

## ARTICLES OF FORMATION WYLIE YOUTH SOCCER ASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) years of age or over, and two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Formation for such corporation.

### 1.1 ARTICLE ONE

The name of the corporation is WYLIE YOUTH SOCCER ASSOCIATION

### 1.2 ARTICLE TWO

The corporation is a nonprofit corporation.

### 1.3 ARTICLE THREE

The period of its duration is perpetual.

### 1.4 ARTICLE FOUR

1. The purposes for which the corporation (hereinafter called "Association") is organized are: 1. To engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Texas Nonprofit Corporation Act and which are consistent with exemption from federal income tax under 501(c)(3);
2. To promote soccer within the territory under the jurisdiction of the Association, including outdoor soccer, for male and female players. To promote soccer this Association will govern, coordinate, and administer all rules and regulations of all soccer play sponsored by and under this Association, and will provide for continuing development of soccer players, coaches, referees, and administrators. This Association will provide for the prompt and equitable resolution of grievances.
3. No part of the net earnings of the Association shall inure to the benefit of any private individual, member, or officer of the Association (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no private individual, member or officer of the Association shall be entitled to a share in the distribution of any of the corporate assets on dissolution of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
5. The Association shall not engage in any act of self-dealing as defined in Sections 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
6. The Association shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
7. The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
8. The Association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
9. Notwithstanding any other provisions of these Articles of Formation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist to as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

### 1.5 ARTICLE FIVE

The address of the registered office is P.O. Box 997, Wylie TX 75098, and the registered agent shall be the Treasurer of Wylie Youth Soccer Association. The registered office and the registered agent may be changed from time to time by a majority vote of the Board of Directors.



