



# FC BATAVIA BYLAWS

## PART I – GENERAL

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### **Bylaw 101. – NAME**

This organization shall be incorporated as the "FC Batavia".

### **Bylaw 102. – OFFICE**

The principal office of the FC Batavia shall be located in Phoenix, Arizona as set forth in the Articles of Incorporation or any address established by the Board of Directors from time to time, in its discretion.

### **Bylaw 103. – PURPOSE**

**Section 1.** It is the mission of the FC Batavia to foster the physical, mental and emotional growth and development of the youth of Arizona through the sport of soccer at all levels of age and competition.

**Section 2.** The objectives of the FC Batavia are:

- (A) Promoting the well-being of children through soccer by providing healthful recreation and an alternative to drug use and other negative behavior.
- (B) Teaching soccer to youths.
- (C) Promoting and advancing amateur soccer competition.
- (D) Be a good representative of organized youth soccer and in particular FC Batavia with regard to Arizona Youth Soccer Association (AYSA), US Youth Soccer, US Soccer, and other interested parties.

**Section 3.** FC Batavia shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

**Section 4.** The FC Batavia shall apply for and maintain its non-profit corporation and tax-exempt status, organized and existing under the laws of the State of Arizona.

### **Bylaw 104. – AFFILIATION**

The FC Batavia shall be a member of and comply with the authority of AYSA, the United States Youth Soccer Association (US Youth Soccer), United States Soccer Federation (US Soccer).

### **Bylaw 105. – LAWS OF THE GAME**

The "Laws of the Game" as authorized by FIFA, and modified for youth play by the US Soccer, US Youth Soccer, AYSA, apply to youth soccer games sanctioned by AYSA and FC Batavia.

### **Bylaw 106. – EQUAL OPPORTUNITY**

**Section 1.** The FC Batavia shall provide an equal opportunity to athletes, Coaches, trainers, managers, administrators, and officials to participate in recreational and competitive youth soccer without regard to that individual's race, color, religion, national origin, age (according to the specified program within these Bylaws) or sex.

**Section 2.** Any individual serving on the Board of Directors or a committee of FC Batavia shall be selected without regard to that individual's race, color, religion, national origin, age, or sex.

**Bylaw 107. – SEASONAL AND FISCAL YEARS**

The seasonal year shall begin August 1 of one calendar year and end July 31 of the following calendar year and the fiscal year shall be on a calendar year beginning January 1 of one year and ending December 31 of the same year.

**Bylaw 108. - USE OF NAME AND LOGO AND COLORS**

**Section 1.** No one may use the name or initials of FC Batavia, any of its trade names, or any of its logos except as provided under these by-laws, or except with the express written consent of FC Batavia.

**Bylaw 109. – ORDER OF BUSINESS**

**Section 1.** Except as provided in these bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised in Brief, 2nd Ed.

**Section 2.** A quorum at any meeting shall be a majority of the total number of eligible votes present for that meeting.

**Bylaw 110. – AUTHORITIES**

**Section 1.** The FC Batavia shall be governed by its by-laws as presently constituted, except in those matters reserved by AYSA whose governing documents shall take precedence over and supersede the governing documents of FC Batavia to the extent applicable under Arizona State Law.

**Section 2.** The FC Batavia will not join organizations that have requirements that conflict with AYSA's governing documents.

**Section 3.** The legislative and judicial powers of FC Batavia, except those, which are herein otherwise delegated, shall be vested in a Board of Directors.

**Section 4.** In any and all matters that are not addressed by these by-laws, the governing documents of AYSA shall take precedence.

**Bylaw 111. – DISSOLUTION**

**Section 1.** If the FC Batavia dissolves for any reason, its properties and assets shall become the property of AYSA to be put in trust until a new Club/League can be formed serving a similar population and purpose, provided, however, that all assets will be distributed for an exempt purpose as required under Section 501(c)(3) of the Internal Revenue Code.

**Bylaw 112. – DEFINITIONS**

Except as otherwise provided, definitions applicable to these Bylaws shall be as listed in AYSA Bylaw 111.

## PART II - MEMBERSHIP

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**Bylaw 201. – ELIGIBILITY**

Membership in FC Batavia shall include all teams, soccer players, and their parents/guardians, without discrimination on the basis of race, color, religion, age, sex, or national origin and upon payment of appropriate fees.

