylaws, if needed, approve the budget and any other business transaction as may properly come before such a meeting. Notice of the annual meeting shall be given in the same manner as notices of any Regular Board Meeting.

4.5. Regular Board Meetings.

(a) Regular meetings of the Board of Directors shall be called by the President and held at a time agreed upon by a majority vote of the Board of Directors. The Board of Directors may change the frequency, time, and date of such meeting by a majority vote of such Directors at any. regular monthly meeting of such Board. Notification of the time and location shall appear in the Minutes of the latest meeting.

(b) A regular meeting of the Board of Directors shall be held without notice immediately after the Annual General Meeting.

(c) The agenda for regular meetings shall be as follows:

1. Call to Order
2. Roll Call
3. Introduction of Guests
4. Presentation by Guests
5. Acceptance of Minutes
6. Correspondence
7. Reports
8. Approved Budget
9. Unfinished Business
10. New Business

(d) All issues to be resolved shall be debated in an informal fashion and finalized by Robert's Rules of Order, current edition.

(e) There may be times when members or non-members of the Club who wish to attend Board meetings will be asked to leave so that internal and private matters may be discussed. The option to exclude a member from a Board meeting is solely at the discretion of the Board, as decided by a majority vote.

4.6. Special Meetings. Executive Committee or Special Board of Directors meetings shall be called by the President (or, in the absence of action by the President, by the Secretary) upon the written request of most of the directors' serving. A special meeting of the Board of Directors may be held upon twenty-four (24) hours' notice to each director, if notice is delivered personally or by telephone, email, text, telegraph, or other similar means of communication, or upon three (3) days' notice if mailed, postage prepaid, to each director at his address that appears in the books of the Club. Notice shall be deemed to be delivered to such director upon such mailing. Notice to the directors of a special meeting of the Board of Directors may, but need not, identify the business to be transacted at, or the purpose of, the meeting so called.

4.7. Quorum. At all meetings of the Board of Directors, most of the directors then in office shall constitute a quorum for the transaction of business; but if, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum of the directors shall be present; any business may be transacted which may have been transacted at that meeting as originally called.

4.8. Waiver of Notice. Notwithstanding Section 4.6 hereof, any or all directors may waive notice of any meeting in writing, email, text, or by telegraph, and attendance of a director at a the meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.9. Telephonic Meeting. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone conversation or any similar communications equipment by means of which all persons participating in the meeting may hear each other, and participation in a meeting pursuant to this Section 4.8 shall constitute attendance in person at such meeting.

4.10. Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action to be taken shall be signed by all of the directors.

4.11. Committees. The Board of Directors may, from time to time, designate one or more committees that shall exercise such powers as may be assigned to it by the Board of Directors. The majority of the members of any committee so created must be directors.

4.12. Vacancies and Removal.

(a) Any vacancy, including a vacancy resulting from an increase in the number of directors may be filled for the remainder of the term, by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, and any director so chosen shall hold office until a successor shall have been elected and qualified.

(b) Should any Director resign or otherwise vacate his or her office during the elected term, the office may be filled for the remainder of the term by election by a majority of the Board of Directors provided that the candidate meets all requirements needed to hold that office.

(c) By a 2/3 majority, the Board of Directors may remove an Officer at any time, with or without cause, by an affirmative vote of the current directors then in office.

(d) A member of the Board of Directors shall automatically lose such member's voting privileges on the Board if he/she misses three (3) consecutive meetings or if he/she accumulates four (4) absences during a given business year, from the time he/she was elected as an Officer of the Board. Without the need for a motion, it shall be mandatory for the Board of Directors, at the meeting immediately following the violation of the requirements for attendance to take a written ballot vote to determine whether the Officer should be removed from the Board of Directors.

