

AHFSH BY-LAWS

ARTICLE I OFFICES

- 1.1 **PRINCIPAL OFFICE.** The principal office of AHFSH shall be located at the address designated by the AHFSH Executive Director and approved by the Board of Directors.
- 1.2 **REGISTERED OFFICE.** AHFSH shall have and continuously maintain with the State of Texas a registered agent, and a registered office, the location of which will be designated by the AHFSH Executive Director and as required by the Texas Non-Profit Corporation Act. AHFSH Board of Directors shall approve a change in registered agent and office location.

ARTICLE II PURPOSE

- 2.1 **PURPOSE.** The purpose of the Alamo Heights Fort Sam Houston Soccer Association Board is to ensure the organization educates youth participant and adult sponsors on the fundamentals of soccer and good sportsmanship through regularly scheduled youth soccer competitions.

ARTICLE III VOTING

- 3.1 **VOTING POWERS.** Each Member, as defined by the AHFSH Constitution, shall have one vote, which shall be cast by the designated representative of the team. The representative shall be a parent, trainer or coach. The default representative shall be the coach/trainer. Membership shall be determined on a seasonal basis. For purposes of such determination, the fall season shall include the months of August, September, October, November, December and January; the spring season shall include the months of February, March, April, May, June and July.
- 3.2 **QUORUM**
 - 3.2.1 **BOARD MEETINGS.** Unless a greater proportion is required by law, a quorum is five voting members of the Board of Directors who are in good standing. To be in good standing, a board member is expected to attend more than a majority of the meetings of the Board of Directors and should notify the President and the Executive Director in advance when not able to attend a meeting to ensure that a quorum is viable.
 - 3.2.2 **OTHER MEETINGS.** A majority of the members of any committee shall constitute a quorum at such meeting. A quorum of the members at the annual General Membership Meeting shall consist of at least 10% of AHFSH's members (as determined in the seasonal year (e.g., fall or spring) in which such meeting is held).

3.2.3 LOSS OF QUORUM. The members present at any duly organized meeting may continue to transact business until adjournment, even though enough members leave which creates less than a quorum. Any emergency actions taken after a quorum is lost shall be ratified at the next regular meeting or through electronic participation as established in 3.6.

3.3 VOTING.

The Board of Directors shall try to take action by consensus. However, if a consensus is not available, except as otherwise provided herein or by applicable law, a majority vote of the Board members present and voting at a meeting at which a quorum is present is sufficient to constitute an act of the Board of Directors. Notwithstanding the preceding sentence, (i) the approval of a majority of the total voting power of the Board of Directors is required to approve any Major Decision; and (ii) the approval of at least two-thirds of the total voting power of the Board of Directors is required to approve any Fundamental Action. For all purposes herein, “*voting power*” means the votes of all voting members of the Board of Directors that are then in office and in good standing.

For all purposes herein, “*Major Decision*” means an action relating to AHFSH involving any of the following: (i) any major expenditure in excess of \$35,000; (ii) any decision involving the termination or compensation reduction of any personnel; (iii) the incurrence of any indebtedness in excess of \$35,000; (iv) the acquisition of real property; and (v) the entering into of any real property lease or other contract involving annual obligations in excess of \$35,000.

For all purposes herein, “*Fundamental Action*” means an action relating to AHFSH involving any of the following: (i) the dissolution or termination of AHFSH; (ii) the sale or transfer of substantially all of the assets of AHFSH; (iii) the merger of AHFSH; and (iv) an amendment to these By-Laws or the Certificate of Formation of AHFSH.”

3.4 GOOD STANDING. To vote, a Member must be in good standing.

3.5 PROXY. Votes to which a Member is entitled at a General Membership Meeting may be cast by a proxy. To be valid, a proxy must:

3.5.1 be in writing;

3.5.2 designate by name the individual(s) who is entitled to exercise the proxy, which individual must be an assistant coach or parent of a player on that team; and

3.5.3 be presented to the AHFSH Secretary before the beginning of the meeting.

3.6 ELECTRONIC PARTICIPATION: Any or all members of the Board of Directors may participate in a meeting by telephone or video conference or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.”

3.7. BOARD CONFIDENTIALITY AND INTEGRITY. Board members are to treat Board activities and topics discussed at board meetings, special board meetings, formed committees and committee activities with integrity and confidentiality. There are no exceptions until ruled and released as public knowledge by the president or secretary. Any identified occurrences are subject to Article VII of AHFSH By-Laws and in accordance with 10.4 of AHFSH Constitution.

