



PELADA FOOTBALL ACADEMY



BYLAWS

ADOPTED DECEMBER 2020

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PART I – GENERAL

Bylaw 101. Name

Section 1. This organization shall be known as Pelada Football Academy, hereinafter referred to as the Academy. The Academy will maintain status as a nonprofit corporation under the laws of the State of Oregon, and shall obtain and maintain tax-exempt status under the Internal Revenue Code of the United States.

Section 2. The Academy shall engage in lawful activity, none of which is for profit, pursuant to Chapter 65 of the Oregon Revised Statutes and §501(c)(3) of the Internal Revenue Code.

Section 3. The Academy serves the general area of Eugene and Springfield, but membership is not limited to within those boundaries.

Bylaw 102. Purpose

The purpose of the Academy is to promote the development of youth through soccer, with the primary interests of providing exemplary teaching techniques and competitive player development for those who wish to achieve a high level of ability and enjoyment of the game, while fostering the values of positive leadership and fair play.

Bylaw 103. Memberships in Other Organizations

Section 1. The Academy shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA). The Academy shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF).

Section 2. The Academy shall maintain its Bylaws and Policies in compliance with the Bylaws and Policies of OYSA, USYS, and the USSF. In the event of any conflict between the Bylaws and Policies of the Academy and the Bylaws and Policies of the organizations of which it is a member, the provisions of the organizations of which the Academy is a member shall take priority.

- A. To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of the Academy, and the Academy shall abide by the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.
- B. To the extent permitted by governing law, the Academy will respect and enforce the statutes, regulations, directives, and decisions of FIFA and CONCACAF.

Bylaw 104. Authority

The governing authority of this Academy shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Academy affairs.

Bylaw 105. Laws of the Game

Fédération Internationale de Football Association (FIFA) Laws of the Game as modified for youth and small sided games shall apply and be administered by the Academy and league rules.

Bylaw 106. Fiscal and Seasonal Soccer Year

Section 1. The Academy's financial year shall be from July 1st to June 30th.

Section 2. The seasonal soccer year shall extend from September 1st through August 31st of the following year.

Bylaw 107. Rules of Order

Robert's Rules of Order, Newly Revised may be consulted but shall not be binding for meetings of the Board of Directors. For membership meetings, the President or presiding officer may require compliance with the current edition of Robert's Rules of Order, Newly Revised at his or her discretion when consistent with the Bylaws and any special rules of order the Academy may adopt.

Bylaw 108. Dissolution of Academy

Section 1. As required by Federal law and IRS regulations, should the Academy be dissolved, all monetary and physical assets remaining after payment of all debts shall be disbursed solely to one or more organizations which are recognized at that time by the IRS as organizations that are tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code. If possible while meeting this requirement, any remaining assets shall be turned over to one or more nonprofit, 501(c)(3) organizations that promote youth soccer in the Eugene – Springfield area.

Section 2. Should the Academy merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

PART II – MEMBERSHIP

Bylaw 201. Equal Opportunity

Section 1. The Academy will comply with all applicable state and federal laws governing nondiscrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 2. The Club does not tolerate any form of physical or sexual abuse.

Bylaw 202. Participation

Section 1. Participation is open to any youth soccer players under the age of 19, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by OYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory.

Section 2. Youth Participants - Are players registered with OYSA who are under the age of 19. They shall submit an application to the Registrar in the format prescribed by the Academy. A fee established by, and payable to, the Academy shall accompany all applications, with the exception of players with fee waivers who must still submit an application. Acceptance by the Academy shall constitute approval of the application provided space is available on a team for the player.

Section 3. Adult Participants - Are adults registered with OYSA who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Academy. Acceptance of Adult Participants by the Academy shall be subject to approval of the application and verification by OYSA that the person's risk status is "Approved". The Academy may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, Academy officer, board member, Academy employee, and volunteer who acts as an official representative of the Academy must be registered with the Academy and OYSA, and the appropriate fees paid.

Section 5. Both Youth Participants and Adult Participants shall be subject to OYSA's Bylaws and Policies as well as the Academy's Bylaws and Policies.

Section 6. All Adult Participants must submit to annual background checks in accordance with OYSA policies.

Bylaw 203. Membership

Section 1. The members of the Academy are the persons who are permitted to vote in elections for Academy officers and members of the Board of Directors.

Section 2. Adult Members - Are the registered Adult Participants of the Academy.

Section 3. Parent Members - Are the parents or legal guardians of the Youth Participants.

