



# **ROWLETT YOUTH SOCCER ASSOCIATION**

## **BY-LAWS**

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## **Contents**

ARTICLE I – Articles of Incorporation.....	3
ARTICLE II – Membership, Meetings and Proxies .....	5
ARTICLE III - Directors and Officers, Election, Terms of Office, Removal and Executive Committee.....	7
ARTICLE IV – Powers and Duties of Board of Directors .....	10
ARTICLE V – Duties of Officers .....	11
ARTICLE VI – Committees .....	14
ARTICLE VII – Fiscal Year.....	16
ARTICLE IX – Amendments .....	17

## **ARTICLE I – Articles of Incorporation**

### **1.0 NAME**

The name of the corporation is Rowlett Youth Soccer Association (hereafter referred to as the “Association”).

### **2.0 PURPOSE**

**2.1** The Association has been organized to develop, promote, and regulate a soccer program for the youth of the cities of Rowlett and Rockwall as defined by voting precincts, in order to foster, through organized competitive athletic activity, the ideals of good sportsmanship, honesty, loyalty, and courage. Additionally, the Association exists to encourage growth of the sport, educate youth with respect to the rules of soccer, as well as to develop athletic skills and competitive athletic skills and competitive fair play attributes between the members of its member teams in addition to implanting in the members of its teams the principles of sportsmanship through an organized soccer program.

The Association desires to make a significant contribution to growth development in the Rowlett community, to have jurisdiction and be the representative entity for all member teams within the boundaries of the Cities of Rowlett, Texas and Rockwall, Texas, as it now exists or may hereafter be expanded. In addition, the Association shall act, from and after the date of its organization, as the successor to and in the stead of the Rowlett Youth Soccer Association (an unincorporated organization), and to assume, to the extent consistent herewith, all duties and responsibilities of that organization.

**2.2** The Association is and shall continue to be without capital stock and shall be non-profit sharing. No part of the income or property of the Association shall inure directly to the benefit of any incorporator, director, member or officer, or to any person participating in the corporate enterprise. No part of the activity of the Association is or shall be the carrying on of propaganda or otherwise attempting to influence legislation. Neither shall the Association’s activity include, nor will include, the participation in or intervention in (including the publishing or distribution of statements) for any candidate for public office.

**2.3** The Association is an organization exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereafter “Internal Revenue Code”).

**2.4** The name of the Association or names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any interest or any purpose not appropriately related of the purposes of the Association.

**2.5** Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on by:

(i) An organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or by

(ii) An organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

**2.6** Upon the dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**2.7** Nothing contained hereto or by any third party to create the relationship of principal and agent or of any partnership or of joint venture, it being expressly understood agreed that no provision contained herein nor any act or acts of the parties hereto shall be deemed to create any relationship between the parties other than the relationship between the City of Rowlett as a governmental entity, and its citizens, in a regulatory matter, governing the use of City facilities and the conduct of activities related thereto. The Association shall not represent to any person, by any means, that it acts for or on behalf of the City unless expressly so authorized in *writing*, by the City.

**2.8** The Association agrees to indemnify and hold the City of Rowlett, its agents, employees, and representatives harmless from any and all loss, cost expense, injury (including death), damage, liability, action cause of action, lien, or attorney's fees (whether contractual or statutory), arising out of or relating to the performance of the activities contemplated herein, including negligence or willful act of the parties but not those caused by or attributable to the sole negligence or willful act of the City, its agents, employees, or representatives.

**2.9** All Appeals & Discipline issues involving inter-league play will be under the jurisdiction of Rowlett Soccer association when the association is considered host association, unless both teams are playing in home association.

### **3.0 OFFICES**

The principal offices of the Association shall be located at 5211 Gordon Smith Rd., Rowlett, Texas 75088. The Board of Directors may designate a regular meeting place within Rowlett, Texas, and may meet at such other places as may be designated by the Board of Directors.

## **ARTICLE II – Membership, Meetings and Proxies**

### **1.0 MEMBERSHIP**

**1.1** Every local, amateur soccer team having its principal membership within the boundaries of the Cities of Rowlett, Texas and Rockwall, Texas shall be eligible for membership in the Association.

**1.2** As a condition of membership, any team otherwise qualified must agree to abide by the rules and regulations of the Association and any other organizations to which the corporation subscribes.

**1.3** The Board of Directors of the Association shall prescribe membership fees, the full payment of which shall be a prerequisite to membership and continuation of participation in the affairs of the Association.

