



BYLAWS
National Soccer Coaches Association of America
(May 30, 2016)

ARTICLE I
NAME AND LOCATION

1.01 NAME

The name of the corporation is the National Soccer Coaches Association of America, hereinafter referred to as the Association. (4/11)

1.02 LOCATION

The address of the office of the Association is 30 West Pershing Road, Suite 350, Kansas City, Missouri 64108. The Association may also have offices at other locations within or outside the State of Missouri as the business and affairs of the Association may require. (4/16)

ARTICLE II
PURPOSE

2.01 PURPOSE

The Association is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the purpose of fostering the sport of soccer by promoting interest in, and education relating to, the game of soccer. (1/82)

2.02 VISION, MISSION AND CORE VALUES

The vision, mission and core values of the association will be determined by the Board of Directors and the current statements are included in Addendum A of these Bylaws. (4/16)

ARTICLE III
MEMBERSHIP

3.01 CLASSES OF MEMBERSHIP AND QUALIFICATIONS

Any person engaged in the coaching of soccer or any other person or organization interested in the game of soccer, and desiring affiliation with the purpose of the Association, is eligible for membership. There shall be the following four classes of members: (4/16)

- A. **ACTIVE MEMBER.** Any individual interested or actively engaged in the game of soccer, including coaching, may become an Active Member of the Association upon payment of the annual membership dues. Active Members will be classified in the membership database as affiliated with a particular constituency of the game (i.e., youth, high school, college and professional) and, if in good standing, shall be eligible to vote at meetings of the members and to hold office. Active members receive full voting rights in all elections. (4/16)
- B. **CORPORATE MEMBER.** A business interested in the game of soccer and desiring affiliation with the purpose of the Association may become a Corporate Member of the Association upon payment of the annual dues. Corporate Members are not eligible to vote or hold office. (7/12)

- C. **HONORARY MEMBER.** Any individual distinguished in the game of soccer is eligible to become an Honorary Member of the Association subject to nomination by the Board of Directors and the unanimous affirmative vote of all Directors. Honorary Members are not required to pay annual dues, but shall be entitled to all of the rights, privileges and benefits of Active Members. Board of Governors members who are not already Association members will automatically become honorary members during their term of service. (4/16)
- E. **LIFE MEMBER.** An individual distinguished in the game of soccer who has been an Active Member of the Association for more than twenty-five years is eligible to become a Life Member, subject to nomination by the Board of Directors and the unanimous affirmative vote of all Directors. All Presidents of the Association shall automatically become Life Members upon completion of their term of office. All Honor Award recipients and Hall of Fame inductees shall also become Life Members. All Directors of Coaching Emeritus are also designated as Life Members. Life Members are not required to pay annual dues, but shall be entitled to all of the rights, privileges and benefits of Active Members. (4/16)

3.02 **MEETINGS**

The annual meeting of the Members of the Association shall be held at such time and place as the Board of Directors may determine and shall be held in conjunction with the Annual Convention of the Association. Regular meetings other than this annual meeting, if any, shall be held at such times and places as the Board of Directors may determine. A special meeting of the Members may be called at any time by the President, the Board of Directors or ten percent or more of those Members entitled to vote at such meeting. Special meetings of the Members may be held at any location within or outside the State of Missouri. All meetings of the Members shall be conducted in accordance with *Robert's Rules of Order*, as amended. (4/16)

3.03 **NOTICE**

Written notice of the time and place of all meetings of the Members shall be given at least 30 days prior to the date of the meeting. Written notice shall be deemed given when delivered personally or sent by one of the following methods; (1) United States mail (under separate cover or inclusion in any other mailing or publication of the Association); (2) fax transmission; or (3) other electronic transmission. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, addressed to the Member at the Member's most recent address listed in the records of the Association. In the case of special meetings, the notice shall specify the general nature of the business to be conducted. Other materials and copies of any motion to be submitted to the Members for approval shall be sent with the written notice. (4/16)

3.04 **QUORUM**

The presence of ten percent of the membership in person shall constitute a quorum for the transaction of business at any meeting of the Members, but if less than ten percent of the membership is present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. (4/16)

3.05 **VOTING**

Each Member entitled to vote shall be entitled to one vote on any matter submitted to a vote of the Members. If a quorum is present, (a) on those motions submitted to the Members in advance of a meeting, the actions approved by the affirmative vote of a majority of those Members present shall be the acts of the Members; and (b) on motions entertained from the floor at any meeting of the Members, the actions approved by the affirmative vote of a majority of those Members present shall be the acts of the Members, unless in either case a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws. (4/16)

3.06 **DUES**

The Board of Directors shall approve the amount of annual membership dues as recommended by the professional staff. (4/16)

3.07 **TERMINATION OF MEMBERSHIP**

The Board of Directors may terminate, temporarily suspend or otherwise discipline a Member for cause, other than for failure to pay dues, but including, without limitation, failure to maintain the standard of conduct set forth in the *NSCAA Code of Ethics* as outlined in Addendum B of these Bylaws. A Member, who has been temporarily suspended or expelled, shall be deemed to be a Member not in good standing and shall not be eligible to vote or to hold office. A Member who has been temporarily suspended or expelled may be reinstated only by a vote of the Board of Directors. All actions by the Board of Directors pursuant to this section shall require the affirmative vote of at least two-thirds of the Directors present at the meeting at which such action is taken and the notice of such

meeting shall indicate that disciplinary action with respect to a Member or Members is to be considered. A policy concerning proper notification of the Member that action under this bylaw is being considered and his/her right to be heard prior to a vote of the Board of Directors is set forth in Addendum F of these Bylaws. (4/16)