## Wylie Youth Soccer Association ByLaws

**WYLIE YOUTH SOCCER ASSOCIATION BY-LAWS**..... 1-1

**1 DOCUMENT STATUS**..... 1-3

1.1 *REASON FOR REVISION*..... 1-3

**2 GENERAL INFORMATION**..... 2-1

2.1 *NAME*..... 2-1

2.2 *OFFICE*..... 2-1

2.3 *PURPOSE*..... 2-1

**3 MEMBERSHIP IN ASSOCIATION**..... 3-1

3.1 *YOUTH*..... 3-1

3.2 *ADULT*..... 3-1

**4 GOVERNMENT**..... 4-1

4.1 *GOVERNMENT OF ASSOCIATION*..... 4-1

4.2 *AFFILIATION WITH THE NORTH TEXAS STATE SOCCER ASSOCIATION*..... 4-1

4.3 *SUPERSEDING AUTHORITY*..... 4-1

4.4 *TERRITORY OF THE ASSOCIATION*..... 4-1

4.5 *JURISDICTION*..... 4-1

4.6 *FISCAL YEAR*..... 4-1

4.7 *BOOKS AND RECORDS*..... 4-2

4.8 *RESIGNATION*..... 4-2

4.9 *AMENDMENTS TO BYLAWS*..... 4-2

4.10 *Dissolution of Association*..... 4-2

**5 MEETINGS OF THE ASSOCIATION AND THE BOARD**..... 5-2

5.1 *PLACE OF MEETINGS*..... 5-2

5.2 *ANNUAL MEETING*..... 5-2

5.3 *GENERAL MEMBERSHIP MEETINGS*..... 5-2

5.4 *SPECIAL MEETING*..... 5-3

5.5 *BOARD OF DIRECTORS MEETINGS*..... 5-3

5.6 *EMERGENCY ACTIONS*..... 5-3

5.7 *NOTICE OF MEETINGS*..... 5-3

5.8 *PROXY*..... 5-3

**6 NOTICE**..... 6-4

6.1 *MANNER OF GIVING NOTICE*..... 6-4

6.2 *WAIVER OF NOTICE*..... 6-4

**7 BOARD OF DIRECTORS**..... 7-4

7.1 *BOARD OF DIRECTORS*..... 7-4

7.2 *ELECTION/TERMS OF BOARD OF DIRECTORS*..... 7-4

7.2.1 *Elected Officers*..... 7-4

7.2.2 *Directors*..... 7-4

7.2.3 *Qualifications*..... 7-5

7.2.4 *Waiver of Qualifications*..... 7-5

7.3 *REMOVAL*..... 7-5

7.4 *ATTENDANCE AT MEETINGS*..... 7-5

7.5	VACANCIES .....	7-6
7.6	COMPENSATION .....	7-6
7.7	WRITTEN REPORTS.....	7-6
7.8	PARLLAMENTARIAN .....	7-6
7.9	MINUTES .....	7-6
7.10	GRIEVANCE INVOLVING MEMBERS OF THE BOARD.....	7-6
<b>8</b>	<b>OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS: POWERS AND DUTIES.....</b>	<b>8-7</b>
8.1	PRESIDENT .....	8-7
8.2	EXECUTIVE VICE PRESIDENT.....	8-7
8.3	VICE PRESIDENT, APPEALS AND DISCIPLINE.....	8-8
8.4	SECRETARY.....	8-8
8.5	TREASURER.....	8-8
8.6	VICE PRESIDENT, RECREATIONAL LEAGUE.....	8-9
8.7	DIRECTOR, MAJOR DIVISIONS.....	8-9
8.8	DIRECTOR, MINOR DIVISIONS.....	8-9
8.9	DIRECTOR OF COACHING AND DEVELOPMENT.....	8-10
8.10	DIRECTOR OF REFEREES.....	8-10
8.11	DIRECTOR OF FACILITIES.....	8-10
8.12	DIRECTOR OF SERVICES .....	8-10
8.13	DIRECTOR OF SPECIAL EVENTS.....	8-10
8.14	OTHER POSITIONS (OTHER NON-OFFICER POSITIONS IN THE ASSOCIATION) .....	8-11
8.14.1	Office Administrator .....	8-11
8.14.2	Registrar.....	8-11
8.14.3	Referee Assignor.....	8-11
<b>9</b>	<b>COMMITTEES .....</b>	<b>9-12</b>
9.1	STANDING COMMITTEES .....	9-12
9.1.1	Management Committee.....	9-12
9.1.2	Budget and Finance Committee .....	9-12
9.1.3	Nominating Committee.....	9-12
9.1.4	Facilities and Equipment Committee .....	9-12
9.1.5	Services Committee.....	9-13
9.1.6	Public Relations Committee .....	9-13
9.1.7	Civic Committee.....	9-13
9.1.8	College Scholarship Committee.....	9-13
9.1.9	Team Formation Committee.....	9-13
9.2	Special Committees.....	9-13
<b>10</b>	<b>PROCEDURE FOR APPEALS.....</b>	<b>10-16</b>
10.1	PROCEDURE FOR FILING APPEALS.....	10-16
<b>11</b>	<b>RULES AND REGULATIONS.....</b>	<b>11-17</b>
<b>12</b>	<b>MISCELLANEOUS.....</b>	<b>12-18</b>
12.1	ADMINISTRATIVE REMEDIES .....	12-18
12.2	CONFLICTS OF INTEREST .....	12-18
12.2.1	Soccer Conflict of Interest.....	12-18
12.2.2	Other Conflicts of Interest.....	12-18

# 1 Document Status

Any recommended additions, deletions or changes to these By=Laws should be sent directly to the WYSA Board of Directors.

## 1.1 Reason for Revision

Future updates and the reason(s) for new Document Issues will be provided under this heading.

ISSUE 001 – August 2001 – Issue 001 is the original Issue of the document. This document replaces the old By=Laws and was adopted August 8, 2001.

ISSUE 002 – August 2002 – Issue 002 is issued to incorporate changes that were submitted and approved at the 2002 AGM.

ISSUE 003 – July 2004 – Issue 003 is issued to incorporate changes that where submitted and approved at the 2004 AGM

ISSUE 004 – July 2005 – No changes were submitted to the WYSA board for approval. Document was approved at 2005 AGM.

ISSUE 005 – July 2006 – No changes were submitted to the WYSA board for approval. Document was approved at 2006 AGM.

ISSUE 006 – July 2007 – No changes were submitted to the WYSA board for approval.

ISSUE 008 – February 2008 – No changes were submitted to the WYSA board for approval. Document was approved at 2008 AGM.

ISSUE 009 – May 2009 – Issue 009 to incorporate competitive league leadership.

ISSUE 010 – May 2010 – Issue 010 to incorporate VP of Recreational League (VP of League Management), VP of Recreational League and the deletion of VP of Communications.

ISSUE 011 – July 2012 – Issue 011 revision of the document for congruency of stated Board positions and inherent committee(s) placement and the election years of Executive Officers. Creation of Cup and Games Committee, Team Formation Committee and Scheduling Committee] deletion of VP of Communications. Issue 011 was approved at 2012 AGM.

ISSUE 012 – August 2013 – Integrate Competitive Board positions and Modify Recreational Board positions. Issue 012 was approved by Special Committee Meeting following 2013 AGM.

ISSUE 013 – August 2015 – Issue 012 revision for Board member attendance. Approved at 2015 AGM.

