

Bylaws

ARTICLE I

DIRECTORS

Section 1. Number of Directors.

Elected Directors (Executive Committee): President, Internal Vice-President, External Vice-President

Committee Leads makeup rest of board: Social Engagement, Recruitment, Philanthropy, Team Liaison (Non-Voting Member), Brand Exposure, Treasurer

The organization shall be managed by a Voting Board of Directors ("Board") consisting of the elected directors. The Directors will be elected by Membership and the committee leads will be volunteers. The number of Directors may be changed by a two-thirds vote of the Board.

Section 2. Term of Office.

Elected Members

Three people elected to the executive committee every other year for two-year terms by election and nomination process, full board then selects committee roles for 1-year terms.

The directors shall begin once they are appointed head of a committee. The Committee Leads will serve continuously until they are replaced by a new committee chair or co-chair.

Section 3. Meetings.

Any member is welcome to attend meetings of the Uptown Ultras. Closed Meetings can be called by a vote of $\frac{2}{3}$ of the Leadership Team. The President has the ability, at their discretion, to close the meeting for personnel and disciplinary issues.

Section 4. Quorum.

A majority of The Leadership Team shall constitute a quorum of the Leadership Team, either in person, over phone, or video communication.

Section 5. Adverse Interest.

In the determination of a quorum of the Leadership Team, or in voting, the disclosed adverse interest of a Leadership Team Member shall not disqualify the director or invalidate his or her vote. Conflicts of interest must be disclosed to the Leadership Team.

Section 6. Regular Meeting.

Leadership shall meet on a regular basis at a minimum monthly. An annual meeting will be held to coincide with the election of directors. The Leadership Team may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. Minutes of the meeting will be made available to the general membership no later than two weeks after a meeting.

Section 7. Special Meeting.

Special meetings may be requested by any of the Leadership Team or any two Committee Leads by providing notice 48 hours ahead of a meeting. Minutes of the meeting shall be sent to the Leadership Team within two weeks after the meeting.

Section 8. Procedures.

The vote of a majority of the directors at a properly called meeting at which a quorum is present shall be the act of the Leadership Team, unless the vote of a greater number is required by law or by these by-laws for a particular resolution.

Section 9. Informal Action.

The Quorum requirement may be met via Leadership Team participation using remote communication technology such as teleconference or video conference.

Section 10. Removal / Vacancies.

A director shall be subject to removal, with or without cause, at a meeting of the Leadership Team by at least a supermajority of the Leadership Team. Any vacancy that occurs on The Leadership Team, whether by death, resignation, removal, or any other cause, may be filled by the board of directors. The President shall nominate and recuse themselves from the final vote of The Leadership Team. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, until the next election.

Section 11. Committees.

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

Section 12. Discharge of Duties.

Consistent with the organization's purpose of creating general inclusive social environment and creating events and traditions that promote, improve the accessibility of, build a sense of community around, and encourage participation in Charlotte FC events in discharging their duties, the directors shall consider the effect of any actions on the following:

- (a)** The ability of the organization to accomplish its purpose and create events and traditions that promote, improve the accessibility of, build a sense of community around, and encourage participation in Charlotte FC soccer.
- (b)** The members of the supporters group.
- (c)** Community and societal considerations, including those of any community in which offices or facilities of the supporters group
- (d)** The local and global environment.
- (e)** The short-term and long-term interests of the supporter's group, including benefits that may accrue to the supporter's group from its long-term plans and the possibility that these interests may be best served by the continued independence of the supporters group.

Section 13. Conflict of Interest

To ensure the Uptown Ultras interests and values are represented within Charlotte FC, members of The Leadership Team cannot serve while being a paid employee of Charlotte FC. Any person who serves on multiple leadership boards must prioritize what's best for the Uptown Ultras Supporters Group when making decisions at the Uptown Ultras level. Any conflicts of interest must be disclosed to the Uptown Ultras Leadership Team at the first board meeting. The board may take any action it deems necessary to protect the best interest of the Uptown Ultras from potential conflicts of interests.

ARTICLE II

OFFICERS

Section 1. Number of Officers

The Leadership Team of the supporter's group shall be a President, Vice Presidents, a Treasurer, and Administrative Director.

President

- a. The President shall be the chief executive officer and shall preside at all meetings of the Leadership Team.

Internal Vice-President

- b. The Vice-Presidents shall be an elected director whose rank is second to that of the president who must fulfill the role of the president as defined by the bylaws if the president is unable to fulfill their duties.

External Vice-President

- d. The Vice-Presidents shall be an elected director whose rank is second to that of the president who must fulfill the role of the president as defined by the bylaws if the president is unable to fulfill their duties.

Section 2. Election and Term of Office.

The Leadership Team shall be elected annually by the members of the Uptown Ultras during the annual meeting and election. Each elected member shall serve a one-year term or until a successor has been elected and qualified.

ARTICLE III

MEMBERS

Section 1. Definition of Membership

Consistent with the mission to build an inclusive community of soccer supporters, this supporter's group shall have non-managing members, defined by a threshold of dues payments in the "Uptown Tier" or "Ultra Tier", or such other criteria as deemed appropriate by the Leadership Team, who shall hold responsibility to define and publish the definition of membership on the Uptown Ultras website.

Section 2. Voting Rights of Membership

Members have no voting rights, except where explicitly delegated by The Leadership Team. The Leadership Team may, at its discretion, delegate voting rights on any issue in its power to the Membership.

Section 3. Annual Meeting

An annual meeting shall be held once each calendar year for the purpose of informing the membership of the organization's activities, and for voting on any questions delegated to the membership by The Leadership Team. This meeting shall take place once each calendar year before the annual election.

ARTICLE IV

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by a two-thirds majority vote of The Leadership Team or in a previously submitted request before the annual meeting. This request will then be voted on by the Uptown Ultras Members and Leadership Team

ARTICLE V

INDEMNIFICATION

Any member of the Leadership Team who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

Uptown Ultras Code of Conduct

1. Members in attendance at games are expected and encouraged to create a supportive atmosphere for Charlotte FC players and fans through the use of chants, flags, and banners.
2. Members will conduct themselves in a respectful and welcoming manner to stadium staff, Charlotte FC staff, fellow supporters and fans, players, away fans, and match officials.
3. No member shall engage in fighting, instigation, throwing objects on the field, or attempting to enter the playing field without proper authorization.
4. Members will not sing songs or project messages that include racist, homophobic, sexist, ableist, or xenophobic language, gestures, or ideas.
5. All members will be respectful of the stadium and Charlotte FC staff and facilities. Property damage is prohibited.
6. All fans in the Charlotte FC Supporters' Section must follow the [MLS Fan Code of Conduct](#).