ARTICLE IV BOARD MEMBERS

4.1 President. The President is the chief executive officer of AHFSH and the presiding officer of the Board of Directors. The President shall have the following duties and responsibilities:

4.1.1 shall preside at all meetings of the Board of Directors;

4.1.2 may appoint committees and the chairperson of any such committees;

4.1.3 at any meeting at which he/she presides, shall cast the deciding vote in the event of a tie or may waive the right to do so;

4.1.4 may appoint delegates to any member association meetings;

4.1.5 shall submit an annual report at AHFSH’s General Membership Meeting to all Members in attendance, and the report shall become a part of the minutes;

4.1.6 with the Treasurer and Executive Director, shall assist in preparing and overseeing budgets and approving all payments in excess of \$1500.00

4.1.7 unless another officer is designated by the Board, shall sign for AHFSH after the contracts have been approved by the AHFSH Board; and

exercise such other duties and responsibilities which are necessary or appropriate for the proper management of AHFSH.

4.2 President Elect. The President Elect shall act as the chief executive officer of the league in the absence of the President and shall perform such other duties as assigned by the President. The President Elect will succeed the President once that person leaves the position.

4.3 Secretary. The Secretary shall:

4.3.1 record the minutes of the Board meetings;

- 4.3.2 attend to all correspondence;
 - 4.3.3 maintain the records of AHFSH;
 - 4.3.4 keep a complete list of members of the Board;
 - 4.3.5 at least seven (7) days prior to a regular Board meeting, provide notice as to the date, time and place of such meeting to each Board member;
 - 4.3.6 at least thirty (30) days prior to the General Membership Meeting, provide notice of any proposed amendments to the Constitution, By-Laws and Rules and Procedures on the AHFSH website;
 - 4.3.7 at least thirty (30) days prior to the General Membership Meeting, provide notice of the names of the nominees for the Board of Directors including At-Large Members; and
 - 4.3.8 within the period of time required by Sections 9.3.1 or 9.3.2 of the AHFSH Constitution, provide notice of any special meeting, including the location, time and purpose of the meeting, to each Member or Board member, as required by the Constitution.
- 4.4 Treasurer. The Treasurer shall:
- 4.4.1 collect all funds due AHFSH;
 - 4.4.2 responsibly manage all funds of AHFSH;
 - 4.4.3 keep a detailed account, in accordance with generally accepted accounting principles, of income and expenditures;
 - 4.4.4 submit a financial report at each regular Board meeting, at the annual General Membership Meeting and as additionally requested by the President;
 - 4.4.5 review, approve and pay all bills of AHFSH in accordance with Section 4.1.6 of these By-Laws; and
 - 4.4.6 cooperate in supplying promptly when requested, the financial books and records to appointed auditors, the President or Board for examination, audit and/or tax related matters.
- 4.5 Fort Sam Houston Commissioner. The Fort Sam Houston Commissioner shall be responsible for overseeing and administering AHFSH rules as they pertain to all players whose parents are employed by Fort Sam Houston in civilian or military capacity and shall act as the intermediary between Fort Sam Houston and AHFSH.
- 4.6 Commissioner of Fields. The Commissioner of Fields shall be responsible for AHFSH

fields. This person shall work with the Fort Sam Houston Commissioner and Fort Sam Houston Advisor to secure, prepare and maintain the necessary playing fields, goals and equipment.

4.7 Fund Raising Commissioner. The Fund Raising Commissioner shall coordinate AHFSH fund raisers and generally promoting the public relations of the AHFSH in coordination with the Executive Director and the Board to include fund raising events that will give recognition to teams and members. A newsletter will be published at least twice a year.

4.8 At-Large Board Members. A maximum of Six At-Large Board Members shall represent the viewpoint of the general membership and to communicate issues and concerns at board meetings. An At-Large member should have been a member of AHFSH. Although not required, the desired makeup of the At-Large Board member are as follows:

4.8.1 Recreation At-Large Members will have two members to represent boys and girl respectively.

4.8.2 Academy At-Large Members will have two members to represent boys and girls respectively.

4.8.3 Fire At-Large Members will have two members to represent boys and girls respectively.

4.8.4 Each At-Large Member will provide field support at least one each season as a means by which to gather input and assist staff with other duties as needed.

4.8.5 Additionally each member is expected to coordinate one event each year as mutually agreed to in conjunction with the President and Executive Director of the Board.

4.9 Ex-Officio Members. The following are ex-officio members of the board and do not have voting privileges. Their attendance at board meetings is required when items pertaining to their responsibilities and duties are on the agenda.