ISSUE 014 – August 2017 – Issue 013 revision for removal of the following positions: Competitive Director of Operations, Academy, Services, Facilities, Public Relations, and Special Events. Added the following position: Director of Tournaments. Issue 014 was approved at 2017 AGM.

ISSUE 015 – August 2018 – Issue 015 revision for removal of Competitive Committee. Added Community ISD as part of territory. Issue 015 was approved 2018 AGM.

ISSUE 016 – August 2019 – Issue 016 revision for removal of the ability to propose bylaw changes from the floor of the AGM. Issue 016 was approved 2019 AGM.

ISSUE 017 – August 2020 – Issue 017 revision to update Issue 016 as per the bylaw changes as proposed and approved at the 2020 AGM.

ISSUE 018 – August 2021 – Issue 018 revision to update Issue 017 as per the bylaw changes as proposed and approved at the 2020 AGM.

ISSUE 019 – June 2022 – Issue 019 revision to update Issue 018 as per the bylaw changes as proposed and approved at the 202 AGM.

## **2 General Information**

### **2.1 Name**

The name of this Association shall be the Wylie Youth Soccer Association, hereafter referred to as the Association. The Association will be a non-profit organization.

### **2.2 Office**

The principal office of the Association in the State of Texas shall be located in the City of Wylie, County of Collin. The Association may have such other offices, either within or without the State of Texas, as the Board of the Association (the "Board") may determine or as the affairs of the Association may require from time to time.

### **2.3 Purpose**

The purpose of the Association will be:

To advance and promote the game of soccer

To provide the opportunity for fun and recreation while promoting the development of leadership, courage, and fair play through team competition

To instill the highest levels of ideals, sportsmanship, and fellowship

To provide competent leadership for the attainment of a successful soccer program

To ensure that all children who wish to participate may do so without regard to sex, race, religion, or any other social label and without regard to playing ability.

### **3 Membership in Association**

This Association shall be comprised of youth and adults who have become members of the Association by registration, application to, and/or approval of the Board. All members are expected to and must adhere to the Bylaws and Rules and Regulations of the Association. Failure to do so could result in immediate removal or separation from the Association at the discretion and majority approval of the Board.

#### **3.1 Youth**

Any youth player who meets the eligibility criteria may become a member of the Association upon submission to and approval by the Board of the Association of a properly executed Application/Release form, birth certificate, any other document requested by the Board in its sole opinion and payment of all dues and fees required by the Association. Youth members shall be non-voting members.

#### **3.2 Adult**

Adult members, both voting and non-voting, shall be persons: (a) who are twenty (20) years old or older] (b) who have executed and delivered to the Board an Association membership application for members, plus any other document(s) requested by the Board in its sole opinion, and whose membership has been approved by the Board in its sole opinion] (c) who agree to abide by the governing documents (By-laws, Rules and Regulations, etc.) of the Association] and (d) who have paid all dues and fees required by the Association.

Any member of the Association may have his or her membership canceled, forfeited or suspended unilaterally by the Association's Board. Factors that would cause the Board to consider such an action include, but are not limited to the following:

Recommendation of the Appeals and Disciplinary Committee, or

He or she may be censured by the Appeals and Disciplinary Committee and/or by the Association's Board for a violation of the Association's Bylaws, Rules and Regulations, or

For conduct prejudicial to the interests of the Association.

The Association will honor all orders of suspension of players] coaches or referees issued by this Association or any other North Texas State Soccer Association Member or United States Soccer Federation Member Organization.

The membership year shall be the fiscal year of the Association

## **4 Government**

### **4.1 Government of Association**

The Board of Directors shall govern this Association.

The Board of Directors and the recognized delegate from each registered team in good standing shall be entitled to one vote at all general membership meetings. No Board member or delegate shall be entitled to more than one vote for any Directorship or any other item/issue being voted on regardless of the number of votes that they may qualify for. *(i.e. If an Association member is a Board member and also a head coach, they would qualify for two votes. However, said member would only be able to cast one of these votes.)*

Only the designated delegates may introduce anyone to speak provided they have the permission of the chair.

The designated delegate shall be the head coach of the team *(i.e. the "head coach" listed on the roster of such team)* properly registered with the Association in the opinion of the Board, unless otherwise specified in writing.

However, if a member is a head coach for more than one team, such head coach shall be counted only as one voting member for the purposes of establishing a quorum and for the purposes of a vote.

### **4.2 Affiliation with the North Texas State Soccer Association**

This Association shall be directly affiliated with and comply with the authority of, the North Texas State Soccer Association and shall represent all its members and respective interests in and before the North Texas State Soccer Association.