**Bylaw 202. – MEMBERSHIP CATEGORIES**

FC Batavia has the following categories of membership:

- (A) Team Membership (Voting)
- (B) Player and Parent/Guardian Membership (Non-voting)

**Bylaw 203. – PROHIBITION ON TRANSFERRING AND ASSIGNING MEMBERSHIP**

Membership in FC Batavia is not transferable or assignable. Membership terminates when FC Batavia dissolves, the individual dies or as provided under these Bylaws.

**Bylaw 204. – GENERAL RESPONSIBILITIES**

In addition to other requirements of these Bylaws:

- (A) Falsification of records shall be grounds for removal from future participation and/or membership in FC Batavia.
- (B) A plea of ignorance to the Bylaws, policies and procedures of FC Batavia is not sufficient and violators may expect appropriate action by the Board of Directors.
- (C) Any person found guilty of violating the Bylaws, policies and procedures of FC Batavia will have the opportunity to appear before the Board of Directors in order to explain his/her actions.

**Bylaw 205. – ADMISSION TO MEMBERSHIP**

Section I. Voting Members. A team wishing to join FC Batavia must submit a written application for membership to the Board of Directors. The Board of Directors shall consider the application and may reject any application until such application is changed to comply with the requirements of FC Batavia and AYSA.

**Section 2.** Non-Voting Members. An individual who is a player or parent guardian of a player is a non-voting member of FC Batavia.

**Bylaw 206. – RESPONSIBILITIES OF MEMBERSHIP**

In addition to other requirements of these Bylaws, all members of FC Batavia shall comply with the following:

- (A) Annually register with FC Batavia every player, coach and administrator.
- (B) Register all players prior to their first game appearance.
- (C) Register a minimum of one coach with each team.
- (D) Ensure that players with foreign birth certificates submit any and all required documentation.
- (E) Ensure that players coming from another club/team within AYSA or from another NSA, submit any and all required documentation.
- (F) Pay any and all fees due to FC Batavia by the appropriate deadline.
- (G) Be responsible for governing those persons associated with their operation.
- (H) Ensure that teams affiliated with FC Batavia do not play games against non-US Soccer affiliated teams without prior written approval. Teams that fail to comply may be subject to disciplinary action including suspension.
- (I) Ensure that player passes issued by AYSA/FC Batavia are used in every match.
- (J) Ensure that all AYSA registration policies and procedures are followed.

**Bylaw 207. – SUSPENSIONS, FINES AND TERMINATIONS**

**Section 1.** The Board of Directors may suspend, fine or terminate a member's membership in FC Batavia if the Board, after a properly convened hearing, determines that:

- (A) The conduct of the member is averse to the best interests of FC Batavia and the purpose for which this club/league has been founded.
- (B) The member has failed to abide by the Bylaws of FC Batavia or AYSA.
- (C) The member has failed to pay fees due and payable to FC Batavia within a specified time.

**Section 2.** A suspended member may apply for reinstatement by submitting a written request. Such requests will be considered by the Board of Directors in a timely manner.

**Section 3.** FC Batavia will recognize suspensions and ruling of all organizations under the jurisdiction of AYSA when notified thereof.

**Section 4.** FC Batavia will notify the Secretary, Vice President, and President within 30 days if any suspension of six months or more is handed down.

**Section 5.** Suspension Due to Litigation

- (A) Any Member of FC Batavia who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activity detrimental to the welfare of youth players, shall be suspended from all soccer-related activities. The Board of Directors shall determine suspensions under this Bylaw. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. The person has right to appeal the suspension only over whether the matter, which is the substance of the accusation, if true, is detrimental to the welfare of youth players.
- (B) On completion of the litigation, the suspended person may inform the body suspending the person under **Section 1** of this bylaw that the litigation has been completed and request that the suspension be terminated, and the person reinstated. The suspending body may grant the request of the person or if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by the suspending body, fine the person, terminate all membership of that person with the suspending body and its members, or any combination of those authorized penalties.

#### **Bylaw 208. – MEMBERSHIP FEES**

**Section 1.** Each Player Member shall pay the FC Batavia annual fees in an amount determined by Finance Committee and approved by the Board of Directors.

**Section 2.** The Board of Directors shall establish deadlines for the payment of fees.

**Section 3.** Any changes in fees being recommended by the Board of Directors shall be forwarded, in writing, to all voting members after AYSA (or any other league FC Batavia joins) have made any fee changes.

**Section 4.** Fees will be set for the entire year before the season is to start. If there is any change to the fees during the season because of changes made within the leagues FC Batavia participates in, each member will be notified.