ARTICLE IV FISCAL YEAR AND AUDIT

- 4.01 The annual budget, finances and accounts of the Association shall be kept on a fiscal year basis and the fiscal year for the Corporation shall commence on September 1 and end as of the 31st day of August each year. (4/16)
- 4.02 The Association shall hire an accounting firm to conduct an annual financial statement audit of the Corporation following the conclusion of each fiscal year and present the findings of the audit to the Board of Directors. (4/16)
- 4.03 The Association's annual Internal Revenue Service Form 990 shall be available on the Association's website for Member and public inspection. (4/16)

ARTICLE V BOARD OF DIRECTORS

- 5.01 **RESPONSIBILITIES AND POWERS**

The Board of Directors of the Association shall have strategic planning and fiduciary responsibilities for the Association. The Board of Directors shall set policies and have oversight of the business and affairs of the Association, including, without limitation, establishing all committees and determining the duties and responsibilities of such committees and their chairpersons. In addition to the powers and authority expressly granted by these Bylaws, the Board of Directors may exercise all powers of the Association and do all lawful acts and things on behalf of the Association that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws. (4/11)
- 5.02 **COMPOSITION**

The Board of Directors shall be comprised of nine Directors, composed of six Officer Directors elected by the membership and three At-Large Directors appointed by the President. The At-Large Directors are appointed to bring additional and varied representation and perspective to the Board. The Chief Executive Officer and the Chair of the Advocacy Council are Ex-Officio, non-voting members of the Board. The Board of Directors may increase or decrease the size of the Board by a majority vote of the Directors. (4/16)
- 5.03 **ELIGIBILITY**

All Directors should be members in good standing of the Association and affiliated with soccer programs and/or have a background in the game; however non-members may be considered for appointment as At-Large Directors if they provide an expertise valuable to the Board. (4/16)
- 5.04 **TERM**

The term of an Officer Director is six years. Once this term is completed, an Officer Director is no longer eligible to serve on the Board of Directors. The term of an At-Large Director is three years. An At-Large Director may be reappointed to a second consecutive term. Due to resignations, establishment of new positions or other circumstances, the Board of Directors, by a majority vote of all Directors, may alter terms of an At-Large Director in the interest of avoiding significant turnover on the Board. (4/16)
- 5.05 **APPOINTMENTS**

The three At-Large Directors are nominated by the President, and ratified by a majority of the remaining Directors on the Board at the time. The three-year term of the At-Large Directors shall be staggered so that only one appointment is made each year. (4/16)
- 5.06 **MEETINGS**

Regular meetings of the Board of Directors shall be held at least twice annually at approximately six-month intervals. All regular meetings of the Board of Directors (including the two semi-annual meetings) shall be held at

such times and places as the Directors may determine. In addition to regular meetings, special meetings of the Board of Directors may be called as follows:

- A. The President or more than one-third of the Directors then in office may call a special meeting of the Board of Directors at any time.
- B. The President or Chief Executive Officer may call a special meeting relating solely to act on unbudgeted expenses as defined in Section 5.10 below at any time.

Meetings of the Board of Directors may be held at any location within or outside the State of Missouri. All meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order*, as amended. (4/16)

5.07 **NOTICE**

Written notice of the time and place of all regular meetings and special meetings of the Board of Directors, shall be delivered personally, by mail (under separate cover or inclusion in any mailing or publication of the Association) or by electronic mail to each Director at least ten days prior to the date of such meeting and, in the case of special meetings, shall state the general nature of the business to be conducted. When business related to personnel and/or disciplinary action is to be considered at a meeting, it shall be indicated in the notice. (4/16)

5.08 **QUORUM**

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless applicable law specifically requires a greater proportion, by the Articles of Incorporation or by these Bylaws. One or more Directors may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other. Directors may not grant voting rights by proxy to other Directors. (9/02)

5.09 **VOTING**

Each Director shall be entitled to one vote on matters submitted to a vote of the Board of Directors with the exception of the Chief Executive Officer and Chair of the Advocacy Council. Directors shall not take part in any discussion or action on salaries, site selection or other business from which he/she may derive personal benefit as outlined in the *Policy Concerning Conflict of Interest and Business Ethics* located in Addendum D of these Bylaws. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater portion of the affirmative votes is required, by applicable law, by the Articles of Incorporation or by these Bylaws. (4/16)

5.10 **BUDGET RESPONSIBILITY**

Fiduciary responsibilities of the Board of Directors shall include approval of the annual budget of the Association, which shall require an affirmative vote of at least two-thirds of all Directors present at the meeting at which the annual budget is presented. Approval of any unbudgeted expense exceeding \$100,000 shall require an affirmative vote of at least two-thirds of all Directors present at the meeting when any such unbudgeted expense is proposed. (4/16)

5.11 **REMOVAL OF DIRECTORS**

Any Director whose business, profession or other activities or interest are detrimental to the interests of the Association or otherwise tend to discredit the Association may, upon reasonable notice and opportunity to be heard, be removed as a Director by the affirmative vote of at least two-thirds of all Directors present at any meeting of the Board of Directors, provided that notice of the proposed removal is contained in the notice of such meeting. (6/91)

5.12 **VACANCY**

Except as otherwise provided in these Bylaws, positions vacated by appointed Directors during their term of office shall be filled by appointment by the President within 30 days following confirmation of the vacancy, subject to ratification by a majority of the remaining Directors, though not less than a quorum. Such appointments and subsequent ratification shall be for the balance of the unexpired term. The appointed and ratified Director shall then be eligible to be reappointed to a full three-year term at the conclusion of the unexpired term as well as a subsequent term. Should there be an increase in the number of Directors, the Board shall determine how to fill those vacancies by a majority vote of the remaining Directors, though not less than a quorum. (4/16)