### **4.3 Superseding Authority**

The Association recognizes the superseding authority of the rules of the North Texas State Soccer Association.

### **4.4 Territory of the Association**

The territory under jurisdiction of this Association is defined as being that part of Texas, which includes: Wylie Independent School District and Community Independent School District

A map reflecting the territory under the jurisdiction of the Association shall be on file with the North Texas State Soccer Association.

### **4.5 Jurisdiction**

This Association shall have jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players, teams, parents, and other persons affiliated with such teams. Each member will adhere to these Bylaws and Rules and Regulations and will comply with the authority of the Association. If the Association is presented sufficient evidence that a Member is not adhering to these Bylaws and Rules and Regulations, the Association will ask the Appeals and Disciplinary Committee to investigate the allegations and take necessary action.

### **4.6 Fiscal Year**

The fiscal year of the Association shall be from January 1 to December 31.

#### **4.7 Books and Records**

The Association shall keep correct and complete books and records of account and shall keep minutes of all meetings at its principal office.

#### **4.8 Resignation**

Any officer, director, committee member, or agent may resign by giving written notice to the President. The resignation shall take effect at the time specified therein, or immediately if no such time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.9 Amendments to Bylaws**

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any general membership meeting of the Association by a majority vote of the total voting members present, provided, however, that all voting members have been given ten (10) days written notice, including a written or electronic copy of the proposed changes.

#### **4.10 Dissolution of Association**

Upon the dissolution of this Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **5 Meetings of the Association and the Board**

### **5.1 Place of Meetings**

All meetings of the Association shall be held at such time and place as shall be designated by the President. All meetings of the Association will be open to the members and the general public. Executive sessions may be called by a two-thirds (2/3) approval of the Board or a Committee to discuss personnel or legal matters.

### **5.2 Annual Meeting**

An Annual General Meeting (AGM) of the Association shall be held each year on a day to be selected by the President, at which they shall elect officers in accordance with Section 8 hereof, and transact such other business as may be properly brought before the meeting. A quorum is not required for this meeting as long as notices of such meetings were properly given. The order of business for such meeting shall be:

- Roll Call and Vote Accreditation
- Approval of Minutes of Last Meeting
- Communications
- Unfinished Business
- Reports of Chairperson of Standing Committees
- Reports of Officers
- Amendments to Bylaws
- Election of Officers
- New Business
- Good of the Game
- Adjournment

### **5.3 General Membership Meetings**

This Association will hold other General Membership Meetings as required. A quorum is not required for this meeting as long as notices of such meeting were properly given. The order of business shall be

- Roll Call and Vote Accreditation
- Approval of Minutes of Last Meeting
- Communications
- Unfinished Business
- Reports of Chairperson of Standing Committees
- Reports of Officers
- New Business
- Good of the Game
- Adjournment

## 5.4 Special Meeting

Special meetings of the Association for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the President, a majority vote of the Board, or by a petition of 20% of the designated delegates from registered teams in good standing. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting. A quorum is not required for this meeting so long as notices of such meeting were properly given.

## 5.5 Board of Directors Meetings

The meetings of the Board shall be held on a monthly basis. A quorum of fifty percent (50%) of the members of the Board is required for this meeting. If the date or location of the meeting is changed, then notice must be given or waived as herein provided.

Once a quorum is established, all actions taking place at the meeting shall be legal regardless of the number present at the time of a vote, providing the meeting had not been previously legally adjourned.

Special meetings of the Board may be called from time to time when called by the President or any three (3) of the other Directors.

## 5.6 Emergency Actions

Any three (3) voting members of the Board, one (1) of which shall be an officer, (which shall include the President, if the President is available) may take emergency action on matters demanding immediate attention when it is impractical or impossible to call a meeting and shall report their actions to all Board of Director members in writing within three (3) days.

## 5.7 Notice of Meetings

Written or printed notice stating the time, date, and location, of a meeting and the purpose or purposes for which the meeting was called, shall be delivered not less than ten (10) nor more than fifty (50) days before the meeting, either personally, by phone (leaving a voice message is not acceptable), by electronic mail (e=mail) or by postal mail, by or at the direction of the President, to each delegate or Board member of record entitled to vote at the meeting, unless otherwise provided in these Bylaws.

If postal mail is used, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the delegate or Board member at their address as it appears on the records of the Association, with postage thereon prepaid.

It is the responsibility of the delegates and Board members to notify the Association in writing within thirty (30) days if they have a change of address.

Written notice may be provided, to Board members only, via e=mail provided the board member does not object to this type of notification. If any Board member does not want to receive meeting notices via

e=mail, they must submit their objection in writing to the President. Once this written notification is received, the Board member must be notified using one of the other approved methods.

