



Amended and Restated

By-Laws of

Atlanta United Soccer Association, Inc.

(a/k/a) Atlanta Fire United Soccer Association



Article 1 – Corporate Offices

Section 1 – Principal Office

The principal office of the Corporation in the State of Georgia shall be located in Gwinnett County, Georgia as established by the Executive Board of Directors (EBOD). The EBOD at their first meeting following their election in each year, shall determine, as part of their order of business, the corporate office for the ensuing year. The Corporate records shall be maintained and kept by the Secretary or as required by Georgia laws.

Section 2 – Registered Office

The Corporation shall have and continuously maintain in Gwinnett County a registered agent. The registered agent may be changed from time to time by the EBOD. The principal address of the corporation shall be P.O. Box 296, Duluth, Georgia 30096.

Article 2 – Membership

Section 1 – Qualifications for Membership

There shall be no particular qualifications for membership and all persons desirous of becoming a member may voluntarily join and become a member of the Corporation by either enrolling their children in either the fall or spring soccer programs conducted by the Corporation or by actively serving and being interested in promoting the growth of soccer for this Corporation. To qualify for membership, actively serving includes participating as a Head Coach, Team Manager, Employee, Officer, Executive Board Member, Senior Appointed Official, Age Group Commissioner or Director. Contractors are not considered as employees nor actively serving (i.e. Referees, etc...).

Section 2 – Duration of Membership

All memberships shall be annual and run from July 1 through June 30 of the following year.

Section 3 – Purpose of Atlanta Fire United Soccer

To provide a quality soccer program equally for boys and girls from four to nineteen years of age within both recreational and competitive (Academy and Select) programs and playing structures. The EBOD may choose to add or delete programs as it deems in the best interest of the Corporation and its members.

Section 4 – Annual Meeting

An annual meeting of the membership shall be held each year, beginning with the year 1991, on such date and at such time and place as the EBOD shall determine. The purpose of the annual meeting shall be to provide Member input to the EBOD, information to the Membership and conduct the annual vote for EBOD positions

Section 5 – Special Meeting

Special meeting of the membership, for any purpose, may be called for by a majority of the EBOD and may be held at such time and place, as the EBOD shall decide.

Section 6 – Notice of Meeting of Membership

Notice of the meeting of the membership, either annual or special meeting, shall be given to the membership in such manner or method as the EBOD shall deem advisable and should be given no less than twenty (20) days prior to the date of such meeting of the membership.

Section 7 – Quorum

A quorum of the membership shall consist of all members present at any annual or special meeting of the membership of the Corporation. No particular number of the members shall be required to constitute a quorum.

Section 8 – Voting

All members shall be entitled to one vote per family unit on any question or matter submitted to a vote of the membership. The first member of the family age 18 or older to submit a vote on a matter before the membership will have the voting rights for the family unit.

Section 9 – Proxies

At all meetings of the membership, a member must be present in person in order to vote and no proxy, either oral or written, shall be permitted, it being the policy that proxy voting is not appropriate and the physical presence and participation of the members should be encouraged in order to most effectively promote the activities of the Corporation.

Section 10 – Votes to Pass any Question

A simple majority of the members present and voting at any annual or special meeting of the membership shall be required to pass any question or matter pending before the membership.

Article 3 – Executive Board of Directors

Section 1 – General Powers

The business of the Corporation shall be managed by its EBOD whose purpose is to establish policy, maintain policies, and direct the financial affairs of the Corporation. The EBOD shall consist of the elected Directors of the Corporation as outlined in these by-laws. Within this document, the term Director shall be interpreted to include all members of the EBOD.

Section 2 – Number, Tenure and Qualifications

The affairs of the Corporation shall be controlled and administered by the EBOD (the Directors) which shall be composed of six (6) voting members. Directors will serve for an elected term of two years as defined below. A minimum of two-thirds (2/3) of the Executive Board of Directors' members must reside within Gwinnett County.

All members of the EBOD who hold voting power, cannot hold another position in the Corporation as either an Officer or Senior Appointed Official without approval from the EBOD.

The term of office for each of the Directors shall be a period of two years, starting on June 1st in the year of a Director's election and continuing for two consecutive years through May 31st of the year that is two years following the starting year of such Director's term. One half of the EBOD terms shall expire on May 31 of each year.

Elections of the EBOD shall be held annually at the end of the spring soccer season, during the annual meeting, to replace those Directors whose terms expire. Election of the Executive Board of Directors should be held annually according to the approved By-laws that govern the GCAA.

The Directors shall elect a President and Vice President annually. This election will be held at the first meeting after the newly elected Directors assume their positions on the Executive Board. Each Director shall serve his/her elected term, but may resign his/her position at any time.