5.13 **CONSENT OF DIRECTORS IN LIEU OF MEETING**

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent thereto in writing, setting forth the action so taken, shall be signed by all of the Directors and is subsequently filed with the Chief Executive Officer. (6/04)

**ARTICLE VI
OFFICERS**

6.01 **COMPOSITION**

The Officers of the Association shall be the President, three Vice Presidents, Secretary, Immediate Past President/Treasurer and Chief Executive Officer. The Chief Executive Officer is an Ex-Officio, non-voting Officer. (4/16)

6.02 **DUTIES**

In addition to the powers and duties set forth in these Bylaws and except as otherwise provided under these Bylaws, each Officer shall have the powers and duties as the Board of Directors may determine by resolution. The Officers shall be responsible for recommending to the Board of Directors the appointment, reappointment and salary level of contract employees of the Association. The Officers will present its recommendations to the Board of Directors at least 30 days prior to any contract renewal notification deadline. (4/16)

6.03 **ELIGIBILITY**

The Officers of the Association must be members in good standing. They shall be individuals affiliated with soccer programs and/or have a background in the game and those programs. (4/16)

6.04 **TERM**

The total term of an Officer of the Association is six years. The term of the President, Immediate Past President/Treasurer and Secretary is one year, barring resignation, termination or inability to perform duties. The Vice Presidents shall have terms of three years each, barring resignation, termination or inability to perform duties. A new Secretary shall be elected annually. Once elected as Secretary, that Officer shall serve one year in that role and then ascend to Third Vice President for one year, then Second Vice President, then Third Vice President for one year, then President for one year and then Immediate Past President/Treasurer barring resignation, termination or inability to perform duties. (4/16)

6.05 **IMMEDIATE PAST PRESIDENT / TREASURER**

The Immediate Past President shall be the retiring President and shall serve until the expiration of the term of office of the next succeeding President. The Immediate Past President will also be the Treasurer of the Association in accordance with nonprofit law. The Immediate Past President shall assist the President as requested. In the event the President is unable to fulfill his/her duties or term of office, the Immediate Past President shall serve as President until the completion of term of office or such time as the President is able to return to office. (4/16)

6.10 **PRESIDENT**

The President shall be the Vice President who has completed a three-year term as Vice President and one year as Secretary and shall serve until the expiration of the term of office of the next succeeding Vice President. The President shall be chair of the Board of Directors. The President shall have oversight of the Board of Directors budget. The President shall lead a committee of the Board that is responsible for recommending the appointment, reappointment and contract terms of the Chief Executive Officer. The President will present the committee's recommendations to the Board of Directors for approval at least 30 days prior to any contract renewal notification deadline. (4/16)

6.11 **VICE PRESIDENTS**

The three Vice Presidents shall each serve a three-year term, with the terms to be staggered amongst the three Officers. The Vice Presidents may be assigned as liaisons and/or members to one or more committees or councils and other duties as determined by the President. (4/16)

- 6.12 **SECRETARY**
The Secretary will serve a one-year term on the Board of Directors. Upon completion of this term, the Secretary will ascend and begin a three-year term as Vice President. The Secretary will be responsible for the distribution of the agenda and reports in advance of all meetings of the Board of Directors. In absence of a professional transcriber, the Secretary will be responsible for ensuring the accuracy of the minutes of all meetings. The Secretary may be assigned as a liaison and/or member to committees and/or councils and other duties as determined by the President. (4/16)
- 6.13 **CHIEF EXECUTIVE OFFICER**
The Chief Executive Officer shall be responsible for the day-to-day administration of Association business subject to policies and directives of the President and the Board of Directors. The Chief Executive Officer will appoint and oversee a Chief Financial Officer with responsibility for the administration of all fiscal matters and shall have charge and custody of the records of the Association. The Chief Executive Officer shall have budgetary oversight of all accounts on a daily basis. The Board of Directors shall appoint the Chief Executive Officer for a period of time as contractually stated. The Chief Executive Officer may be assigned as a liaison and/or member to committees and/or councils as determined by the President. (4/16)
- 6.05 **NOMINATION OF OFFICERS**
The President will appoint a Nomination and Elections Committee to oversee the nominations process for the Secretary in accordance with the *Regulations for the Conduct of Elections for Officers of the Board of Directors*, as outlined in Addendum C of these Bylaws. (4/16)
- 6.06 **VOTING**
The President will appoint a Nomination and Elections Committee to oversee the election and voting process for Secretary in accordance with the *Regulations for the Conduct of Elections for Officers of the Board of Directors*, as outlined in Addendum C of these Bylaws. (4/08)
- 6.07 **VACANCY**
Should an Officer be unable to complete a term of office, after already being seated at the first meeting of that term, the other Officers shall recommend to the Board of Directors the procedure for filling the vacancy. The Board, by a majority vote of those Directors eligible to vote, shall make a final determination on the manner in which the vacancy will be filled. (4/16)
- 6.08 **SPECIAL ELECTIONS**
In the event that a person who has been nominated and subsequently elected to office and is unable to take office or fulfill the term and the obligations of the office prior to being seated at the first meeting of the new term due to death, permanent disability or other unique circumstances, a special election will be held. The special election will be held in accordance with the *Regulations for the Conduct of Elections for Officers of Board of Directors*, as outlined in Addendum C of these Bylaws. (4/16)
- 6.14 **REMOVAL OF OFFICERS**
Any Officer of the Association may be removed by the Board of Directors at any time, with or without cause, by the affirmative vote of two-thirds of the Directors then in office whenever, in the Board's judgment, the best interests of the corporation will be served thereby. Such removal shall be without prejudice to any contractual rights of any person so removed. (7/12)
- 6.15 **DELEGATION OF DUTIES**
In the absence of any Officer of the corporation, or any other reason deemed sufficient, the Directors may delegate, for the time being, the powers and the duties, or any of them, of such Officer to any other Officer, or to any Director or other person that the Board of Directors may select. (1/82)
- 6.16 **STIPENDS**
Except as otherwise restricted in these Bylaws, the Board of Directors shall have the authority to fix the compensation of Directors for their services. (4/16)