#### **Bylaw 209. – RESIGNATIONS**

**Section 1.** Any Member may resign from FC Batavia by submitting a written resignation to FC Batavia. A Member's resignation does not relieve the member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

#### **Bylaw 210. – REINSTATEMENT**

A suspended member of FC Batavia may submit a written request for reinstatement. The Board of Directors may reinstate the membership of a suspended member on reasonable terms that the Board considers appropriate.

## **PART III -ORGANIZATION**

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#### **Bylaw 301. – ORGANIZATION VOTING MEMBERS**

**Section 1.** Each team in good standing, may designate a member (parent or guardian) to represent the team and vote at the Annual General Meeting or Special Meeting. A member must be in good standing with FC Batavia and AYSA in order to vote.

**Section 2.** Each team shall have 1 vote. The voting member of the team will be established in roll call.

**Bylaw 302. – OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The individual who is chairing a meeting of the Members may vote only when the vote is by ballot, or in all other cases, to affect the result of the vote.

**Section 2.** Each member of the Board of Directors, except as outlined herein, is entitled to one vote each at member meetings.

**Section 3.** If there are 2 (two) members of a family that are on the Board of Directors, then only 1 of those family members may be allowed to vote on any Executive Decisions.

**Bylaw 303. – LIMITATION**

An individual may vote at any meeting of FC Batavia in only one capacity.

**Bylaw 304. – ANNUAL GENERAL MEETING**

**Section 1.** The Annual General Meeting for FC Batavia will take place on the last Sunday of August of each seasonal year. Time, location, and any proposed changes to the Bylaws will be noticed at least 30 days prior to the meeting.

**Section 2.** The meeting shall follow that agenda format established by AYSA.

**Bylaw 305. – SPECIAL MEETINGS**

**Section 1.** A special meeting of the members may be called at any time on request of:

- i. The President of FC Batavia,
- ii. A majority of the Board of Directors, or
- iii. At least 5 Members of FC Batavia.

**Section 2.** The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

**Bylaw 306. – PLACE OF MEETING**

The Board of Directors may designate a place within reasonable proximity for attendance by the constituency as the place for a meeting of the members.

**Bylaw 307 – Informal Action by Members.**

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of members entitled to vote.

## PART IV - OFFICERS AND BOARD OF DIRECTORS

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**Bylaw 401. – OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The Board of Directors of FC Batavia shall be comprised of the Board Chair, President, Vice President, Treasurer, Registrar, and Secretary.

**Section 2.** The director positions of the President, Treasurer, and Secretary shall be elected in even numbered years for a two-year period.

**Section 3.** The director positions of the Vice-President and Registrar shall be elected in odd numbered years for a two-year period.

**Section 4.** Officers shall take office upon the conclusion of the Annual General Meeting.

**Bylaw 402. – NOMINATIONS**

**Section 1.** A nominating committee shall consist of the Board of Directors and two or three members of FC Batavia (such members shall be appointed by the Board of Directors at the Annual General Meeting).

**Section 2.** The nomination committee shall make nominations for the positions of Officer/Director positions that are open for election prior to the next Annual General Meeting.

**Section 3.** All nominated people must be members in good standing with FC Batavia and its affiliates at the time of their nominations.

**Section 4.** No individual team within FC Batavia may have more than 2 adults from an individual team nominated/elected to the Board of Director positions at any time. If a parent/guardian nominated/elected has more than one child in the FC Batavia, then that adult counts as 1 adult member from each team they have a child on (the exception to this bylaw would be if the President gives his/her approval).

#### **Bylaw 404. – RESPONSIBILITIES OF OFFICERS**

**Section 1.** The President of FC Batavia shall supervise all activities of the FC Batavia; the work of the Board of Directors, and the members, and shall include but is not limited to the following:

- (A) Be the Chief Executive Officer of FC Batavia.
- (B) Shall administer the affairs of FC Batavia with the concurrence of the Board of Directors.
- (C) Shall be responsible for oversight of office procedures and personnel, which responsibility may be delegated.
- (D) May execute instruments for FC Batavia that the Board of Directors authorizes to be executed.
- (E) Shall preside at all Meetings of the Officers and Board of Directors as well as the member meetings.
- (F) Shall oversee all matters of Director(s) of Coaching.
- (G) Shall be a member ex-officio of all committees.
- (H) Shall be responsible for the general management and superintendence of the affairs of FC Batavia.
- (I) Set goals and objectives for FC Batavia
- (J) Addressing issues of customer service
- (K) Organize or appoint organizers for fundraising events
- (L) Shall perform other responsibilities assigned by the Board of Directors
- (M) In all cases where (and to the extent that) the duties of the other directors of the corporation are not specially prescribed by the Bylaws, Rules, or Regulations of the Board of Directors, the President may prescribe such duties subject to approval by the Board of Directors.