Section 4. Voting by Members - At the Annual General Membership (AGM) 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. The President shall chair the meeting and may not vote on any issue before the meeting other than election of officers and directors.
- B. Parent Members are limited to not more than two voting persons per Family.
- C. Each voting person is limited to one vote; regardless of the number of offices that person may hold.

PART III – ORGANIZATION AND BOARD

Bylaw 301. Board of Directors

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Academy. The Board will conduct the business of the Academy 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) and no more than fifteen (15).

Section 2. The Board shall be comprised of the four (4) directors who are also the officers specified in Bylaw 302, and one or more other Directors. Directors are eligible to vote on any matter before the Board.

Section 3. Appointed coordinators and other ex-officio members of the Board may attend meetings, participate in discussions, and provide advice to the Board but shall not have voting privileges at Board meetings.

Section 4. Directors of the corporation shall not receive compensation for their Board services but may be reimbursed for the actual out-of-pocket expenses they incur related to Board service.

Section 5. An individual is not eligible to serve as a member of the Board of Directors if the person has:

- A. A felony conviction of any kind;
- B. Any conviction (misdemeanor or otherwise) for sexual abuse or sexual assault of any kind or for a hate crime; or
- C. Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport.

Bylaw 302. Academy Officers and Duties

Section 1. Officers - The Academy shall have the following elected officers:

- A. President
- B. Vice-president
- C. Secretary
- D. Treasurer

Section 2. No one person may simultaneously hold the offices of president, secretary, or treasurer.

Section 3. President - The President shall supervise all activities of the Academy and Board and perform the following functions:

- A. Be the presiding officer at all Academy meetings.
- B. 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.
- C. Be the official representative of the Academy in all interactions with the public, except when another person has been given that authority by the President with the approval of the Board.
- D. Act as the Risk Management Coordinator for the Academy.

Section 4. 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 Vice President shall serve as Academy Parliamentarian and be a voting member of the Board.

Section 5. Secretary - The Secretary shall keep and publish an accurate record of all meetings as outlined in Bylaw 401 and 402, maintain the files of the Academy, be responsible for the preparation of the annual report, and be a voting member of the Board.

Section 6. Treasurer - The Treasurer shall be in charge of the financial affairs and activities of the Academy, shall keep an accurate, informative, timely and verifiable record of all monies received and disbursed by the Academy, all assets owned or controlled by the Academy and all debts owed by the Academy. The Treasurer shall also:

- A. Maintain checking account(s) with signature authority vested in no fewer than three Academy officers with dual signatures required on all checks.
- B. Disburse funds for authorized purposes in accordance with authorized procedures.
- C. Prepare and submit annual financial information to the general membership at the AGM, and provide financial statements acceptable to the Board at each regular meeting of the Board, or as otherwise directed.
- D. Prepare, or cause to be prepared, all documents required to allow the Academy to maintain its tax exempt status under the Internal Revenue Code and the laws of the State of Oregon.

Bylaw 303. Ex-officio Non-voting Members of the Board

Section 1. Executive Director – The Board may appoint an Executive Director to manage the Academy's affairs and advise the Board on all issues relating to player and coach development. The Executive Director shall attend regular meetings of the Board and shall advise the Board on all issues relating to the business of the Academy, but shall not be a voting member of the Board and shall not be counted for a quorum. The Executive Director shall manage the Academy's coaches, establish a program of player and coach development, and will be responsible for the following functions:

- A. Design and carry out a Coach Development Program including scheduling and/or 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 information on programs to coaches, including Academy policies and general information relating to Academy activities and team organization.
- 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.
- E. Report to the Board on all matters relating to coaching.

Section 2. Registrars – The Board may appoint Registrars to be responsible for registering all accepted applicants within the Academy, and registering those individuals with Oregon Youth Soccer Association. The Registrars shall certify birth dates as necessary and accept required forms and fees from Academy participants. All fees shall be given to the Treasurer for deposit. The Board may appoint assistant registrars to help in performing these duties.

Bylaw 304. Appointed Coordinators

The Board may appoint Coordinators to manage the programs that the Academy 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.

Bylaw 305. Election of Officers and Directors.

Section 1. All members of the Board shall be elected at the AGM.

Section 2. The term of office shall be two years beginning immediately after the AGM has been adjourned.

- A. The President, Treasurer, and approximately one-half of the other Board members shall be elected in even numbered years.
- B. The Vice-President, Secretary, and approximately one-half of the other Board members shall be elected in odd numbered years.

Section 3. No person may serve more than three consecutive terms in the same office.

Section 4. A majority of the votes cast in a specific contest shall be required to elect a person to the Board.