It is the responsibility of the Board members to ensure that their preferred (official) e=mail address is on file with the Association. All Board members must notify the Association in writing within thirty (30) days if their e=mail address of record changes.

The Secretary will ensure that an accurate and updated list of all postal address, e=mail address, and phone numbers of all Board members are maintained. This list will be made confidential and only available to all Board members.

## 5.8 Proxy

There shall be no vote by proxy for any meeting.

## **6 Notice**

### **6.1 Manner of Giving Notice**

Whenever, under the provisions of applicable statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any delegate or Board Member of the Association and no provisions are made as to how such notice shall be given, it shall be construed to mean personal notice, shall be given in writing, by postal mail, postage paid, addressed to such delegate or Board Member at the address appearing on the records of the Association. Any notice required or permitted to be given by postal mail shall be deemed given at the time when the same is thus deposited in the United States mail as previously mentioned.

### **6.2 Waiver of Notice**

Whenever any notice is required to be given to any delegates or Board Members of the Association under the provisions of applicable statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## 7 Board of Directors

### 7.1 Board of Directors

The business and affairs of the Association shall be managed by its Board, which shall consist of the elected Officers and appointed Directors of this Association, each of whom will be entitled to one vote. The Board shall transact all business of the Association and shall have the power to enforce the Laws of the Games, Rules of the North Texas State Soccer Association, the United States Soccer Federation and its respective members, and the Bylaws and Rules and Regulations of this Association including, without limitation, all membership terminations, forfeitures, cancellations, expulsions, suspensions, or censures as provided in Article 4. The Board shall also hear appeals of decisions of the Appeals and Disciplinary Committee.

Members of the Board must be at least twenty-one (21) years of age.

### 7.2 Election/Terms of Board of Directors

#### 7.2.1 Elected Officers

The Elected Officers are listed below and shall be elected to a term of two (2) years and may succeed themselves in office. Any Elected Officer that desires to seek election to another office must first resign the office he or she is holding, prior to the election. Officers may serve in other positions on the Board or within the Association. Elections shall be held at the Annual Meeting with one-half of the Elected Officers being elected each year in the following manner:

President	(Elected even years)
Executive Vice President	(Elected odd years)
Vice President, Appeals and Discipline	(Elected even years)
Vice President, Recreational League	(Elected odd years)
Treasurer	(Elected even years)
Secretary	(Elected odd years)

The voting members and the Board shall elect all Elected officers.

All candidates seeking elections must be nominated/recommended by two-thirds (2/3) majority vote of the Board.

#### 7.2.2 Directors

Directors of the Association shall be nominated by the President and approved by majority vote of the current Board. Appointed Directors may serve a term of two (2) years and may succeed themselves in office. Directors may serve in other positions on the Board or within the Association.

Director, Recreational Major Divisions	(Appointed odd years or newly elected President)
Director, Recreational Minor Divisions	(Appointed even years or newly elected President)
Director, Recreational Coaching & Development	(Appointed odd years or newly elected President)
Director, Recreational Referees	(Appointed even years or newly elected President)
Director, Recreational Facilities	(Appointed odd years or newly elected President)
Director, Recreational Services	(Appointed even years or newly elected President)
Director, Recreational Special Events	(Appointed even years or newly elected President)

### **7.2.3 Qualifications**

To serve as a Board member, you must be an adult member of the Association, you must submit to and pass the NTSSA background check, and you must be a member in good standing.

The President must have two (2) year's experience as an Elected Officer of the Association within the last three (3) years, one of which must be the current year of the election. (This requirement may be reduced to one (1) year of experience, as an Elected Officer, or two (2) years as a Director within this Association if the candidate has previous experience as an elected official on another Board. For this requirement to be reduced, the candidate must have the recommendation of the Nominating Committee and the Board must approve it by a two-thirds (2/3) vote.)

The Executive Vice President must have one (1) year experience as an Officer, which must be the current year of election, or two (2) years as a Director of the Association within the last three (3) years. (This requirement may be reduced to one (1) year of experience within the Association if the candidate has previous experience on another Board. For this requirement to be reduced, the candidate must have the recommendation of the Nomination Committee and the Board must approve it by two-thirds (2/3) vote.)

The VP Recreational must have a minimum of four (4) seasons experience in a leadership position and be nominated/recommended by two-thirds (2/3) majority of the Board.

The Treasurer, Recreational and Competitive, must have four (4) seasons of experience in a leadership position with WYSA, a background in accounting/financing and be nominated/recommended by two-thirds (2/3) majority of the Board.