**Section 2.** The Vice-President shall assist the President in the performance of his/her duties and shall exercise the powers of the president in the President's absence. The responsibilities of the Vice President shall include, but is not limited to the following:

- (A) Assume the responsibilities of President when the President is absent or cannot act.
- (B) Oversee Protest Appeals and Arbitration Committee.
- (C) Oversee Rules and Revisions.
- (D) Shall oversee the duties of the Field Coordinator.
- (E) Perform other responsibilities assigned by the Board of Directors or the President.
- (F) Shall be present at all Meetings of the Officers and Board of Directors as well as the member meetings.
- (G) Shall oversee the duties of the Uniform Coordinator.

**Section 3.** The responsibilities of the Treasurer shall include, but is not limited to the following:

- (A) Be the Chief Financial Officer of FC Batavia:

- (B) Shall keep detailed accounts of all monies received according to Generally Accepted Accounting Principles.
- (C) Shall pay all bills as they come due on behalf of the organization and all of its accounts as authorized by the Officers.
- (D) Shall maintain a checking and savings account in a local bank.
- (E) Shall maintain accurate records of all expenditures.
- (F) Shall submit in writing the financial standing of the organization at every meeting.
- (G) Maintain tax-exempt status.
- (H) Shall make and implement policies and procedures that protect FC Batavia's tax-exempt status with the approval of the President.
- (I) Shall prepare and present to the members the proposed budget for the coming year.
- (J) Shall make and implement policies and procedures that protect FC Batavia's tax exempt status with the approval of the President.
- (K) Coordinate the preparation of the Annual Tax Return with an approved Tax accountant.
- (L) Implementing and monitoring risk management policies and insurance.
- (M) Long Range Planning and Vision Exploration.
- (N) Issues receipts for donations and other contributions.
- (O) Act as Custodian of all FC Batavia assets and correspondence.
- (P) Perform other responsibilities assigned by the Board of Directors or the President.
- (Q) Shall be present at all Meetings of the Officers and Board of Directors as well as the member meetings.

**Section 4.** The responsibilities of the Secretary shall include but is not limited to:

- (A) Give proper notice of all FC Batavia meetings.
- (B) Minutes are to be postmarked or emailed to all Board of Director members within seven (7) calendar days after any meeting that minutes are taken. Once the Board of Directors approves the minutes, the minutes must be posted to the website within seven (7) calendar days.
- (C) Ensure that a record is kept of the name and address and other information of each Member, Director, Officer, and Employee of FC Batavia.
- (D) Help establish (with the registrar) an FC Batavia member email data base for the Academy (past and present).
- (E) Perform other responsibilities assigned by the Board of Directors or the President.
- (F) Shall be present at all Meetings of the Officers and Board of Directors as well as the member meetings.
- (G) Address any legal matters.

**Section 5.** The responsibilities of the Registrar shall include. but is not limited to. the following:

- (A) Shall be responsible for the organization and registration of all persons playing for FC Batavia.
- (B) While any Board member may validate a player's registration, a player may not be scheduled into regular season play without the Registrar's approval that all documents, records, and information on the application form are correct and in order.
- (C) Shall be responsible for communicating all information on registration forms to the proper individuals in a timely manner.

- (D) Shall keep a record of all monies received as part of player registration and shall provide the record and monies to the Treasurer/Director of Finance to be deposited in the name of FC Batavia in a financial institution approved by the President.