**1.4** Each member team shall have one vote at all meetings of the Association. Recreational and competitive coaches shall only have the authority to vote on matters directly pertaining to each purpose. All association matters shall warrant equal voting representation. A rostered adult from each recreational member team, or staff coach for competitive team, shall be the official representative of said team in the conduct of the Association's affairs and shall be entitled to vote on behalf of said team in all affairs affecting them. The Association shall maintain a list of rostered adults, and only those whose names appear thereon shall be entitled to vote on matters of Association business.

**1.5** All voting board members will have one vote at each meeting of the Association. Such votes shall be nontransferable by proxy.

### **2.0 MEETINGS**

**2.1** An annual meeting of the Association shall be held every year at a time and place to be designated by the Board of Directors. Notice of the time, place and purpose of said meeting shall be communicated via e-mail to all members, the Board of Directors and any others entitled to vote at such meetings not less than ten (10) days prior to the meeting date.

**2.2** The Board of Directors may provide for regular meetings of members, which shall be held at the time and place so designated by the Board. The Board of Directors shall provide notice of the time, place, and purpose of same to be given to all persons entitled to vote on any matter to be considered at any such meeting.

**2.3** Members holding one-third of the votes entitled to be cast shall constitute a quorum for the transacting of business. If a quorum shall not be present the members present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

### **3.0 PROXIES**

No proxies will be allowed.

## **ARTICLE III – Recreational and Competitive Directors and Officers, Election, Terms of Office, Removal and Executive Committee**

### **1.0 DIRECTORS**

The direction and management of the affairs of the Association and the control and disposition of its property and funds shall be vested in the Board of Directors. The number of directors shall be not less than three (3), but from time to time the number may be increased or may be diminished to not less than three (3), by the affirmative vote of a majority of the total number of directors. Any of these persons need not be a Coach of any member team; however, if he is, such Director shall be disqualified to participate in any grievance matter involving the team he represents. Any Director not entitled to vote as a Coach of a member team will have one vote at each meeting of the Association. Such votes shall be nontransferable by proxy.

**1.1 Compensation:** The Board of Directors shall serve without salary for their services. Any Board of Directors member may be reimbursed for expenses previously approved by the budget and/or the Board of Directors. In some cases, Board or Association members may also be at-will employees of the Association. Any compensation received must be directly related to their employee duties and not their status within the Association.

- i. RYSA shall not reimburse sales tax unless there is prior approval from the Board. Any Board member making a purchase on behalf of or for RYSA shall use a tax-exempt form.

**1.2** A Director cannot be appointed or voted in to govern an age group in which he/she has a child without board approval.

**1.3 Parliamentarian:** Vice President of Appeals and Disciplinary (A&D) shall act as the primary Parliamentarian and select an alternate as secondary Parliamentarian using “Roberts Rules of Order, Newly Revised” as a guide.

### **2.0 ELECTIONS, TERMS OF OFFICE, REMOVAL**

**2.1 Officers:** The President, Vice President of Appeals and Discipline, Vice President of Recreational Operations, Vice President of Competitive Operations, Secretary and Treasurer shall be elected for terms of two years.

The President, Vice President of Appeals and Discipline, Vice President of Operations Competitive, and Treasurer shall be elected at the annual meeting of odd numbered years.

The Vice President of Operations and Secretary shall be elected at the annual meeting of even-numbered years.

The same person may hold the Secretary and Treasurer offices. In order to hold an officer’s position, you must have served on the board for one (1) year or with board approval.

**2.2 Directors:** All Directors shall be elected for terms of two (2) years.

Directors of the U5, U8, Referee Development, Promotions & Awards, and Fields & Equipment to be elected at the annual meeting on even-numbered of years.

Directors of the U4, U6, U10, Major League (U12+), and Coaching Education to be elected at the annual meeting on odd-numbered of years.

**2.3** Any member of the Board of Directors may be removed from office by a vote of no confidence in his ability to remain in office and perform the duties thereof.

- i. Any three (3) Voting Members may petition for a vote of no confidence provided that the petition shall be in writing and must be submitted to the Board of Directors. The Board of Directors shall review the petition and submit a copy thereof to all members within fourteen (14) days of receipt of same. The Board can vote via email or special meeting, if more than fourteen (14) days before Annual Membership meeting.
- ii. The vote of no confidence must carry by a three-fourths (3/4) majority of all members present and voting. The vote shall not be taken sooner than fourteen (14) nor more than twenty-one (21) days after written notice has been given to member teams.