ARTICLE VII STANDING COMMITTEES AND ADVISORY COUNCILS

7.01 GENERAL PROVISIONS

There shall be Standing Committees and Advisory Councils established to support and advise the Board in its fiduciary and strategic oversight of the Association. The President appoints such committees/councils of the Board of Directors (and in each case, the chairperson and members thereof) including, without limitation, the Standing Committees and Advisory Councils described below. The President's appointments shall be subject to ratification by the Board. All Standing Committee and Advisory Council chairs must be members of the Association. Members of the Board of Directors may serve as members or non-voting liaisons of Standing Committees and Advisory Councils but may not chair such committees or councils. Professional staff members may serve as members or non-voting liaisons of Standing Committees and Advisory Councils but may not chair such Standing Committees or Advisory Councils. The Board of Directors may delegate such authority to a Standing Committee as it deems appropriate and is not prohibited by applicable law. Advisory Councils shall be advisory in nature, providing advice to members of the Board of Directors and professional staff or others, but shall have no authority to set policy, nor shall they have responsibility for operations or management unless otherwise designated in these Bylaws or requested by the person or group being advised to assist as such. All Standing Committees and Advisory Councils may be disbanded, or any member thereof removed, at any time by the Board of Directors with or without cause. The composition of all Standing Committees and Advisory Councils shall, insofar as possible and appropriate, represent youth, high school, college and professional programs as well as diverse groups within the Association. (4/16)

7.02 STANDING COMMITTEES

There shall be Standing Committees of the Board of Directors as described below. The Board of Directors may delegate such authority to a Standing Committee as it deems appropriate and is not prohibited by applicable law. Each Standing Committee shall have a Charter as approved by the Board of Directors. (4/16)

- A. **Awards Committee.** There shall be an Awards Committee responsible for selecting recipients for all awards created by the Association other than awards that are specifically set forth as the responsibility of a separate committee. The committee shall establish policies and procedures pertaining to all awards subject to the approval of the Board of Directors. The professional staff shall keep data files on all nominees and maintain a cumulative record of all award recipients. The President or his/her designee and the Chief Executive Officer and his/her designee shall serve on the Awards Committee. (4/16)
- B. **Ethics Committee.** There shall be an Ethics Committee responsible for ensuring ethical conduct and practices within the NSCAA, including the promotion of ethical practices and behavior among coaches and players at all levels of competition. The committee shall establish a *Code of Ethics* (Addendum B of these Bylaws) for coaches. The Ethics Committee may make recommendations to the Board of Directors regarding violations of the *Code of Ethics* and recommendations for any punitive or corrective actions in connection therewith. The President or his/her designee and the Chief Executive Officer and his/her designee shall serve on the Awards Committee. (4/16)
- C. **Finance and Audit Committee.** There shall be a Finance and Audit Committee that shall support all fiscal matters of the Association under the fiduciary responsibilities of the Board of Directors including financial policies and procedures and review of the annual budget and audit. The President or his/her designee and the Chief Executive Officer and his/her designee shall serve on the Awards Committee. (4/16)
- D. **Foundation Committee.** There shall be a Foundation Committee that shall support the mission of the Association and provide resources to support coaches and organizations to improve soccer at all levels. The President or his/her designee and the Chief Executive Officer and his/her designee shall serve on the Awards Committee. (4/16)
- E. **Nominations and Elections Committee.** There shall be a Nominations and Elections Committee whose responsibilities include encouraging and identifying candidates to run for Secretary of the Board of Directors; recruiting and recommending potential candidates for At-Large Director positions; establishing, implementing and enforcing campaign guidelines; selecting and reviewing the performance of the Association's third-party digital elections vendor; ensuring distribution to the Members all notices and ballots required in connection with all elections and encouraging diversity in the Association's leadership. The President or his/her designee and

the Chief Executive Officer and his/her designee shall serve on the Nominations and Elections Committee. (4/16)

7.03 **ADVISORY COUNCILS**

There shall be Advisory Councils of the Board of Directors as described below. Advisory Councils shall be advisory in nature, providing advice to the Board, professional staff or others, but shall have no authority to set policy nor shall they have responsibility for operations and management unless otherwise designated in these Bylaws or requested by the person or group being advised to assist as such. Each Standing Committee shall have a Charter as approved by the Board of Directors. (4/16)

A. **Board of Governors.** There shall be a Board of Governors that may advise the Board of Directors and professional staff on issues affecting the Association. There shall be 10 members of the Board of Governors. Nominations for the Board of Governors will be made by the Board of Directors prior to the NSCAA Annual Convention. The Board of Directors shall elect two members each year during its Annual Convention who shall serve five-year terms. The Board of Governors will recommend a chair to the President subject to the ratification by the Board of Directors. The chair should be a member of the Board of Governors with at least three years remaining on his/her term. The President or his/her designee shall serve as the Board of Directors liaison to the Board of Governors. (4/16)