**Section 6.** The responsibilities of the Director of Coaching shall include, but is not limited to, the following:

- (A) Shall provide a uniform and beneficial Style of play and coaching curriculum for all teams. This includes practices and games for all teams.
- (B) In order to prevent conflicts, the Director of Coaching and the President of FC Batavia shall work together on Educational guidelines/curriculum for all FC Batavia players.
- (C) Shall bring any problems to the Board of Directors who will have final say or approval of all matters.
- (D) Shall prepare an Academy Skills Assessment each year to be held between April 1 and July 31. The dates for the Skills Assessments will be fixed by the Board of Directors.
- (E) Shall Maintain a USSF National License.
- (F) Shall attend all sessions of the Board and all meetings of the members and be responsible for all FC Batavia Developmental and Academy Programs.
- (G) Shall be responsible for the Player and Coach Development in all FC Batavia programs.
- (H) Shall hold FC Batavia Coaching and staff meetings once a month, to discuss curriculum for the month.
- (I) Runs practice sessions during the week for all the Recreational/Developmental, and Academy Team players (If cannot be there will coordinate to have another National Licensed Coach or Academy Coach present).
- (J) Shall appoint and govern FC Batavia teams with qualified coaches and trainers that meet the age-appropriate requirements for each team in a timely manner.
- (K) Shall verify that all coaches' credentials are valid.
- (L) Development of FC Batavia Coaches by providing them with Coaching Manuals and Coaching Education Programs (DOC will nominate coaches for licensing advancement).
- (M) Shall verify that a background check has been completed as part of the AYSA coach registration process for every FC Batavia coach.
- (N) Shall provide a qualified Goalkeeper Trainer, to be paid by FC Batavia, to train goalkeepers from all FC Batavia teams.
- (O) Shall provide a qualified Speed and Conditioning Trainer, to be paid by FC Batavia, to train the members of the Academy Teams.
- (P) Shall bring any concerns to the Board of Directors who will have final say or approval of all matters.
- (Q) Schedules any/all tournaments for the Academy Teams and organizes/schedules coaches for these tournaments.
- (R) Shall hold an orientation meeting with all coaches outlining expectations and responsibilities no later than July 30 each year.
- (S) Shall be the primary negotiator regarding coaching salaries, reimbursements, and/or compensation with all coaching salaries subject to approval by the Board of Directors.
- (T) Shall be responsible to line fields for the developmental-rec games (will work out a schedule with DOC of Developmental Program).



- (U) Responsible for scheduling a speaker for the College Prep Players that have a strong desire to play in college. This speaker will answer questions from the players and parents about the recruiting process and the preparations to enter a collegiate program. These discussions should include scholarships, housing, grades, tutors, cost, time management, National Letter of Intent, recruiting rules and violations, SAT and ACT test scores, and Registering with the CAA Clearing House Committee etc.

**Section 7.** The responsibilities of the Fundraising Director shall include the following:

- (A) Shall organize and solicit from local business· donations to help the FC Batavia. Monies shall be used for registration, fields and equipment, uniforms, and tournament fees.
- (B) Shall maintain integrity and professionalism while doing business/representing the FC Batavia with all potential donors.
- (C) Shall create and organize special events/promotions to help raise funds for FC Batavia. This includes forming committee with the approval of the President of FC Batavia.
- (D) Shall give written reports on progress and all discussions with potential donors for the Board Meetings.

**Section 8.** The responsibilities of the Board Chair shall include the following:

- (A) Chairing meetings of the Board of Directors.
- (B) Setting meeting agendas in conjunction with the Secretary.
- (C) Managing and providing leadership to the Board of Directors.
- (D) Acting as a direct liaison between the Board and the management.
- (E) Execute instruments for FC Batavia as authorized by the Board of Directors.

#### **Bylaw 405. – REMOVAL**

**Section 1.** Any officer referred to in Bylaw 401, other than the President, when serving as a member of the Board of Directors may be removed from office by a two-thirds vote of the members entitled to vote for that office.

**Section 2.** Any officer, referred to in Bylaw 401, other than the President, who is absent for three consecutive meetings or a total of five meetings of the Board of Directors during their term of office for any reason, other than in performing duties associated with their FC Batavia responsibilities, may be removed from office by a majority vote of the Board of Directors.

**Section 3.** Any officer referred to in Bylaws 401, other than the President, after being removed, may not seek office, either elected or appointed, for no less than 2 years from day of removal.

#### **Bylaw 406. – VACANCIES**

**Section 1.** If any office, including the President, becomes vacant for any reason, the remaining members of the Board of Directors shall elect an individual to the office to fill the balance of the term or until the next Annual General Meeting, whichever comes first.

**Section 2.** The following positions may not remain vacant for more than 30 days: President, Vice President, Secretary, and Treasurer.

#### **Bylaw 411. – COMPOSITION AND GENERAL AUTHORITY OF BOARD OF DIRECTORS**

**Section 1.**

- (A) FC Batavia has a Board of Directors. The Board is composed of the officers noted in Bylaw 401 and a Member at Large.

- (B) Each officer of the Board of Directors has one vote (unless there are 2 people from the same family, then only 1 person from the family gets to vote as per Bylaw 302 Section 2-A, and except that the individual presiding at a Board meeting may vote only when the vote is by ballot or in all other cases, to affect the result of the vote.)