**2.4 Attendance:** Three (3) unexcused absences (defined as: not notifying an Officer prior to meeting and not attending), or five (5) total absences from regular and/or special meetings of the Board of Directors shall disqualify a Director or Officer for the remainder of his term of office.

**2.5 Vacancy:** In the event a vacancy occurs in the office of the President, the Vice President of Operations shall become the President for the unexpired term. In the event the Vice President of Operations is unable to assume the position of President, the Board will elect a President to fill the unexpired term. In the event a vacancy occurs in the position of any other Officer or Director, the Board of Directors shall elect a successor to fill the unexpired term.

### **3.0 MEETINGS**

**3.1** Regular meetings of the Board shall be held at such time and place as may be provided by resolution of the Board. No notice of regular meetings need be given.

**3.2** Special meetings may be called from time to time as called by the President of the Board or any two (2) Directors. Notice of any special meeting shall be given verbally and/or via e-mail to each Director at least three (3) hours before said meeting.

**3.3** A majority of the total number of Director and Officers shall constitute a quorum for the transaction of any business.

**3.4** Parliamentary Procedure, as specified by “*Robert’s Rules of Order, Newly Revised*”, shall govern all meetings of this Association.



#### **4.0 EXECUTIVE COMMITTEE**

**4.1** The President and any other two (2) Officers or Directors designated by the Board of Directors shall constitute an Executive Committee with emergency powers to act on matters demanding immediate attention when it is impractical or impossible to call a Board meeting.

**4.2** A written report of all Executive Committee actions shall be given the Board at its next meeting after any such Executive Committee action.

## **ARTICLE IV – Powers and Duties of Board of Directors**

### **1.0 POWERS**

**1.1** RYSA Board of Directors shall be authorized to exercise all powers, duties and authority of the Association as set forth in the Articles of Incorporation. They shall be vested with all powers to enforce compliance of its member to the Laws of the Game, and the Articles of Incorporation and By-Laws of this Association.

### **2.0 DUTIES**

**2.1** The Board may adopt and publish such other and further rules and regulations, including fees, if any, governing the personal conduct of the members.

**2.2** The Board may provide for suspending the rights of any member who shall be in default for more than thirty (30) days in the payment of any assessment charges or fees levied by the Association.

**2.3** The Board shall cause to be kept a complete record of its corporate affairs and shall make such records available for inspection by any member. The Board shall provide for an annual audit of the financial affairs of the Association by the Auditing Committee and upon acceptance thereof, shall make copies available to all members.

**2.4** The Board shall designate a depository for Association funds, and shall designate those Officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate. The Board shall ensure that all Association funds are safe-guarded with the requirement that two signatures be required on all orders to pay said Association funds.

**2.5** The Board shall cause to be prepared and approve an annual budget.

**2.6** The Board shall fix the annual fees at an amount sufficient to meet the obligations of the Association.

**2.7** The Board may purchase, receive, lease, or otherwise own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein. The Board may also pledge, sell, lease, operate, maintain, transfer, or otherwise dispose of all or any part of its personal property, and may mortgage, dedicate, alienate, release, transfer, hypothecate, sell or otherwise encumber its real property, together with improvements thereon.

**2.8** The Board shall appoint such committees as may be prescribed hereafter.

**2.9** The Board shall exercise their powers and duties in good faith, with a view to the interests of the Association and to this end adopt appropriate guidelines for action on matters where potential conflicts of interest may exist.

## **ARTICLE V – Duties of Officers**

### **1.0 DUTIES OF THE OFFICERS OF THE ASSOCIATION**

**1.1 *President:*** The President shall be the chief executive officer of the Association, and as such shall preside at all meetings of the Board of Directors and of the Association, shall see that orders and resolutions of the Board are carried out, shall sign all mortgages, lease, deeds, and other written instruments and shall co-sign all promissory notes and contracts as the Board may approve from time to time, shall appoint all Service Committees and delegates to all functions not requiring that an officer attend. The President shall be the designated agent of the corporation.