B. **Advocacy Council.** There shall be an Advocacy Council that will advocate for issues in the game and the Association that affects the Membership, as outlined in Addendum E of these Bylaws. The Advocacy Council will provide accountability and oversight for the Membership Council, Membership Groups and Coaching Communities. They will advise both the Board of Directors and the professional staff on the needs and desires of the membership at large. The Chair of the Advocacy Council will serve as a non-voting Ex-Officio Director on the Board of Directors. (4/16)

7.04 **AD HOC COMMITTEES AND TASK FORCES**

Subject to the same policies and procedures as Standing Committees and Advisory Councils, the President may appoint ad hoc committees and/or task forces that are short-term, project-specific in nature. These committees or task forces shall be disbanded after completion of their responsibilities. (4/16)

7.05 **TERM OF OFFICE AND VACANCIES**

Appointments of chairpersons for committees and councils shall be for one year, commencing upon ratification by the Board of Directors annually, and shall continue until his/her successor is appointed, the committee member is no longer willing or able to serve, or the committee is disbanded. If a vacancy occurs during a committee member's term, the President shall have the power to appoint a replacement, subject to ratification by the Board of Directors at its next scheduled meeting. (4/16)

7.06 **QUORUM AND VOTING**

A majority of the members of a committee or council shall constitute a quorum for the transaction of any business. The acts of a majority of the committee or council members present at any meeting with a quorum shall be considered the acts of the committee or council. (4/11)

7.07 **CONSENT OF COMMITTEE MEMBERS IN LIEU OF MEETING**

Any action that may be taken at a meeting of any committee may be taken without a meeting if consent thereto in writing, setting forth the action so taken, shall be signed by all of the respective committee members and subsequently filed with the President of the Board of Directors. (1/92)

**ARTICLE VIII
INDEMNIFICATION**

8.01 **RIGHT TO INDEMNIFICATION**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such a person is or was a Director of the corporation, or was serving at the request of the corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise or entity, whether or not for profit, whether domestic or foreign, including service with respect to an employee benefit plan, its participants or beneficiaries, against all liability, loss and expense (including attorneys fees and amounts paid in settlement) actually and reasonably incurred by such person in connection with such proceeding, whether or not the indemnified liability arises or arose from proceeding by or in the right of the corporation, if such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation. (6/91)

8.02 **ADVANCE OF EXPENSES**

Expenses incurred by a Director in defending a proceeding may be paid by the corporation in advance of the final disposition of such proceeding, subject to the provisions of applicable law, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation under applicable law. (6/91)

8.03 **PROCEDURE FOR DETERMINING ENTITLEMENT TO INDEMNIFICATION**

To determine whether any indemnification under this Article VIII is required, the Board by a majority vote of a quorum consisting of directors not parties to such action, suit or proceeding may, and on request of any such person seeking indemnification or advance expenses shall be required to, determine in each case whether the applicable standards of conduct have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if attainable, if a majority vote of a quorum of disinterested directors so directs. The reasonable expenses of any Director in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the corporation. (4/11)

8.04 **MODIFICATION OR REPEAL**

No modification or repeal of any provision of this Article VIII shall affect, to the detriment of the Director, the obligations of the corporation to indemnify and to advance expenses to a Director in connection with a claim based on any act or failure to act occurring before such modification or repeal. (4/11)

8.05 **INDEMNIFICATION NOT EXCLUSIVE; INURING OF BENEFIT**

The indemnification and advancement of expenses provided by this Article VIII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person. The Board shall have the power to give other person(s) indemnification to the extent not prohibited by applicable law. (4/16)

**ARTICLE IX
AMENDMENT OF BYLAWS**

9.01 **AMENDMENT**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted (a) with respect to those matters which are not by statute reserved exclusively to the Members, by the Board of Directors, by the affirmative vote of two-thirds of the Directors then in office, or (b) by the Members at their annual meeting by the affirmative vote of two-thirds of the Members entitled to vote and present, in person, at the annual meeting of the Members; provided, however, that any amendments proposed to be acted upon at the annual business meeting of the Members shall be submitted in writing to the Secretary at least 120 days prior to the annual meeting of the Members and included by the Secretary with the notice to the Members of the annual meeting. (4/16)

ADDENDUM A



Vision, Mission, and Values Statement

VISION STATEMENT

The Association is the trusted and unifying voice, advocate, and partner for coaches of all levels of the game.

MISSION STATEMENT

The mission of the Association is to provide programs and services that enhance, encourage, and contribute to the development and recognition of soccer coaches, their players, and the game we love.

CORE VALUES STATEMENT

The core values of the Association are a commitment to:

- Deliver value to each member that exceeds their expectations;
- Uphold a sense of family and acknowledge past contributions;
- Maintain the highest standards of ethical conduct and sportsmanship
- Fiscal responsibility;
- Meet the needs of a diverse membership;
- Serve the greater good of the game; and
- Manage the Association through teamwork and open, honest communications.