All other Officers and Directors must have one (1) season of experience in a leadership position. A leadership position is defined as:

1. Head Coach
2. Official assistant coach (listed on official team roster)
3. Certified referee
4. Official team manager (listed on official team roster)
5. Assigned committee member

### **7.2.4 Waiver of Qualifications**

Qualifications for all offices, except President, can be waived by two-thirds (2/3) vote at the General Meeting, but only if no candidate is presented who meets the qualification requirements. For instances where a Board member resigns and must be replaced between elections, the Board may waive the qualification requirements for all offices, except President, by a two-thirds (2/3) vote.

### **7.3 Removal**

Any member of the Board shall be required to resign following a vote of no confidence in his or her ability to remain in office. Twenty percent (20%) of the voting members, or current Board, may petition for such vote. The petition must be submitted in writing to the Board, which in turn will review the petition within fifteen (15) days of receipt of such petition. The vote of no confidence must be passed by a two-thirds (2/3) majority of all the Board. If a Board member receives this vote of no confidence, they are automatically suspended from the Board.

### **7.4 Attendance at Meetings**

A Board member not attending two (2) consecutive meetings, including regular meetings, of this Association or Board of Directors meetings, will have their office declared vacant unless the Board excuses such absences. Their office shall be filled in accordance with the procedures contained herein.

## **7.5 Vacancies**

The President is responsible for finding a candidate and presenting this person to the Board for a majority Board approval. The President may appoint special committees for this purpose.

## **7.6 Compensation**

The Board shall serve without salary for their services. Any Board member may be reimbursed for expenses approved by the budget and/or the Board. 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.

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

## **7.7 Written Reports**

With the exception of the President, all Board members of this Association shall report the functions of their office, in writing, at each regular meeting of the Association.

Each active committee shall report the activities of their committee, in writing, at each regular meeting of the Association. If the committee reports directly to one of the Board members, other than the President, then the committee's report may be combined/included in the appropriate Board member's report.

All Officers and Directors of the Association shall report the functions of their office, in writing, at each AGM.

## **7.8 Parliamentarian**

The Chairman of Appeals and Discipline shall act as Parliamentarian, using "Roberts Rules of Order, Newly Revised" as a guide.

## **7.9 Minutes**

The Board shall keep regular minutes of its proceedings. Minutes shall be approved at the next Board meeting. The approved minutes, including monthly reports from officers and committees, shall be placed in the minute book of the Association.

## **7.10 Grievance Involving Members of the Board**

A member of the Board may be a coach, administrator, or other official with, or otherwise be affiliated with, a soccer team or club registered with the Association. If any grievance or complaint involving such team or club is filed with the Association at any level, said member may not act on behalf of such team or club, nor be entitled to vote on, that grievance.

## **8 Officers, Directors, Employees and Agents: Powers and Duties**

### **8.1 President**

The President of the Association is charged with the overall administration and executive functions of the Association and shall preside at all Annual General Meetings and all Special General Membership Meetings of the Association and all meetings of the Board. Except the Standing Committees, which shall be appointed as provided herein, he or she shall appoint all other committees that he or she shall deem necessary to carry out the business of the Association. he or she is an ex=officio voting member of all Standing Committees and all other committees. he or she shall cast the deciding vote in the event of a tie at any meeting at which he or she is presiding, or he or she may waive the right to do so. he or she shall submit an annual report in writing at the AGM, and said report shall become part of the minutes of such meeting.

President shall be authorized to sign on all bank accounts, contracts approved by the Board, and tax documents unless prohibited by terms of employment. President shall not be related by blood or marriage or reside in the same household as another authorized signer on all bank accounts.

The President shall be responsible for insuring that all persons with responsibility for the funds of the Association, including, without limitation, check=signing authority on a bank account of the Association, are fidelity bonded.

The President is empowered to take prudent and reasonable action in cases not covered in the Articles of Incorporation, these Bylaws, and the Rules and Regulations of the Association, and such authority is implicit in the office. However, any such action shall be reported in writing to the Board within three (3) days of such action and attached to the minutes of the next meeting of the Board.

The President will attend to the duties of the Association's affiliation with NTSSA or will appoint his or her proxy for this duty.

The President, with the approval of the Board, has the authority to hire the appropriate personnel to conduct the business of the Association as the President is designated as Chairman of the Management Committee. This includes, but is not limited to, office staff, registrar, referee assignor, scheduler, etc. Once hired, all Association employees will be managed by the Management Committee and will report directly to the Chairman of the Management Committee.

The President shall be the Chairman of the Board] shall delegate authority and/or responsibilities to other Board members, Directors or members as may be necessary] shall deliver to the new President, when leaving office all notes, records and information pertaining to the Association in h is or her possession.