4.14. Compensation. - No member of the Board of Directors as such shall receive any stated salaries, compensation, or personal profit or gain, directly or indirectly, derived from their participation or services as Board member of the Club, except for the payment of wages from the Club to the staff position(s) represented on the board such as the Director of Coaching, Executive Director, Director of Programs or any other salaried or paid position appointed by the board, who are elected to the board of directors. These positions are salaried or paid positions in accordance with the resolutions of the Board of Directors.

4.15. - Conflict of Interest - Each member of the Board of Directors shall disclose to the Club any personal interest that he or she may have in any matter pending before the Board of Directors and shall refrain from participation in any decision on such matter. All members of the Board of Directors shall refrain from obtaining any list of members for personal or private solicitation purposes at any time during the term of their membership on the Board of Directors. None of the Club's employees, consultants, or independent contractors (or any of their family members, including, without limitation, any spouse, child, or parent of an employee, consultant, or independent contractor) shall be eligible to serve as a member of the Board of Directors; provided, however, that the foregoing shall not disqualify Directors of Coaching from receiving wages from the Club and serving on the Board of Directors. No family member of a member of the Board of Directors, including, without limitation, a spouse, child, or parent of a member of the Board of Directors, shall be eligible to serve as a member of the Board of Directors.

ARTICLE V

OFFICERS

It is understood that the Board of Directors has been elected by the general membership have the responsibility for governance and oversight of the operations of the Club and not to manage the officers of the Club.

5.1. - Officers. The officers of the Club, all of whom shall be elected or appointed by ballot at the Annual General Meeting. Each officer shall enter into an employment agreement approved by the Board of Directors. The employment agreement will define the Terms and Conditions of employment including compensation, fringe benefits, duties, and responsibilities. The officers shall be but are not limited to:

- a) President (required)
- b) Vice-president (optional but recommended)
- c) Secretary (required)
- d) Treasurer (optional, may be combined with Secretary for Secretary-Treasurer)
- e) Executive Director (required)
- f) Director of Coaching (required)
- g) Director of Programs (optional but recommended)
- h) Director of players Development (optional but recommended)
- i) Player Registrar (optional but recommended)
- j) Coordinators (Optional, see below)

5.2. - President. The President shall supervise all activities of the Club and Board. The President shall be the presiding Officer at all Club meetings. The President shall appoint committees as needed or when charged to do so by a majority of the elected officers and shall be an ex officio member of all committees. The President shall be the official representative of the Club in all interactions with the public, except when another person has been given that authority by the President or the Executive director with the approval of the Board. The President shall act as the Risk Management Coordinator for the Club

5.3. - Vice President. The Vice President shall assume the duties of the President in the President's absence and otherwise assist the President as required. The VP shall serve as Club Parliamentarian and a voting member of the Board.

5.4. - Secretary. The Secretary shall keep and publish an accurate record of all meetings, maintain the files of the Club and be responsible for the preparation of the annual report and be a voting member of the Board.

5.5. - Treasurer. The Treasurer shall oversee the financial affairs and activities of the Club, shall keep an accurate, informative to the board of members, timely and verifiable record of all money received and disbursed by the Club, all assets owned or controlled by the Club, and all debts owed by the Club. The Treasurer shall maintain checking account(s) with the signature authority vested in no fewer than three (3) Club officers with dual signatures required for any expenditure of more than \$1,000.00. The Treasurer shall disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the Annual General Meeting, and shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed. The Treasurer or the Secretary shall prepare, or cause to be prepared, all documents required to allow the Club to maintain its tax-exempt status under the Internal Revenue Code and the laws of the State of Arizona.