4.9.1 Executive Director

4.9.2 Director of Training

4.9.3 Referee Scheduler

4.9.4 Field Scheduler

4.9.5 Ft. Sam Houston Advisor

The specific duties and responsibilities for each of these employees is outlined in the job description. The board should review the job descriptions on an annual basis at the time of the evaluation for each employee. The board has the authority to amend job descriptions as needed to ensure that the mission and goals of the organization are carried out efficiently and effectively.

ARTICLE V ELECTION OF BOARD MEMBERS AND TERMS OF OFFICE

5.1 The members of the Board of Directors shall be elected by the Members of AHFSH at the General Membership Meeting. Nominations for Board positions shall be made in writing to the Secretary not later than forty-five (45) days before the General Membership Meeting or by the Board of Directors not less than thirty (30) days before the General Membership Meeting.

5.1a The Secretary shall submit the names of each qualified nominee for office to be filled. This report shall be included in the Official Call to the General Membership Meeting not less than 30 days before the General Membership Meeting. If multiple nominees are submitted for any particular office other than President, a plurality vote shall elect. The results of the election shall be ranked from the candidate receiving the most votes to those receiving the least.

5.2 Term of Office. The President and President-Elect shall serve two-year terms, which shall coincide with adjournment of the General Membership Meeting. The Secretary and Treasurer shall serve staggered two-year terms; these positions shall not be eligible for election at same time during a normal cycle.

- The office of President shall have a two-year term limit; all other Board positions may be re-elected for multiple terms.
- A prerequisite for candidacy to the office of President shall be service on the Board as President-Elect for at least one year.
- A prerequisite for candidacy to the office of President-Elect shall be service on the Board in any position for at least one year.
- No member shall hold more than one elected office concurrently.
- At large board members shall be elected in two-year terms with girls being elected in even year and boys being elected in odd years.

5.3 Resignation from Office. If a board member resigns from the board prior to the end of the term, the President with approval by the board may appoint a replacement. This individual will fill out the rest of the unexpired term of office.

5.4 Qualifications for Office. Only those members of AHFSH in good standing who have participated in AHFSH activities for at least one year shall be eligible for election to any elected office excluding the President, according to Article 5.2 Terms of Office.

An officer in good standing shall attend most of the board meetings, special meetings, and general membership meeting; commit to perform their duties and obligations to the fullest; perform assigned action items timely, exhibit, operate with - honesty, integrity, and in the best interest of AHFSH proper.

ARTICLE VI DISCIPLINARY COMMITTEE

6.1 A request for disciplinary action shall be submitted in writing to the President. When disciplinary action is requested, the President shall appoint a five (5) member Disciplinary Committee, composed of AHFSH Board members. The President shall serve as chairman of the Disciplinary Committee

6.2 The Disciplinary Committee shall have the right to interview the persons involved. The Disciplinary Committee's decision shall be reduced to writing; a copy shall be presented to the individual against whom disciplinary action is sought. The decision of the Disciplinary

Committee shall be final. The Disciplinary Committee has authority to suspend a coach, player, parent or spectator by majority vote.

ARTICLE VII REMOVAL FROM OFFICE

7.1 A petition for removal of an officer shall be signed by at least four members of AHFSH board in writing to the president. If the president is the subject of the petition, it shall be presented to the vice president.

7.2. The president (or vice president) shall, within seven days, notify each Board member in writing of the receipt of such a petition, solicit relevant evidence from all parties concerned, and calls a special meeting of the Board to consider the matter within 30 days following receipt of the petition.

7.3 At the Board meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. The approval of such removal by at least two-thirds of the total voting power of the Board of Directors that are then in office and in good standing is necessary for the removal of any officer. Removal from office is effective immediately.

7.4 The officer being considered for removal shall be provided with the results of the Board action in writing within seven days.

7.5 Upon receipt of written notification of removal, the officer concerned shall have fifteen days to submit to the president (or vice president) written notice of appeal. This action is final.

ARTICLE VIII RULES AND PROCEDURES

8.1 From time to time, the Board may approve Rules and Procedures for the orderly functioning and to effectuate the purposes of AHFSH. Any proposals or motions to amend these Rules and Procedures must be made in writing to the Secretary. Proposed amendments to the Rules and Procedures of AHFSH may be offered at any Board meeting by a majority vote of the eligible Board members in good standing. However, each Board member shall be given at least thirty (30) days' notice of the proposed amendments and their purpose. Amendments to the Rules and Procedures shall include an effective date.