The president shall appoint a Board member, subject to two=thirds (2/3) approval of the Board, who is not authorized to sign on any bank accounts to open, review, initial, and date each bank statement.

### **8.2 Executive Vice President**

The Executive Vice President shall succeed to the office of President in the event that office becomes vacant. They shall serve in that office until the next regularly scheduled Board meeting, at which time the Board will appoint a President to serve until an election can be held at the next Annual General Meeting.

The Executive Vice President shall succeed to the powers of President in their absence.

The Executive Vice President shall be the Chairman of the Rules and Regulations and Bylaw Committee as well as the Competitive Committee and shall report the activities of these committees, in writing, at each regular meeting of this Association. The Executive Vice President is also a designated member of the Management Committee.

Executive President shall be authorized to sign on all bank accounts and shall not be related by blood or marriage or reside in the same household as another authorized signer on all bank accounts.

### **8.3 Vice President, Appeals and Discipline**

The Vice President, Appeals and Discipline shall be Chairman of the Appeals and Disciplinary Committee and shall report the activities of this Committee, in writing, at each regular meeting of this Association.

They shall succeed to the powers of the Executive Vice President in the absence of the Executive Vice President and to the powers of the President in the absence of both the President and the Executive Vice President.

They shall ensure that all reports and notices relating to this office are submitted correctly and on time to the Association and to higher authorities as required.

They shall be responsible for maintaining and updating accurate records on all individual and team misconduct points or card accumulations (as appropriate).

They shall conduct Appeals and Disciplinary training for the Board and the coaches of the Association on an annual basis.

They are responsible for ensuring that the Association follows the guidelines and requirements of the NTSSA and higher authorities with respect to Appeals and Disciplinary actions.

The Vice President of Appeals and Discipline is also a designated member of the Rules and Regulations and Bylaws Committee as well as the Cup and Games Committee.

### **8.4 Secretary**

The Secretary shall keep minutes of all Board meetings and Membership meetings. The Board will approve their minutes and the voting members will approve membership meeting minutes. The Secretary will keep all approved minutes in a book and have this book available for review by all Board and Association members.

### **8.5 Treasurer**

The Treasurer shall serve as the financial officer of the Association for their appointed league and shall be responsible for coordinating budget appropriations, complete financial reconciliation and report in writing, prior to each scheduled Board meeting, a balance sheet and income statement. The reporting will be itemized by category.

They shall chair the Budget and Finance Committee and shall review and initial all contracts by this Association.

Treasurer shall be authorized to sign on all bank accounts and shall not be related by blood or marriage or reside in the same household as another authorized signer on all bank accounts.

They shall require all checks for an amount over \$200.00 to have two (2) authorized signatures and shall be bonded. The person or persons receiving the check may not be either of the authorized signatures on the check and may not be related by blood or marriage or reside in the same household.

They shall pay all bills properly passed on, and duly budgeted, and all bills duly approved by the Board.

They shall be responsible for auditing the financial records of all other committees of the Association and their appointed league.

All financial records shall be available for review by any Association Member.

Treasurer shall be authorized to sign on all bank accounts and shall not be related by blood or marriage or reside in the same household as another authorized signer on all bank accounts. Treasurer shall complete and file all necessary tax documents and be authorized to sign tax documents if the president is prohibited by terms of employment.

## **8.6 Vice President, Recreational League**

The Vice President, Recreational League shall be the Chairman of the Team Formation Committee and Chairman of the Scheduling Committee. These committees are convened only when needed and additional members appointed by the Chairman as necessary. He or She shall report the activities of this office, in writing, at each regular scheduled meeting of this association. He or She shall also report the activities of these committees if convened.

The Vice President, Recreational League shall be responsible for all aspects of league management for all age groups. He or She shall be responsible for the Director, Major Divisions and Director, Minor Divisions and shall guide them in the day-to-day activities of managing the leagues.

## **8.7 Director, Major Divisions**

The Director, Recreational Major Divisions shall be responsible for the formation of U9 and older teams within the jurisdiction of the Association. They may appoint Age Group Commissioners, as they deem necessary to carry out this function, with approval of the Vice President, Recreational League. They shall be a member of the Rules and Regulations and Bylaw Committee, and the Scheduling Committee, and be advisor to the Coaches Committee. They shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee Chairman.

The Director, Recreational Major Divisions shall also be a designated member of the Cup and Games Committee.