5.6. - Director of Coaching. - The Board and the executive director may appoint a Director of Coaching to manage the Club's coaches. If appointed, the Director of Coaching shall attend regular meetings of the Board and shall advise the Board on all issues relating to player and coach development. At the election of the Board, the Director of Coaching may be a voting member of the Board. Should circumstances warrant, the Board reserves the right to remove the coach from the Board and/or dismiss the coach from the Club. The director of Coaching shall be responsible for establishing a program of player and coach development and will be responsible for the following functions:

a) Develop and carry out a Coach Development Program including scheduling and for providing coaching clinics, conducting meetings for the coaches, setting policy, and providing training related to acceptable behavior and other activities as appropriate to facilitate the training of the coaches and the players.

b) Communicate coaches' information on programs, Club policies and general information relating to Club activities and team organization and schedules.

c) Coordinate the recruitment and selection of coaches, subject to approval by the Board.

d) Coordinate with the Registrar the assignment of coaches to teams under executive director's approval. Verify all coaching staff to complete the background checking, Sports Safety, and Heads-up required courses prior to the season start.

e) Report to the Executive Director and the Board members on all matters relating to coaching, and the annual club statistics document.

f) DOC must provide coaches with evaluation performance and attendance during the current season.

5.7. Executive Director - The Board may appoint an Executive Director to manage the Club's oversee all programs and coaching staff including the DOC. If appointed, the Executive Director shall attend regular meetings of the Board and shall advise the Board on all issues relating to the club's current, plan and implement club's strategies for growth oversee and approve all programs such as tryout assessments, competitive and futsal programs, coaching staff selection and evaluations, manage players and coaches' assessments, extra activities, approve club's calendar, and future programs. At the election of the Board, the Executive Director may be a voting member of the Board. Provide the club's guidelines (Brazas FC DNA) to the club members, coaching staff, and the board.

Coordinate all club equipment – ED shall be responsible for the purchase, distribution, and management of uniforms and equipment for the Club. The Equipment Coordinator shall conduct inventories and maintain appropriate records regarding the distribution and storage of all uniforms and equipment belonging to the Club.

5.8. Program Director - The Board may appoint a Program Director to manage all aspects of the program support, shall be responsible for securing fields for practices and games throughout the season, as required, and activities conflicts, support the DOC developing a path for the competitive program transition from the high school levels to a college program, and schedules, report club's programs to the board and Executive director, reply and direct club's contact emails, support the club's annual tournament. Ensure that ASA dates are met for teams' registration. The Program Director shall attend regular meetings of the Board and shall advise the Board on all issues relating to the current programs and maybe a voting member of the board. At the election of the Board, should circumstances warrant, the Board reserves the right to remove the coach from the Board and/or dismiss the coach from the Club.

5.9. Developmental Program Director - The Executive Director may appoint a DPD to manage all aspects of the club's recreational / Developmental program, if appointed, the Developmental Program director shall be responsible to plan and implement:

Program Calendar, schedule, registration, and communication. Provide the program report to the board and Executive director. The developmental program head coach's responsibilities will be defined by the members of the board and directors. in coordination with the Director of Coaching shall be responsible for recreational soccer players at U5- U12 and shall:

- a) Develop and carry out the Club's Recreational Soccer Program in compliance with the rules and team formation policies for recreational teams.
- b) Communicate information on programs, Club policies, and general information relating to Club activities and team organization to recreational team coaches.
- c) Coordinate the recruitment and selection of coaches with the (DOC), subject to Board approval.
- d) Coordinate with the Registrar and (DOC) the assignment of coaches to new Academy teams.
- e) Report to the Board on all matters relating to recreational soccer.
- f) Graduate all potential competitive players to Brazas FC teams.

5.10. The Executive Committee. When and if appropriate, the Board shall name an Executive Committee to conduct business when needed. It shall consist of the elected officers and may conduct business on behalf of the Board between meetings of the full Board. Such actions shall be subject to ratification by the full Board at the next regular business meeting.

The Executive Committee shall:

- a) Consider such matters of management or operational interest to the Club or Board as are brought before it.
- b) Appoint the members of any required hearing committee(s) for protests or complaints regarding the conduct of coaches, spectators, parents, and/or players.
- c) Report all the Committee's actions to the full Board for ratification at the Board's next regular meeting. The quorum of the Executive Committee shall consist of no less than three (3) members. Ex-officio Members of the Board.