The President shall be subject to the control of the EBOD and shall in general supervise and control all of the business and affairs of the Corporation. He/she, when present, shall preside at all meetings of the membership and meeting of the officers. He/she may sign

with the Secretary or any other proper Director of the Corporation authorized by the EBOD, any contracts, documents, or any legal instrument which the EBOD has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the EBOD or the by-laws to some other Director of the Corporation or shall be required by law to be otherwise signed or executed. The President may also be the second signature to the Treasurer unless the President elects to delegate this responsibility to the Vice President. The President shall be an ex-officio member of all committees established by the EBOD. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the EBOD from time to time.

The President holds the position of Chief Operating Officer of the Corporation. In the event of the death, removal, resignation or incapacity of the Executive Director, the President shall assume the power and perform the duties of the Executive Director until a new Executive Director is elected.

The Vice President's duties shall consist of aiding the President, Secretary and Treasurer in all matters pertaining to corporation functions. He/she shall preside over all meetings of the EBOD in the absence of the President and work closely with the President in Corporation business. He/she will serve as the Chairman of the Discipline and Protest Board. The Vice President will assume the duties of the President if for any reason the President cannot complete his/her term.

In order to be eligible for the elections as a Director, a person must (i) be a member in good standing with at least 2 consecutive years of membership (see Article 2, Section 1) prior to the date of the relevant election, and (ii) not be a board member or staff member of another club soccer organization within the state of Georgia; however, if any former Director (a) is properly/lawfully removed from the EBOD under Article 3 Section 11 or Article 4 Section 3 of these by-laws or otherwise, or (b) resigns from the EBOD after the EBOD had properly delivered a notification of removal to such former Director pursuant to the process set forth in Article 3 Section 11 or Article 4 Section 3 of these by-laws but before the EBOD was voted on such former Director's removal, then such Director shall be permanently prohibited from serving as a Director. This permanent prohibition from serving as a Director shall not apply to any former Director who resigned from the EBOD without receiving a notification of removal from the EBOD.

The Executive Director, Director of Coaching, Recreation, Academy and Select DOCs, and Director of Operations are ineligible to serve on the Executive Board of Directors of the Corporation. The Executive Director, Director of Coaching, Recreation, Academy and Select DOCs, and Director of Operations, along with the Secretary and Treasurer are non-voting Executive Board members by virtue of their position within the Corporation.

Section 3 – Regular Meetings

The EBOD must meet at least once every calendar quarter, at a place, time and date which shall be fixed by the President and shall hold other meetings as may be necessary from time to time upon call of the President or upon request of any two Board members, whose call shall specify the place, time and date of the meeting. The President shall preside over these meetings.

Section 4 – Special Meetings

Special meetings of the EBOD may be called for a specific purpose by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the EBOD may fix the place for holding any special meeting of the EBOD called by them.

Section 5 – Notice

Notice of any Special Meeting shall be given at least three (3) days previously thereto. Any Director may waive notice of any meeting. The attendance of a Director at a 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.

Section 6 – Quorum

A two-thirds (2/3) majority of the number of Directors fixed by the by-laws shall constitute a quorum for the transaction of business at any meeting of the EBOD. If less than such two-thirds (2/3) majority is present at the meeting, a majority of the Directors present may discuss matters before the Board but must take no voting action until a quorum is achieved or the next scheduled meeting is held with a quorum present.

Section 7 – Manner of Acting

Unless specifically noted, the act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the EBOD.

Section 8 – Vacancies

A vacancy within the EBOD, because of death, resignation, removal, disqualification or otherwise, may be filled by a two-thirds (2/3) vote from the EBOD for the unexpired portion of office.

Section 9 – Presumption of Assent

A Director of the Corporation who is present at a meeting of the EBOD at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by Registered mail, or hand delivered, to the Secretary of the Corporation within twenty four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10 – Incumbency

A person can serve as a Director for no more than five (5) consecutive terms, and no more than ten (10) terms, in total.

Section 11 – Removal of Directors

Any Director may be removed with or without cause by a two-thirds vote of the entire EBOD. Notification of removal shall be given at least seven (7) days prior to the meeting at which such action is to take place by written notice, delivered personally or mailed to the business address or residence address of the Director being removed. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid.

Section 12 – Paid Positions

The EBOD will directly control all paid staff positions. The Executive Director control all paid coaching positions. No salaries will be paid to any voting member of the EBOD for his/her duties for serving on the EBOD. A paid employee or independent contractor is ineligible from serving on the EBOD.

Section 13 – Appointed Officers

Appointed Officers shall include but not be limited to Secretary and Treasurer. The EBOD as noted herein shall appoint them. The EBOD shall appoint as many officers as deemed necessary to carry out the responsibilities and actions necessary to operate the Organization effectively. Their duties shall include managing the operations of the Corporation within the guidelines and policies set forth by the EBOD.

Article 4 – Appointment of Committees and Officials

Section 1 – Committees and Task Groups

The EBOD may, by appropriate resolution, establish standing committees or task groups for a limited purpose as may be prescribed by the resolution. The EBOD has the responsibility to appoint the chairperson and members of such committees or task groups and to govern and control their actions. The EBOD may, by appropriate resolution, discharge established committees or task groups.