ADDENDUM B



NSCAA Code of Ethics

1. Soccer is the players' game. The paramount concern of coaches is the holistic development, welfare, enjoyment and safety of their players.
2. Coaches bear responsibility for teaching players to strive for success while playing fairly, observing the laws of the game and the highest levels of sportsmanship.
3. Coaches shall treat officials with respect and dignity, and shall teach their players to do the same.
4. Our opponents are worthy of being treated with respect. Coaches will model such respect for opponents and expect their players to do likewise.
5. In both victory and defeat, the behavior of the coach shall model grace, dignity and composure.
6. Coaches shall adhere to the highest standards and the regulations of the institutions they represent -- clubs, schools, sponsoring organizations and sports governing bodies.
7. Coaches have a responsibility to promote the interests of soccer, including treating the media with courtesy, honesty and respect.
8. Coaches shall model inclusive behavior, actively supporting cultural diversity while opposing all types of discrimination, including but not limited to, racism and sexism, at all levels of the game.
9. Coaches are responsible for taking an active role in education about, and prevention and treatment of drug, alcohol and tobacco abuse, both in their own lives and in the lives of their players.
10. Coaches shall refrain from all manner of personal abuse and harassment of others, whether verbal, physical, emotional or sexual, and shall oppose such abuse and harassment at all levels of the game.
11. Coaches shall respect the declared affiliations of all players, and shall adhere to all guidelines and regulations on recruiting established by the governing bodies having oversight of their teams and leagues.
12. Coaches shall seek to honor those who uphold the highest standards and principles of soccer and shall use appropriate protocol to oppose and eliminate all behavior that brings disrepute to the sport -- violence, abuse, dishonesty, disrespect and violations of the laws of the game and rules governing competition.

Adopted by the Ethics Committee, 5/24/99

ADDENDUM C



Regulations for the Conduct of Elections for Officers of the Board of Directors

1. Nominations and Election Committee

There shall be a Nominations and Elections Committee whose responsibilities include identifying and recruiting prospective Board candidates, developing specific criteria for members running for the Board, selecting and overseeing an outside vendor to run elections, promoting member participation in the election process, and promoting fairness and transparency in the election process.

2. Director of Elections

The Chair of the Nominations and Elections Committee shall serve as the Director of Elections. The Director of Elections shall direct the committee in its review of the nominations and confirm the final slate of candidates for the election in accordance with the established policies and procedures. In absence of the Director of Elections, the Immediate Past President of the Board of Directors shall act as Director of Elections.

3. Nominations

A. Call for Nominations

A call for nominations for the NSCAA Board of Directors shall be distributed to the membership in accordance with the Nomination and Election Timeline. The notice shall be placed prominently on the front page of the NSCAA website and all nominations must be submitted via the NSCAA web form. Other forms of communication may be used to promote nominations including the NSCAA *Soccer Journal*, emails, newsletters, social media, etc., but all will direct members to the website for the actual nominations.

B. Qualifications

All eligible nominees received will be submitted to the NSCAA Nominations and Elections Committee for consideration.

To be eligible for the Secretary position, nominees must meet the following criteria:

- Current NSCAA member in good standing with the association
- Affiliated with soccer programs and/or have a background in the game
- Successful completion of the online self-nomination form during the nomination

- period; email nominations will not be accepted.
- Willing to agree to adhere to the bylaws of the NSCAA

C. Number of Nominees

Following the close of nominations, the Nominations and Elections Committee shall be distributed a list of the nominees and their completed questionnaires. The Nominations and Elections Committee shall then review and select, at their discretion, a qualified slate of candidates to be put forward for the election.

4. **Nomination and Election Timeline**

The following timeline applies to the 2016-2017 nominations and elections cycle.

- November 2 – December 2: Nominations open
- December 5 – December 9: Committee reviews and selects the nominees
- December 12 – 14: Nominees contacted
- December 15: Nominees announced to the membership
- December 15-January 13: Nominees may campaign
- January 2 – 13: Elections open to membership
- January 9: Second email reminder to vote
- January 11 – 13: Availability to vote onsite at Convention
- January 13: Noon PST voting closes
- January 13: Announcement of winners at Annual Membership Meeting and at the Awards Banquet

5. **Voting**

The Nominations and Elections Committee has duties and responsibilities with respect to the NSCAA's voting process, as outlined in the *Nominations and Elections Committee Charter*, including:

- Selecting, overseeing, and reviewing the performance of the NSCAA's third-party digital elections vendor;
- Ensuring distribution to the Members all notices and ballots required in connection with all elections;
- Encouraging member participation in the election process;
- Receiving the results of the elections from the NSCAA's third-party digital elections vendor;
- Certifying the election results;
- Determining procedures for on-site voting at the NSCAA national convention.

6. **Policies and Procedures**

A. No write-in voting will be permitted during the election for Board of Directors.

- B. A job description for the position(s) open for nominations shall be included in the call for nominations circulated to the membership.
- C. Questions relative to the conduct of elections will be referred to the Director of Elections.
- D. The National Office shall put together the final ballot including the online election to ensure consistency in candidate information, photos and voting instructions.
- E. The winner of the election will be determined by the candidate who receives the most overall votes.
- F. Should there be a tie in the final election results for any position, it will be decided by a vote of the Board of Directors, excluding any member who may be a candidate.
- G. If a candidate dies or withdraws after the candidates have been selected but before the voting period begins, the Nominations and Election Committee may, at its discretion, replace the deceased or withdrawn candidate.
- H. The death or withdrawal of an unopposed candidate for the Board of Directors during the voting period shall nullify the election in progress and the President, subject to ratification of the Board of Directors, will appoint a replacement.
- I. The death or withdrawal of an opposed candidate for the Board of Directors during the voting period shall result in the remaining candidate(s) receiving the most votes being elected.

7. Campaigning Guidelines

The Nominations and Election Committee will review any violation of these guidelines for disposition including possible removal of a candidate from the election and suspension of eligibility for candidacy for the Board of Directors for one full year.