**1.2 *Vice President of Recreational Operations:*** The Vice President of Recreational Operations shall be responsible for seeing that an Association representative be available for assisting any group interested in affiliating with this Association. Vice President of Operations shall have primary responsibility for the marketing, public relations and publicity of the Association. Vice President of Operations shall assist the President in the accomplishment of his duties as required and also serve in his stead or in his absence (including in the absence of the President, as chair of any meeting of the Board or the Executive Committee). The Vice President of Operations is responsible for (a) recruiting and identifying new and replacement League Directors and (b) the day-to-day coordination and supervision of the League Directors, Referee Assignor, and Office Personnel. The Vice President of Operations has the authority to appoint such committees as deemed necessary to carry out such functions. Vice President of Operations is empowered to take prudent and reasonable actions not covered by these By-laws provided such actions do not conflict with the objectives of the Association. All actions taken by the Vice President of Operations are subject to the approval of the President and the Board.

**1.3 *Vice President of Competitive Operations:*** Shall be responsible for the day to day operations of competitive teams and players as authorized by the Board of Directors. Vice President of Competitive Operations shall have primary responsibility for the marketing, public relations and publicity for all competitive operations. The Vice President of Competitive Operations shall assist the President in the accomplishment of his duties as required and also serve in his stead or in his absence (including in the absence of the President, as chair of any meeting of the Competitive Committee). The Vice President of Competitive Operations is responsible for leading the recruitment of new competitive coaches and players with input from the Competitive Player Development Officer. Vice President of Operations is empowered to take prudent and reasonable actions not covered by these By-laws provided such actions do not conflict with the objectives of the Association. All actions taken by the Vice President of Competitive Operations are subject to the approval of the President and the Board.

**1.4 *Competitive Development Officer:*** Driving club curriculum, setting goals and expectations for players and staff coaches and collaborating with the Vice President of Competitive and RYSA Coaching Education to improve the quality of the game for all RYSA players.

**1.5 *Vice President of Appeals and Discipline (A&D):*** The Vice President of Appeals and Discipline shall chair all A&D Hearings and shall have the authority to recruit members of the

Association to serve on the committee. In addition, the VP of A&D will maintain accurate records of all charges filed, hearings held, and sentences levied by the A&D Committee.

**1.6 Secretary:** The Secretary shall be responsible for recording all minutes in Board meetings and shall make such minutes available to the Board, or any Association member upon request. At each Board meeting, the minutes from the previous meeting shall be provided for review and approval. This position may be combined with the Treasurer's duties.

**1.7 Treasurer:** The Treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed there from as directed by the Board of Directors. He shall co-sign any promissory notes and contracts, keep proper books of accounts, shall present a semi-annual statement of the Association's financial position to the Board, and shall be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be presented to the Board and to the membership at its regular annual meeting. He shall also chair the Budget and Finance committee and report the actions of same to the Board of Directors. He shall also be responsible for timely filing of any Federal or State tax reports necessary. This position may be combined with the Secretary's duties.

**1.8 Employees/Staff:** The executive committee shall be authorized to employ such employees, as it deems necessary to carry out the functions of the Association. Employees shall not have a vote in any business of the Association. The term of employment for all employees shall be at the will of the Executive Committee.

## **2.0 DUTIES OF THE DIRECTORS**

**2.1 Age Group Directors:** The Age Group Directors shall coordinate the activities of their respective age divisions, create game schedules & re-schedules and will be the liaison between the coaches and the Board of Directors.

**2.2 Fields & Equipment Director (F&E):** The Fields and Equipment Director shall coordinate use of the fields, lights and equipment for all age divisions and will closely collaborate with the referee assignor and the City of Rowlett Parks & Recreation department. F&E Director is responsible for decision making in calling rainouts and disseminating that info to the Association, with support from the Board.

**2.3 Promotions Director:** The Promotions Director shall coordinate publicity and fundraising activities for the Association. This position may be combined with the Awards Director's duties.

**2.4 Awards Director:** The Awards Director shall be in charge of procuring trophies and coordinating pictures for the Association. This position may be combined with the Promotions Director's duties.

**2.5 Director of Referee Development:** The Director of Referee Development is responsible for: scheduling referee classes and clinics to meet the needs of the Association; conducting continuing education referee meetings to keep referees apprised of local rules and FIFA updates, and work as a liaison between NTSSA administration and RYSA for referee requirements and

procedures. In addition, he shall investigate and review all allegations of referee misconduct or misapplication of the Laws of the Game and discipline referees accordingly within NTSSA and RYSA procedures. The Director of Referee Development shall also work on an assessment program to ensure all referees are continuing their education and are capable of officiating association games.

**2.6 *Director of Coaching Education:*** The Director of Coaching Education has responsibilities including but not limited to: organizing and administrating sanctioned NTSSA coaches education courses; auditing the Association's Coaches licensing requirements according to appropriate age group to ensure compliance with NTSSA and maintaining records of same; and disseminating information when appropriate, to assist all coaches within RYSA.