Section 2 – Senior Appointed Officials

The EBOD shall have authority from time to time to create and designate and appoint individuals to serve in the capacity of Senior Appointed Officials with their duties to be prescribed by the EBOD where the EBOD shall deem such officials needful or desirable in order to assist the EBOD and the Officers of the Corporation in the day to day operation of the conduct of the business of the Corporation. The EBOD may grant the authority to any Senior Appointed Officials to appoint additional individuals to assist such Senior Appointed Officials in the conduct of their duties, but all such delegation of authority shall be as specified in the resolution of the EBOD implementing this Section.

Article 5 – Financial and Contractual Matters

Section 1 – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December each year.

Section 2 – Contracts

The EBOD may authorize an Officer or Officers, Agent or Agents, to enter into any contracts or execute and deliver any instrument in the name of the Corporation and such authority may be general or confined to specific instances.

Section 3 – Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the EBOD. Such authority may be general or confined to specific instances.

Section 4 – Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers of

the Corporation and in such manner as shall from time to time be determined by resolution of the EBOD. Only one signature shall be required on all checks and drafts. The signature shall be from the Treasurer with the President or Vice President as his/her alternate. The Treasurer, President and Vice President shall all appear on the signature card.

Section 5 – Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the EBOD may select.

Article 6 – Affiliations and Franchises with Other Organizations And Rules of Play

Section 1 – Affiliations and Franchises with Other Organizations

The Corporation shall affiliate with the GSSA and the Georgia Youth Council, the playing divisions of GSSA, in the manner required by each of the said organizations. Consequently, the Corporation shall in turn be a part of the USSF family, which includes its playing divisions, USYSA and USASA due to the GSSA affiliation with such organizations. The EBOD is also hereby authorized, by appropriate resolution of the EBOD, to affiliate with other organizations whose purpose is consistent with the Corporation's by a simple majority of the Directors present at a meeting at which a quorum is present. Pursuant to such membership, the Corporation shall comply with the requirements of membership and perform those actions necessary to maintain good standing with any organization, which it a member.

Section 2 – Rules of Play

The GSSA Rules of Play shall govern the play of youth soccer within the Corporation's programs. The EBOD shall from time to time, modify by appropriate resolution the Rules of Play which shall govern the play of soccer by all teams functioning under the auspices of the Corporation,

Article 7 – Waiver of Notice

Unless otherwise posted by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these by-laws or under the Article of Incorporation or under the provisions of the Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 8 – Discipline and Protest Board

The EBOD shall appoint a Discipline and Protest Board to hear all game protest and to administer disciplinary action to the players, teams, parents and coaches. The Discipline

and Protest Board shall be convened as may be at a place, time and date as deemed appropriate by the designated chairman of said Discipline and Protest Board. The chairman of said Discipline and Protest Board shall be the Vice President of the EBOD of the Corporation or an appointee by the EBOD. The Director of Coaches and the Director of Referees may sit with the Discipline and Protest Board when matters before the Board require their involvement.

Article 9 – Nondiscrimination

The Corporation shall register and permit children for the purpose of playing soccer, as well as admit into membership in the Corporation any individual or person without regard to any race, color, creed or national or ethnic origin and admit such persons to all the right, privileges, programs and activities generally accorded or made available to members of the Corporation. The Corporation shall not discriminate on the basis of race, color, creed, national or ethnic origin in the administration of its educational or other policies, scholarships and team programs, athletic or other programs. It is the Corporation's goal to allow children to play soccer even if their families are unable to pay the requisite fees and the EBOD will establish rules and allocate funds for financial aid; however, failure to pay requisite fees may result in restriction of participation or termination of membership.

Article 10 – Nominating Committee for the Executive Board of Directors

The President will appoint a Nominating Committee which shall have the obligation to receive nominations for the Directors of the Corporation and select a list of candidates. The Nominating Committee shall be formed no less than thirty (30) days prior to the voting by the membership and consist of three people from the membership and two from the Executive Board of Directors. The names of the committee members and the position to be filled will be made available to the general membership no less than twenty- one (21) days prior to the annual vote. Nominations must be submitted in writing to the Nominations Committee no later than fourteen (14) days prior to the date of the annual meeting / vote. Nominations shall be taken only for the vacancies on the EBOD created by expiring terms unfilled positions and/or newly created positions. The names of all nominees for each office will be entered on a single ballot and submitted to the membership present at the annual meeting.

AFUSA Club distribution lists cannot be used for campaigning. State and Local distance rules will be applied on voting days. Anyone using AFUSA Club distribution lists can be disqualified. AFUSA Club logo cannot be used on campaign fliers. AFUSA Club logo is for official use only.

Article 11 – Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a three- quarters vote of the EBOD at any regular or special meeting of the EBOD provided, however, that in the case of amendments, the proposed amendments shall

have first been submitted in writing to the members of the EBOD at least ten (10) day prior to the date of the meeting at which such amendment is to be considered for a vote.