- o No candidate may have access to the NSCAA membership database.
- o Only electronic messaging is acceptable for distributing campaign materials and must adhere to all material guidelines outlined.
- o Any material distributed by candidates must feature the following disclaimer in a prominent location on the material: ***Notice: This is a personal campaign solicitation and not an official endorsement by the NSCAA, its directors and officers.***
- o A copy of all personal campaign materials must be sent to the Director of Elections prior to distribution. This includes any materials by third parties who have been directed by the candidate to solicit votes.

- Candidates may not campaign and solicit votes using an NSCAA.com email address or refer to the NSCAA in any email address.
- Email lists may not be used from any NSCAA affiliated committee, council, organization or business partner or advertiser for the purposes of soliciting votes.
- It is not permissible to distribute printed pieces for campaign purposes at the NSCAA Convention or any official NSCAA event or academy course.
- Candidates must abide by all campaign rules at the annual NSCAA Convention. They may verbally remind attendees on an individual basis that voting is open and that they are a running for a board position.
- Any candidate who acts in a slanderous way towards another candidate's campaign will be immediately removed from the campaign process and disqualified from running for the Board of Directors for one full year.
- Additional opportunities may arise for candidate promotion, to be determined in the sole discretion of the NSCAA.

8. Special Elections

In the event that a special election is necessary for any reason deemed necessary by the Board of Directors, the Nominations and Election Committee will recommend procedures and a timetable for the conduct of such election, subject to the approval of the Board of Directors.

9. Change in These Regulations

These *Regulations for Conduct of Elections for the Board of Directors* shall be changed only by a majority vote of the Board of Directors. Any changes will be incorporated into these NSCAA Bylaws as Addendum C.

ADDENDUM D



Policy Concerning Conflict of Interest and Business Ethics

It is the policy of the National Soccer Coaches Association of America, a Pennsylvania not-for-profit corporation (“NSCAA”) to comply with the terms, spirit and intent of all applicable laws and regulations of government. Furthermore, the NSCAA will be run in a business-like and professional manner in such a way that public trust and confidence in the NSCAA are enhanced. The NSCAA shall expect and require all persons associated with it to conduct the NSCAA business with integrity and to maintain high ethical standards of personal and professional conduct with respect to their involvement in the affairs of the NSCAA and with respect to their business dealings and other relationships with the NSCAA.

The NSCAA expects the members of its Board of Directors, its officers, employees and staff, all members of its committees/councils which may be created from time to time by the NSCAA, and its paid or unpaid consultants, agents and representatives (the foregoing persons are hereinafter collectively referred to as “Person(s)”) to recognize and avoid activities, relationships, and investments which involve, or might appear to involve, a conflict of interest, which might cause embarrassment to the NSCAA, which might compromise the integrity and quality of decision-making necessary to the NSCAA effective governance, or which might jeopardize the NSCAA public reputation and support. In order to avoid harm to the goodwill and public image of the NSCAA and to ensure the expected high ethical standards of conduct and dealings relating to the business and affairs of the NSCAA, all Persons shall be expected to observe the guidelines described in this policy as listed. The policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest applicable to non-profit corporations.

While it is impossible to list in this policy every circumstance which may suggest a conflict of interest, the following criteria should serve as guidelines when deciding whether a particular situation may give rise to a conflict. Persons should avoid any actions which might result in or create the appearance of:

1. Using a relationship with the NSCAA for private gain;
2. The granting by the NSCAA of unwarranted preferential treatment to any person or organization;
3. Misusing the NSCAA confidential information for financial or personal gain;
4. Losing the NSCAA independence or impartiality;
5. Adversely affecting public confidence in the integrity or the reputation of the NSCAA

Any deviation from the guidelines described in this policy must be reported to the NSCAA Board of Directors. Any exceptions to these guidelines must be approved by the Board of Directors before consummating any part of any affected transaction. Failure to follow these guidelines will not only violate this policy, but may also be illegal and result in civil liability.

1. **Conflict of Interest Defined.** In this policy, a Person with a conflict of interest is referred to as an “Interested Person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing), is a party to a contract or involved in a transaction with the NSCAA for goods or services.
- b. A director, officer, employee or volunteer (or family member of any of the foregoing) has a material financial interest in a transaction between the NSCAA and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian or other legal representative.
- c. A director, officer, employee or volunteer (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the NSCAA.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a Person who has influence over the activities or finances of the NSCAA. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the NSCAA or individuals should take so that the best interests of the NSCAA are not compromised by the personal interests of stakeholders in the nonprofit.

2. **Gifts, Gratuities and Entertainment.** Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the NSCAA.
3. **Definitions.**
 - a. A “Conflict of Interest” is any circumstance described in Part 1 of this Policy.
 - b. An “Interested Person” is any person serving as an officer, employee or member of the Board of Directors of the NSCAA or a major donor to the NSCAA or anyone else who is in a position of control over the NSCAA who has a personal interest that is in conflict with the interests of the NSCAA.
 - c. A “Family Member” is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
 - d. A “Material Financial Interest” in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.
 - e. A “Contract” or “Transaction” is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the NSCAA is not a Contract or Transaction.
4. **Procedures.**
 - a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a Conflict of Interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
 - b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a

- Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A Person who has a Conflict of Interest shall not participate in or be permitted to hear the board or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
 - d. A Person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
 - e. The Person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of the NSCAA has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
 - f. Interested Persons who are not members of the Board of Directors of the NSCAA, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to their supervisor, or the chair, or the chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect the NSCAA participation in such Contract or Transaction.
 - g. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the chair or the chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.
5. **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of Conflicts of Interest or potential conflicts which might be adverse to the interests of the NSCAA. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of the NSCAA for their personal profit or advantage or the personal profit or advantage of their Family Member(s).
6. **Review of Policy.**
- a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
 - b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which he/she is involved that he/she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization or ownership of a business that might provide goods or services to the NSCAA. Any such information regarding the business interests of a director, office, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
 - c. This Policy shall be reviewed annually by each member of the Board of Directors. Any changes to the Policy shall be communicated to all staff and volunteers.

