

Blue: Muhtar

BYLAWS

OF

NORTH AMERICAN UYGHUR SPORTS ASSOCIATION

The name of the organization is North American Uyghur Sports Association (NAUSA). The organization is organized in accordance with the Virginia Nonstock Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

The purpose of North American Uyghur Sports Association shall be to promote Uyghur sports to further promote the development of leadership, character, sportsmanship, tolerance, discipline, and athletic ability, and to nurture fitness, volunteerism, plus to preserve their cultural identity. **Promote unity through sports.** The organization is called NAUSA as an open option to include other sports at a later time if it is desired and voted on by the Board of Directors and membership as noted in the terms of an Amendment section of these By-Laws. At which time all international standards and rules would apply. The organization is organized exclusively for charitable, scientific, and educational purposes, more specifically to provide sports participation and youth services for the Uyghur people in the US and Canada.

****NAUSA is the only to Authority to provide oversight over rules and regulations****

Our purpose is to promote Uyghur athletes in North America to go to the next level. Athletes with potential.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I

MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year and annual meeting shall be held at the time and place designated by the Board of Trustees from time to time.

Section 2. Special Meetings. Special meetings may be requested by the Board of Trustees and/or elected Board members . A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. And or/Electronic notice, via email?

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of trustees may permit any or all trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all trustees and/or board members participating may simultaneously hear each other during this meeting. A trustee participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the board members shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the board members may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The board members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some board members results in representation of less than a quorum.

ARTICLE II

Permanent Board Members

Vision of the organization should be kept by the trustees.

Section 1. Permanent Board Members. The organization shall be managed by Permanent Board Members consisting of 5 individuals. These five individuals are, Faruk Dilshat Abdukadir, Ada Dilshat Abdukadir, Dilavur Dilshat, Muhtar Böku, and Mershad Shahabidin.

(Permanent members) and elected 5 board members(Three years as 1 term, max 2 term)

Section 2. Election and Term of Office. The five permanent board members were elected by the 8 Uyghur soccer teams (Uyghur United FC, Yulghun FC, Maryland Uyghur FC, Golden State Elites FC, Canada Uyghur FC, Izchilar FC, Lachin FC, and Boston & NY Uyghur United FC) in North America in Fairfax, Virginia on August 8th, 2023.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Permanent Board Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the director, treasurer, event coordinator, team liaison, or the marketing/media director, or any two directors by providing five days' written notice by ordinary United States mail and/or electronic mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Permanent Board Members, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. Permanent Board Members shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Permanent Board Members, whether by death, resignation, removal or any other cause, may be filled by the remaining members. A member elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.**to be replaced you must be nominated by the board of trustees and board members serving 3 year term, however, the position must be elected by the board of trustees (permanent members).**

Section 10. 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.

ARTICLE III

Board of Trustees

Section 1. Number of Officers. The terms officers and board of trustees will be used interchangeably and these 5 officers of the organization shall be a Chairman, Treasurer, Team Liaison, Event Coordinator, and Media/Marketing Director. These 5 officers will form as the board of trustees.

Chairman. The director shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. Director will oversee the organization. And assist the other officers when needed. Will act as a spokesperson of NAUSA.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The treasurer will also cover the legal matters of the organization. Responsible for documentations of the org.

Event Coordinator. Event coordinator will be in communication with the host team/community and plan events related to the organization. Event coordinator will be responsible for all sports related to the org.

Media/Marketing Director. This position will be in charge of media and marketing, including social media, contents, and promotions. Website, potentially apps in the future.

Team Liaison Director. Team liaison will communicate with all 8 teams to stay informed about the status of each team and play an important bridge between the teams and the organization. Will be in charge of the membership details with the treasurer.

Section 2. Election and Term of Office. The officers shall be elected every three years by all the teams from teams from North America(I would put it by all members of NAUSA). Each officer shall serve a three year term or until a successor has been elected and qualified(Max Two term 6 years). **to be discussed with the board of trustees and team reps in order to qualify to participate in the election of the board members, the team must be part of NAUSA for minimum of three years.

Section 3. Removal or Vacancy. The Board of Trustees shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the eight teams which will have one vote per team(Should be re-election within NAUSA members).

ARTICLE IV

MEMBERSHIP

- A member is anyone willing to do his or her part to fulfill the purpose of the organization(and pay annual membership fee \$20-60).(member fees should be for each player registered for the UAC, offer multiple membership rates ie: u-18, 18+). Need to discuss in details on different packages.
- Member data to be interna and kept private.
- Privacy act - consult with lawyer
- All players and coaches of any sport are encouraged to be a member of NAUSA. There is a non-refundable \$_25_ annual fee per athlete for this membership. This annual fee is due on January 1. Fiscal year shall be through December 31st of each year. The organization shall keep a list of all current members.
- There will be ONE voting ticket per team. To be eligible to vote a team representative must have attended three previous NAUSA meetings within the current membership period. (In my opinion: We should just have general voting from NAUSA members, and still have team rep to attend the discussion meeting to express their concerns etc. more to discuss in our meeting.)
- The NAUSA reserves the right to refuse or revoke membership of anyone, for any reason, with the unanimous approval from the Board of Trustees.
- We need to have a code of conduct for teams/players/coaches and disciplinary code ie: written warnings, probationary period, suspensions and expulsions from tournaments.
- Player registration time frame, registration open/close dates for future tournaments
- Waivers, team and individual player waivers ie. injury/death & media release
- Clear rules on player transfers/ties in with registration time frame. e

- Any further rules and/or regulations regarding the eligibility and qualification for membership and the manner of and admission into such membership shall be prescribed by corporate resolutions duly adopted by the Board of Directors or by such rules and regulations as may be prescribed by said Board of Directors. All such resolutions or rules and regulations relating to and pursuant to membership adopted by the Board of Directors shall be affixed to the Bylaws and shall be deemed to be an integral part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may be prescribed, with respect to all members and membership categories, as follows: (i) the amount and manner of imposing and collecting any annual fees, dues or other sums; (ii) the manner of imposing assessments, fines and penalties; (iii) the manner of suspension or termination of membership; (iv) the manner for reinstatement of membership; and (v) except as may hereinafter otherwise be provided, the rights, liabilities, and other incidents of membership.

Permanent Board Members and board of trustees automatically considered as a member and must pay the annual member fee of NAUSA.

- The rights or interest of a member shall not terminate except upon the consequence of any event, as hereinafter

Provided:

- Death;
- Expulsion;
- Resignation; or
- Dissolution or Liquidation of the Corporation.

ARTICLE V

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Permanent Board Members.

ARTICLE VI

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Permanent Board Members by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all trustees members at least ten (10) days before the meeting.

ARTICLE VII

INDEMNIFICATION

Any permanent board member or officer who is involved in litigation by reason of his or her position as a permanent board member 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).

ARTICLE VIII

DISSOLUTION

The organization may be dissolved only with authorization of its Permanent Board Members given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Permanent Board Members.

Certification

Faruk Dilshat Abdukadir, Arafat Dilshat Abdukadir, Dilavur Dilshat, Mershad Shahabidin, and Muhtar Boku certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Permanent Board Members on August 22, 2023.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Permanent Board Members on August 22, 2023.

By:

Date:

By:

Date:

By:

Date:

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