- A. If there are more than two candidates for a seat on the Board and no candidate receives a majority of the votes cast, the candidate with the fewest votes shall be eliminated and another round of ballots shall be cast.
- B. Voting shall continue until a candidate receives a majority of the votes cast.

Bylaw 306. Removal of Officers or Directors

Section 1. A Board member may be suspended or removed from office for failure to meet responsibilities or for otherwise acting in a manner detrimental to the interests of the Academy.

- A. Appointed Coordinators may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting.
- B. Ex-officio members of the Board may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting unless the terms of an applicable employment agreement provides for a different method of terminating the employment relationship.
- C. Elected members of the Board may only be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable OYSA procedural manual and Section 2 of this Bylaw 306.

Section 2. If the Board receives a complaint regarding the conduct of an elected officer or other Board member or otherwise becomes aware of allegations of misconduct regarding a Board member –

- A. The President or Vice President shall appoint an impartial committee of fact-finders to review allegations within fifteen (15) days.
- B. The committee shall conduct a hearing in accordance with the procedures outlined in the applicable OYSA procedural manual.
- C. The committee will present a report on the findings of the hearing to the Board within thirty (30) days following appointment.
- D. If the committee's report recommends removal from office, the Board shall vote whether to call a special membership meeting to consider removal of the elected director.
- E. If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct the Secretary to send notice of the meeting to all eligible members of the Academy.
 - a. The notice shall be sent at least seven (7) days prior to the date of the scheduled meeting.

b. The notice shall state the date, time, and place of the meeting and shall also state that the purpose of the meeting is to consider the removal of the named officer or director from the Board.

F. The vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove a person from office.

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 307.

Section 4. Any Board member who is barred from participation in OYSA or its member clubs as a result of a risk management decision of the OYSA Risk Management Coordinator shall not participate in any activity on the Board during the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office in accordance with Section 2 E and F, above.

Bylaw 307. Filling Vacant Offices

If a Board position becomes vacant more than sixty (60) days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next scheduled election. If the remainder of the term exceeds 400 days, the term will be considered a full term for the purpose of the term limits of Bylaw 305, Section 3.

Bylaw 308. Committees

Section 1. The Board may create committees for the purposes established by the Board. The duration of such ad hoc committees shall be established by the Board. The Board may adopt policies that specify details of committee formation, staffing, and reporting to the Board.

Section 2. The President shall be an ex-officio member of all committees established by the Board, although the Board may appoint another person to chair the committee.

PART IV – MEETINGS

Bylaw 401. Board of Directors Meetings

Section 1. Regular Board Meetings shall be held quarterly at the time and place designated by the Board. The Board shall publicize to all Academy members the time and location of regular Board meetings.

Section 2. Special Board Meetings shall be held at a time and place specified by the President, or by a majority vote of the Board. Special meetings may be called upon two days' notice to Board members.

Section 3. The President shall set the order of business for all Board Meetings.

Section 4. A quorum for conducting business at any Board meeting shall consist of 60% of the voting members of the Board, but in no case shall a quorum be fewer than three (3) Board members. The affirmative vote of a majority of all eligible voting members of the Board shall be required to adopt or amend Academy policies.

Section 5. Directors, ex-officio members, and appointed coordinators and committee members may participate in meetings of the Board remotely, via speakerphone or videoconference. Voting members attending remotely shall be allowed to vote on any matters placed before the Board.

Section 6. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if an unanimous consent in writing, setting forth the action to be taken, is signed by all of the Directors.

Bylaw 402. General Membership Meeting

Section 1. The Annual General Membership Meeting (AGM) shall be held once every fiscal year. At this meeting election of officers will occur. Voting shall be by the eligible voters as specified in Bylaw 203, Section 4.

Section 2. Special membership meetings may be scheduled or called by a majority vote of the Board.

Section 3. The Board must provide not less than seven days' notice to eligible voting members prior to any membership meeting.

Section 4. The Board shall set the order of business for General Membership Meetings. Bylaw revisions shall be submitted to the eligible voting members as provided in Bylaw 601, Section 2.

Section 5. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any membership meeting shall be required for approval of any issue brought to a vote at such meetings.

PART V – POLICIES

Bylaw 501. Adoption of Policies

Section 1. The Board may adopt policies to govern the operations of the Academy. A majority 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.

Section 2. Once adopted, a policy will govern the operations of the Academy until amended or repealed.

Section 3. The Board shall make appropriate provisions to inform its members of Academy policies.