Adopted by the NSCAA Board of Directors, 7/15/2011

ADDENDUM E



Advocacy Council

The **Advocacy Council** was created in 2015 as a result of the NSCAA making changes to its governance structure. The restructuring resulted in the creation of the Advocacy Council to represent current and future Membership Groups. The NSCAA is a membership organization, and, therefore, the Advocacy Council and Membership Group framework provides a structure to help increase membership participation and give constituent and diversity groups the access and input needed to meet Association's mission, vision and core values. For more detailed information including structure, policies and procedures, reference the *Advocacy Council Manual*.

The role of the **Advocacy Council** will be to advocate for issues in the game and the Association that affect our Membership. The Advocacy Council will provide accountability and oversight for the **Membership Council, Membership Groups and Coaching Communities**. They will advise both the Board of Directors and the professional staff on the needs and desires of the membership at large.

The **Advocacy Council** will be composed of Representatives from the following groups: Professional, College, High School, Youth, Diversity and the Advocacy Council Chair. Advocacy Group Representatives shall serve a three-year term, with the option to serve a second consecutive term, if approved and agreed upon by the Board of Directors. Requirements to serve again shall be determined by the Advocacy Council and approved by the Board of Directors.

The Advocacy Council shall be led by the **Advocacy Council Chair** who will be an Ex-Officio, non-voting member of the Board of Directors and liaison to the Professional Staff. The Advocacy Council shall recommend the Advocacy Council Chair to the NSCAA President and will be appointed by ratification of the full Board of Directors. The Chair shall serve a three-year term, with the option to serve a second consecutive term, if approved and agreed upon by the Advocacy Council and Board of Directors.

The role of the **Membership Council** will be to collaborate across constituency and diversity groups for the common good, sharing ideas and information. The group should be an entity that models the power of collaboration. The Membership Council consists of the Chair of the Advocacy Council and the Chairs for each of these Membership Groups: Professional, College Men, College Women, High School Boys, High School Women, Youth Boys, Youth Girls and the Chairs for the Coaching Communities: Black, Latin, LGBT, Native, and Women.

The role of the **Membership Groups and the Coaching Communities** is to focus on the needs of their constituents as they relate to the Association's three guiding principles – Learn, Participate and Belong. These principles create a focus on Education, Events and Membership. Coaching Communities can be added and eliminated based on the evolving needs of the Association and its members. Each Group will have representation on the Membership Council.

The Advocacy Council currently consists of one representative from each of the following:

- Advocacy Council Chair
- College
- Diversity
- High School
- Professional
- Youth
- Professional Staff Liaison

The Membership Council currently consists of one representative from each of the following:

- Advocacy Council Chair
- Chairs of each Membership Group
- Chairs of each Coaching Communities
- Professional Staff Liaison

The Membership Groups currently consist of the following Constituent Groups:

- College Men
 - NAIA
 - NCAA Division I
 - NCAA Division II
 - NCAA Division III
 - NCCAA Division I
 - NCCAA Division II
 - NJCAA Division I
 - NJCAA Division III
- College Women
 - NAIA
 - NCAA Division I
 - NCAA Division II
 - NCAA Division III
 - NCCAA Division I
 - NCCAA Division II
 - NJCAA Division I
 - NJCAA Division III
- High School Boys
- High School Girls
- Professional Men's
- Professional Women's
- Youth Boys
- Youth Girls

The Coaching Communities currently consist of the following Diversity Groups:

- Black Coaches Association
- Latin
- LGBT Committee
- Native American
- Women's

ADDENDUM F

(As of 7/19/16)



Policy on Notification and Due Process on Termination of Membership

Bylaws Section 3.07 empowers the Board of Directors to terminate, temporarily suspend or otherwise discipline a Member for cause, other than for failure to pay dues, but including, without limitation, failure to maintain the standard of conduct set forth in the *NSCAA Code of Ethics* as outlined in Addendum B.

The following will outline proper notification and the rights of the member to appeal and be heard relative to any action taken against any member:

1. The Board of Directors must provide a minimum of 30 days written notice to a Member that membership is being terminated, temporarily suspended or some other form of discipline is being taken.
2. A Member temporarily suspended or expelled shall be deemed a Member not in good standing and shall not be eligible for any rights or services of membership, including voting, holding office, serving on a committee or council and receiving member benefits such as insurance, the Soccer Journal and access to his/her membership database profile.
3. Upon receipt of written notification, the Member has a period of 10 days to notify the Board of Directors, of his/her intent to appeal the disciplinary action taken by the Board of Directors and be heard. This appeal must be made in writing and outline the reasons why the action should not be taken. The Member may request to be heard by the Board of Directors via telephone, teleconference or in person, as determined by the Chair of the Board of Directors. Notice of hearing shall be delivered in writing via regular mail or email at least 10 days prior to hearing.
4. Following the submission of the appeal and hearing, if one is requested, the Board of Directors shall vote on a motion to accept or deny the appeal in executive session. The motion shall require an affirmative vote of at least two-thirds of the Directors. The Chair shall notify the Member immediately on the disposition of the appeal.
5. The action of the Board of Directors will be considered final and not subject to further appeal.

Adopted by the NSCAA Board of Directors 7/30/16