**Section 2.** Except as otherwise provided in these Bylaws, the Board of Directors shall

- (A) Manage the affairs of FC Batavia.
- (B) Enforce and interpret the Bylaws, rules, policies, and procedures of FC Batavia.
- (C) Review and approve FC Batavia Bylaws in order to ensure consistency with the AYSA documents.
- (D) Make temporary rules or regulation for specific cases or occasions not provided for in existing documents, but which the Board of Directors, to carry out the objectives of FC Batavia, deems necessary.

**Section 3.** Subject to the limitation of these Bylaws and the laws of the State of Arizona, all of the FC Batavia's powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall control all business and other affairs of FC Batavia.

#### **Bylaw 412. – MEETINGS**

**Section 1.** The Board of Directors shall hold meetings no less than once a quarter. The Board shall establish the time, place, and location of the meetings.

**Section 2.**

- (A) Proxies are not permitted at meetings of the Board of Directors.
- (B) Visitors may attend all open Board of Director meetings. Visitors may be granted the privilege to speak at meetings under the approval of the President or any three members of the Board of Directors.

#### **Bylaw 413. – Informal Action by Directors.**

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## **PART V – COMMITTEES**

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#### **Bylaw 501. – COMMITTEES**

Committees may be formed as deemed appropriate by the Board of Directors. for the purpose of accomplishing specific tasks.

## **PART VI – ADMINISTRATIVE**

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#### **Bylaw 601. – FISCAL YEAR BUDGET**

**Section 1.** Treasurer in consult with the Finance Committee shall prepare a proposed budget based on the seasonal year to the Board of Directors for approval.

#### **Bylaw 602. – ACCOUNTS, BOOKS, AND RECORDS**

**Section 1.** FC Batavia shall maintain adequate and correct accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the office of the Treasurer.

**Section 2.** All books and records, including copies of the governing documents, shall be open to inspection for the Directors and members of FC Batavia, and in the manner provided for the Board of Directors.

#### **Bylaw 603. – INDEMNIFICATION**

**Section 1.** FC Batavia shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of FC Batavia, against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, a party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation that is compromised or settled, including amounts paid in settlement, if FC Batavia approves the settlement as provided in **Section 2** of this Bylaw. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of FC Batavia. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of FC Batavia.

**Section 2.** FC Batavia may pay any amount payable as indemnification under this Bylaw on a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for under **Section 1** of this Bylaw. If no such disinterested Board members are available: the required determination shall be made by a majority vote of the members.

**Section 3.** Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by FC Batavia in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under **Section 2** of this Bylaw that that person is not entitled to indemnification under this Bylaw.

**Section 4.** The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this Bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this Bylaw.

#### **Bylaw 604. – DISCLAIMER**

The FC Batavia shall not assume, nor be liable for, the debts and/or financial responsibilities, implied or incurred, of any player, parent/guardian, coach, manager, treasurer, team assistant, Trainer, academy official, team, affiliate, or other organization.

#### **Bylaw 605. – LIABILITY**

All officers of FC Batavia and committee members shall be covered against personal liability claims by the FC Batavia for performing acts and duties directly related to the work of this nonprofit corporation.

## **PART VII -GRIEVANCES, PROTESTS AND APPEALS**

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#### **Bylaw 701. – GRIEVANCES, PROTESTS, AND APPEALS**

**Section 1.** FC Batavia shall follow the procedures as set forth in the AYSA Bylaws.

**Section 2.** FC Batavia shall document any proceedings so held.

**Section 3.** FC Batavia shall forward that documentation to AYSA where appropriate.

## PART VIII - PROPOSING AMENDMENTS

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### **Bylaw 801. – AMENDMENTS TO BYLAWS**

**Section 1.** Any proposed amendment to the Bylaws of FC Batavia shall be forwarded prior to the proposed date of the Annual General Meeting.

**Section 2.** Proposed amendments submitted in compliance with the above shall be distributed to all eligible members at least 30 days prior to the proposed date of the Annual General Meeting.

**Section 3.** An amendment to the Bylaws requires a 2/3 approval vote of those present at the meeting and is effective on September 1st of the seasonal year immediately following.

**Section 4.** Amendments passed at the AYSA annual general meeting that may affect FC Batavia shall be adopted as of the following September 1 whether presented at the FC Batavia Annual General Meeting or not.

These Bylaws were updated and adopted by the Board of Directors as of August 29, 2021.  
Heather Christman, Secretary