**2.7 *Tournament Director:*** The Tournament Director shall coordinate tournaments in Rowlett for RYSA.

## ARTICLE VI – Committees

### 1.0 STANDING COMMITTEES

**1.1 Appeals and Disciplinary (A&D) Committee:** This committee shall be composed of the Vice President of Appeals and Discipline as Chairman, any one (1) Board member (neither of which shall be the Director of the Division involved in the Committee action), and four (4) Association Coaches in good standing. The Chairman shall call all meetings, specifying the time and nature, notify all participants, and shall vote on matters only to establish a majority vote. The Chairman shall notify the Association President and Directors of all Committee rulings immediately and submit written reports to the Association Secretary within ten (10) days. All coaches of record registered with the Association will be eligible to serve on the A&D Committee. A coach who is serving any disciplinary assessment shall be considered to be “not in good standing” for the A&D Committee purpose. The Chairman of the A&D Committee shall choose the four (4) required coaches in good standing who are not involved with the age group of the A&D matter. A quorum for any hearing will be one (1) Board member and two (2) Coaches.

**1.2 By-Laws and Rules Committee:** The committee shall be composed of the association’s VP of A&D and any two other board members as appointed by the President, to serve as Co-Chairmen. The President may appoint additional individuals to serve on the committee as necessary. The committee shall review, annually, the By-Laws and League Rules of the Association to ensure proper compliance with State and USSF rules and present any required changes to the Association for approval.

Any Member of the Association may submit Bylaws or Rule changes to the committee. The committee requires submission of these changes 21 days prior to any meeting in order to review such changes and present them with their recommendation.

**1.3 Budget and Finance Committee:** It shall be composed of the Treasurer, as Chairman, and two (2) members appointed by the Board of Directors. It shall submit a proposed budget for the upcoming season at the annual meeting. The Chairman shall provide quarterly budget vs. actual reports to the Board throughout the fiscal year.

**1.4 Team Formation Committee:** Will consist of three (3) voting members and one (1) non-voting member. The four (4) members shall be: Age group Director for the specific division, a Board member, a neutral RYSA member volunteer, and the RYSA registrar, as Chairman. This Committee is responsible for conducting hearings regarding team formation, and player placement when such actions do not fall under the specific rules mandated in the “*League Playing Rules*, section 4.2.2 TEAM FORMATION”. In case of conflict the Chairman will appoint alternates as needed. Appeals for Team Formation Committee will be sent to the A&D committee.

**1.5 The Competitive Committee (Legacy FC)** Will Consist of the VP of Competitive Operations, Competitive Development Officer, and each Age Group Head Coach. The Competitive Committee will be tasked with the daily activities of all Legacy operations. All activities approved and carried out by the Competitive Committee shall be reported to the RYSA Board at

each monthly meeting. The Competitive Committee will provide a full financial report for board review at the beginning and ending of each season.

## **2.0 OTHER COMMITTEES**

The President may create such other committees and assign them such duties as he deems appropriate so long as such assignments are not in conflict with any duties or assignments specified in these By-Laws. The President shall appoint the Chairman of any such committee and appoint members or delegate their selections to the Chairman, as he may choose. The Chairman and/or committee shall serve as long as the President deems necessary.

## **ARTICLE VII – Fiscal Year**

The fiscal year of the Association shall begin on the first day of September and end on the last day of August of every year, except that the first fiscal year shall begin on the date of incorporation.

## **ARTICLE VIII – Indemnification of Officers and Directors**

Each Officer and Director of the Association, in consideration of his service as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he may be a party by reason of being or having been Director or Officer of the Association. The foregoing rights of indemnification shall not be exclusive of any other rights to which the Director or Officer or person may be entitled by law or agreement or vote of the members or otherwise.



## **ARTICLE IX – Amendments**

### **1.0 AMENDMENTS**

These By-Laws may be amended as follows:

**1.1** By a two-thirds (2/3) majority vote of the members present and voting at any meeting duly called for that purpose, providing notice of the meeting and the proposed amendments have been given to the members at least ten (10) days prior to the meeting.

**1.2** By a two-thirds (2/3) majority vote of the members present and voting at any regular meeting of the members, provided that a quorum is present and that notice of the meeting has been given at least ten (10) days prior to the meeting.

### **2.0 CONFLICT**

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.