Section 4. The Board shall review both Academy and Oregon Youth Soccer Association policies on an annual basis (after OYSA holds its Annual General Meeting and publishes changes to bylaws and policies) to ensure that Academy policies remain current and in compliance with state and federal law as well as the policies of OYSA and other parent governing bodies.

Bylaw 502. Financial Policies

Section 1. The Board shall adopt financial control policies that provide details for the handling of the Academy's financial affairs. Such policies shall be reviewed annually and modified as required by the Academy's auditors.

Section 2. The Board shall establish a budget for each year prior to the beginning of the new fiscal year.

Section 3. The Board shall cause an annual review of financial statements by an independent source.

Section 4. 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.

Section 5. The Treasurer shall provide financial statements acceptable to the Board at each regular meeting of the Board or as otherwise directed.

Bylaw 503. Grievance, Protest, and Appeals / Exhaustion of Remedies

Section 1. The Board shall adopt a policy to govern grievances, protests, and appeals that follows the recommendations outlined in the bylaws of the Oregon Youth Soccer Association.

Section 2. No member or participant of the Academy, be it an official, league, team,

player, coach, administrator, or referee may invoke the aid of the courts in the United States, or of a state, without first exhausting all available remedies within the Academy and organizations of which the Academy is a member.

Section 3. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Academy for all expenses incurred by the Academy and its officers and members of the Board of Directors in defending each court action, including the following:

- A. Court costs;
- B. Attorney's Fees;
- C. Reasonable compensation for time spent by Academy officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
- D. Travel expenses;
- E. Expenses for holding special Academy meetings necessitated by court action.

PART VI – AMENDMENTS

Bylaw 601. Bylaw Changes and Amendments

Section 1. Changes or amendments to these Bylaws may be adopted at any General Membership Meeting upon two-thirds majority vote of the accredited voting members present. Each eligible person may only cast one vote, regardless of the number of offices held.

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Academy not later than thirty (30) days before the AGM. Such changes shall be transmitted to Board Members and eligible voting members of the Academy not later than fifteen (15) days prior to said meeting.

Bylaw 602. Provisional Bylaw Changes

The Board, by a two-thirds majority vote, may create temporary Bylaw changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Academy to meet required objectives. Provisional changes so adopted will be submitted to the membership in accordance with Bylaw 601 as a proposed Bylaw amendment at the next General Membership Meeting.

Bylaw 603. Severability and Precedence

Section 1. Any section of these Bylaws considered to be in violation of applicable laws shall not affect the remaining sections that are in compliance with those laws.

Section 2. The Bylaws and Policies of the organizations of which the Academy is a member shall take precedence over these Bylaws. The Board shall submit an amendment to these Academy Bylaws at the Academy's next General Membership Meeting to eliminate the cause of any conflict.

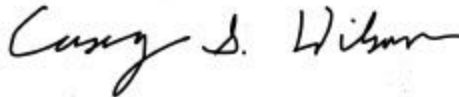
SIGNED AND ADOPTED

THESE BYLAWS HAVE BEEN REVIEWED BY THE BOARD OF DIRECTORS
AND ADOPTED BY THE GENERAL MEMBERSHIP AT THE PELADA
FOOTBALL ACADEMY ANNUAL GENERAL MEETING ON
THE 13TH DAY OF DECEMBER, 2020.

SIGNED BY:



Beth Atkerson | President



Casey Wilson | Secretary

RECORD OF BYLAW AMENDMENTS

POLICY NAME	AMENDMENT NOTES	DATE AMENDED
402, Section 1	Remove reference to specific date/month when AGM should be held	11/18/2018
103, Section 2	USSF requires a statement that an affiliate must acknowledge compliance with, and enforcement of, the statutes, regulations, directives, and decisions of FIFA and CONCACAF	12/13/2020
106, Section 2	Update bylaws to conform to seasonal year dates mandated by USSF (September 1 through August 31)	12/13/2020
201, Sections 1 & 2	Update bylaws to include statement of Equal Opportunity recently revised and required by USSF	12/13/2020
301, Section 3 401, Section 4	Bylaw 301, Section 3 replaces Bylaw 401, Section 4 to simplify/avoid duplication. Addition of eligibility restrictions for directors based on criminal history or SafeSport violations required by OYSA.	12/13/2020
302, Section 2	Added a statement that no one person can hold the offices of president, secretary, or treasurer.	12/13/2020
501, Section 4	Added a provision to ensure that PFA bylaws and policies undergo annual review and revision	12/13/2020
503 (New Bylaw)	Added a Grievance, Protest, and Appeals policy reference and exhaustion of remedies provision required by FIFA.	12/13/2020