5.10.1 - Registrar. The Registrar shall be Ex-officio. The Registrar shall be responsible for registering all accepted applicants within the Club, and registering those individuals with ASA as required. The Registrar shall certify birth dates as necessary and accept required forms and fees from club participants. All fees shall be given to the Treasurer for deposit. The Board may appoint assistant registrars to help them in performing the Registrar's duties. The Registrar position itself does not carry the power to vote. However, if the Registrar is an elected member of the Board of Directors, the Registrar would then have the right to vote as a member of the board while in that position.

5.10.2. - Appointed Coordinators – The Executive Director and DOC may appoint coordinators to manage the programs that the Club provides. Appointed Coordinators shall serve for the seasonal year in which they are appointed unless another term is set by the Board upon appointment. Appointed coordinators serve at the pleasure of the Board and may be removed by a majority vote of the Board at any Board meeting. Appointed Coordinators shall attend regular Board meetings, shall advise the Board on all matters pertaining to the programs under their jurisdiction, and may participate in Board discussions.

Appointed Coordinators shall not, however, be entitled to vote on issues before the Board and shall not be considered in determining whether a quorum is present for conducting business at a Board meeting. The Board is authorized (but not required) to appoint coordinators to manage the programs described in the following sections.

Competitive program management: The Director of Coaching shall be responsible for soccer players registered in ASA competitive leagues and in coordination with the program Director shall:

- a) Develop and carry out a Competitive Soccer Program in compliance with ASA rules and team formation policies for competitive teams.
- b) Establish the dates and times for tryouts for competitive players in coordination with the program director
- c) Identify and schedule evaluators to assist the coaches with evaluating players at the tryouts.
- d) Communicate information on programs, Club policies, and general information relating to Club activities and team organization to team coaches.
- e) Coordinate the recruitment and selection of coaches with the Head Coach or Coaching Coordinator and identify Team Managers within each team, subject to Board approval.
- f) Coordinate with the Registrar and Head Coaches or Coaching Coordinator the assignment of coaches to teams.
- g) Report to the Board on all matters relating to quality soccer.

5.10.3. Futsal Coordinator - The Futsal Coordinator shall be responsible for providing high levels futsal training as a tool to our players' foot skills development in coordination with the director of coaching.

Futsal Coordinator shall:

- i) Develop and carry out a Classic futsal program in compliance with futsal rules and policies for competitive teams.
- j) Establish the dates and times for the training schedule for Brazas competitive players
- l) Identify and schedule players' evaluations during the futsal training season
- m) Communicate information on programs, Club policies, and general information relating to Club activities and team organization to team coaches.
- n) Report to the Board and DOC on all matters relating to the program and groups.

5.10.4. Referee Coordinator. - The Referee Coordinator shall establish acceptable qualifications for game officials hired by the Club. The Referee Coordinator shall arrange training to develop referees for the club. The Referee Coordinator shall be responsible for scheduling referees for Club games and maintaining records for payroll as needed. The Referee Coordinator should complete the Assignor Training Course and be certified by USSF. The Referee Coordinator shall report to the Board on all matters and activities concerning referees.

Fields prep Coordinator - The Field Coordinator shall be responsible for purchasing field maintenance equipment and supplies, organizing, and overseeing field maintenance activities, including field lining and goal post placement. The Field Coordinator will provide goal maintenance and replacement, nets, and goal anchoring needs. The Field Coordinator will select individuals to lay out and line fields for play and inspect goals and field equipment for condition and safety.

5.10.5. - Communication Coordinator - The Communication Coordinator will oversee the Club's website, social media and publish a club newsletter and prepare flyers and communications announcing registration, leagues, tryouts and programs seasons to members and potential members. The Communication Coordinator will maintain a current mailing file to include Board members, coaches, assistant coaches, referees, and players.