ARTICLE VIX TEAM FORMATION

9.1. A request for a player to play above his age level must be made to the Executive Director by the player's parent or guardian at the time of the player's registration. Such a request for a player in Divisions I, Super2, II or III (Under 11 and older) must also be approved by the receiving coach.

9.2 A Division III or IV player with an August or September birthdate who is enrolled in a

school may play in the next higher age group without complying with Section 9.1 of these By-Laws if such next higher age group consists primarily of children in the same grade as such player.

9.3 A Division III or IV player will not be permitted to play below his/her age group level except in circumstances deemed exceptional by a two-thirds (2/3) majority of the voting power of the Board of Directors.

9.4 Assignment of Players. Unless otherwise required by AAYSA and/or STYSA rules governing the formation of teams, AHFSH Staff shall form Division III and IV teams in accordance with this Section. The priorities established by this Section shall only apply where a player has registered prior to the deadline for registration established by the Board ("Timely Registrants") and requested to return to a team formed in the immediately previous season as to which fifty percent (50%) plus one of the players (a "Returning Team") have timely registered.

9.4.1 Timely Registrants who were rostered to a Returning Team the previous season shall be given first priority in returning to that team ("First Priority Players") if they so request; where there are insufficient roster positions available to roster all First Priority Players to the Returning Team, such players shall be rostered to the Returning Team based upon the date and time of their registrations, with the players registered first in time being rostered before those who registered later.

9.4.2 Timely Registrants rostered to a Returning Team the season before the previous season ("Second Priority Players") shall have the option of returning to that team if roster positions are available after rostering First Priority Players; where there are insufficient roster positions available to roster all Second Priority Players to the Returning Team, such players shall be rostered to the team based upon the date and time of their registrations, with the players registered first in time being rostered before those who registered later.

9.4.3 Where the priorities required by this Section are not applicable because of the absence of a Returning Team, or where roster positions remain available for a Returning Team after giving effect to the priorities required by this Section, Timely Registrants may be rostered to a team based upon player requests based upon the date and time of their registrations, with the players registered first in time being rostered before those who registered later.

9.4.4 Players who have not registered prior to the deadline for registration established by the Board may be rostered to teams as deemed appropriate AHFSH Staff.

9.5 Recognizing the priorities afforded to returning players and player requests by Section 9.4, as well as the interest of the league in maintaining competitive balance among recreational teams, AHFSH Staff may choose to assign a player to a team other than the team to which the player is otherwise entitled to be assigned, but only with the approval of (a) the Executive Director or (b) the approval of the Board, which approval may be obtained by way of a vote via email."

ARTICLE X AMENDMENTS

10.1 Any proposals or motions to amend the By-Laws must be made in writing to the Secretary and must be signed by one-fifth (1/5) of the voting power of the Members or one-third (1/3) of the voting power of the Board. The By-Laws may be amended at any General Membership Meeting by a majority of those Members present and voting. The By-Laws may also be amended at any duly constituted meeting of the Board of Directors by two-thirds (2/3) of the total voting power of the Board of Directors. Any amendment of the By-Laws, and the purpose(s) therefore, must be provided to the Secretary not less than forty-five (45) days prior to the General Membership Meeting or Board meeting at which such amendment shall be presented for a vote and may be voted upon only after being posted on the AHFSH website for at least thirty (30) days. Amendments to the By-Laws shall include an effective date.

Adopted 6/23/2004. Sections 5.2, 5.3, 8.1, 8.6 amended effective 10/6/04; former Section 8.8 deleted effective 10/6/04; former Section 8.3 deleted effective 11/2/04; corresponding re-numbering and reorganization/renumbering of Article VIII approved. Sections 8.4 (including subsections) and 8.5 amended effective 4/3/07. Sections 1.1, 1.2, 3.1, 3.2, 3.5, 4.1, 4.2, 4.3, 4.4, 5.1, 8.1 (including subsections) amended effective 08/12/15; former sections 3.5, 3.6, 3.7, 3.8, 3.9, 3.10, 3.11, 3.12, 3.13, 3.14, 3.15, 3.17, 3.19, 3.20 and Article V (including subsections) deleted effective 08/12/2015; Corresponding re-numbering and reorganization of Article II through Article IX approved effective 09/16/2015. Sections 3.1, 3.2.3, 3.6 added, 3.7 added, 5.1a added; 5.2, 5.4 added effective 11/13/2018. Amendments to sections 3.2.1, 3.2.2, 3.3, 3.6, and 7.3 adopted and approved by AHFSH Board of Directors on 03/25/2022.