5.10.6. - Fund Raising Coordinator - The Fund-Raising Coordinator shall be responsible for carrying out all fund-raising activities approved by the Board including the preparation and submittal of applications for Amateur Youth Sports Development grants, Federal, Stata, and Local youth soccer development grants, and Private Foundation youth soccer development grants, donations, and contributions.

5.10.7. - Team managers Coordinator - The Team Parent Coordinator will work with the Team Parents are selected to represent each team and coordinate activities and information distribution to the team coaches, players, and parents.

5.10.8. - Parent/Player Liaison - The Parent Liaison shall enhance communications between the parents and the coaches, Team Parents, and the Board by relaying information, concerns and needs among those concerned.

5.10.9. - Tournament Director - Coordinates all aspects of the club's tournament, as a planner shall be responsible for communication, registration, and paperwork required for the event the club hosts. The board shall determine all job description details for this position.

5.10.10. International Program Coordinator - The International Program Coordinator will work with the Board to design, organize and implement international trips to Europe, South America, and other places to provide opportunities to the Club players for exposure and experience to play soccer at an international level including tournaments hosted by other countries.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.0. - The Club may, and in all circumstances in which indemnification is mandatory by law shall indemnify any person who incurs expenses or liabilities by reason of the fact such person is or was an officer, director, employee, or agent of the Club or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Club, 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 and on behalf of the Club, and such authority may be general or confined to specific instances.

7.2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

7.3. Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4. Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Club.

ARTICLE VIII

ADMINISTRATION

8.0. - Administration - The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the Club may be inspected by any director or his agent or attorney, for any proper purpose at any reasonable time.

8.1. Policies - The Board may adopt policies and procedures to govern the operations of the Club. A majority of the vote of those Board members present at any Board meeting at which there is a quorum is sufficient to adopt, repeal, or amend a policy. Once adopted, a policy will govern the operations of the Club until amended or repealed. The Board shall make appropriate provisions to inform its members of Club policies.

8.2. - Financial Policies - The Board shall adopt financial control policies that provide details for the handling of the club's financial affairs. Such policies shall be reviewed annually and modified as required by the club's auditors.

8.2.1. - The Board shall establish a new fiscal year budget for the upcoming season in July of each year.

8.2.2. - The Board shall cause an annual review of financial statements by an independent source. This may or may not include a full audit of the books. A review may be done by a responsible individual while preparing the tax statement for filing with the IRS, or it may include an actual audit, which is recommended at least every 3-5 years to ensure current accounting practices are being met. IRS tax filing is due May 15th annually.

8.2.3. - The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax-exempt organizations.

8.2.4. - The Treasurer shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed.

ARTICLE IX
FISCAL YEAR

9.0. - The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X
AMENDMENTS

10.0. - The general membership and the Board of Directors, each possessing one (1) vote, shall have the power to make, alter and repeal these Bylaws and/or adopt new Bylaws, by an affirmative vote of a two-thirds (2/3) majority of the voting power of the membership present at the AGM; provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice issued by the Board of Directors to the general membership in advance of the Annual General Meeting.

ARTICLE XI

DISSOLUTION

11.0. - Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall revert to A YSA provided it maintains its 501(c)(3) status. Should the club merge with another 501(c)(3) organization of similar purpose, all assets shall be transferred to the surviving entity by the end of the Club's fiscal year. In the absence of any other provisions than those stated above, upon the dissolution of the Club, assets 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 Club 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.

SECRETARY'S CERTIFICATE

I, Kelly Sorkin, Secretary of Phoenix Brazas Soccer Club, Inc. (the "Club"), do hereby certify that the foregoing is a true and correct copy of the Club's Bylaws as adopted by the directors of the Club on the 30th day of October 2016.

IN WITNESS WHEREOF,

I have hereunto set my hand this 30th day of October 2016.

Kelly Sorkin Kelly Sorkin, Secretary