## **8.8 Director, Minor Divisions**

The Director, Minor Divisions shall be responsible for the formation of U8 and younger teams within the jurisdiction of the Association. They may appoint such Age Group Commissioners, as they deem necessary to carry out this function, with approval of the Vice President, Recreational League. They shall be a member of the Rules and Regulations and Bylaw Committee, and the Scheduling Committee, and be advisor to the Coaches Committee. They shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee Chairman.

The Director, Minor Divisions shall also be a designated member of the Cup and Games Committee

## **8.9 Director, Recreational Coaching and Development**

The Director, Recreational Coaching and Development shall be the Chairman of the Coaches Committee and shall report the activities of this committee, in writing, at each regular meeting of this Association.

The Director, Recreational Coaching and Development shall be responsible for all aspects of the overall program development for coaches. Director will organize teaching sessions for coaches and licenses and be a source to coaches for development of their technical skills. They have the authority to schedule/order any clinics, instructors, or other items deemed necessary for helping coaches with particular aspects of the game. He or She would recommend and create age appropriate fitness programs to coaches with developmental training ideas.

The Director, Recreational Coaching and Development shall also be in charge of developing, executing, and maintaining the Association's athlete skills program (ie: WYSA Skills Nights). This will include the selection and coordination of coaches that are used to fulfill the program's instruction. He or She will work with the Director, Recreational Special Events for the coordination of all administrative activities associated with hosting the athlete skills program.

### **8.10 Director, Referees**

The Director, Recreational Referees shall currently be, or within the last 3 years have been, a registered USSF Referee and shall be the Chairman of the Referee Committee and shall report the activities of this committee, in writing, at each regular meeting of this Association.

The Director, Recreational Referees is responsible for all aspects of the overall development for referees. This includes, but is not limited to, training, recruiting, critiquing, grading, etc.

The Director, Recreational Referees may also serve as the Referee Assignor. It is understood that the Director of Referees may receive compensation when acting in the capacity of either a Referee or Referee Assignor or both. However, at no time will the Director of Referees receive a salary for his or her work on the Board.

They are also a designated member of the Rules and Regulations and Bylaws Committee as well as a designated member of the Cup and Games Committee.

### **8.11 Director, Facilities**

The Director shall be the Chairman of the Facilities and Equipment Committee and shall report the activities of this committee, in writing, at each regular meeting of this Association.

They shall coordinate the use of the fields and equipment for all age groups and will be a liaison to the Referee Assignor, the Scheduling Committee and the City Parks Department. The Director may appoint with the approval of the board Field Commissioners to handle the weekly maintenance of the fields at different locations and they will work under his or her direction as a volunteer. The Director may also, with the approval of the Board, hire and manage field personnel to attend to maintenance of the fields (i.e Survey and marking). It is understood that the Commissioners or director, with approval of the Board, can be one of the hired maintenance personnel to maintain the field marking or surveying a new field.

### **8.12 Director, Services**

The Director of Services shall be responsible for the overall services including, but not limited to: uniforms, trophies, awards, pictures, etc.

The Director of Services shall be Chairman of the Services Committee and shall report the activities of this committee, in writing, at each regular meeting of this Association.

### **8.13 Director, Special Events**

The Director of Special Events is responsible for all special events taking place within the Association. These include, but are not limited to: camps, clinics, play days, etc.

The Director of Special Events shall also be a designated member of the Cup and Games Committee, and will assist the Director of Coaching and Development with any and all administrative tasks associated with the Association's skills program(s).

## **8.14 Other Positions (Other non-officer positions in the Association)**

### **8.14.1 Office Administrator**

The Office Administrator of the Association shall be the chief administrative staff person of the Association and subject to the supervision of the Management Committee, shall report directly to the President of the Association. He or She shall perform such duties as may be incident to his or her position or specifically delegated to him/her by the Management Committee.

The Office Administrator shall be selected by and serve at the pleasure of the Board and receive such compensation and other emoluments as the Board may from time to time determine. The Office Administrator shall be an at-will employee of the Association and may be terminated at any time by the Board in its sole discretion. The Office Administrator position may be filled by a Board member or Association member. If the Office Administrator is also a Board or Association member, then any compensation received must be directly related to their employee duties and not their status within the Association.

The Office Administrator may also, with the approval of the Board, be the registrar.

### **8.14.2 Registrar**

The Registrar of the Association shall be responsible for the registration and eligibility of all players and teams within the jurisdiction of the Association. The Board may appoint Assistant Registrars to assist the Registrar in his or her duties as the Board deems appropriate.

The Registrar(s) will be at-will employees of the Association, paid by funds of the Association, and may be terminated at any time by the Board in its sole discretion. The Registrar(s) shall report to the President.

The Registrar (s) position may be filled by a Board member or Association member. If the Registrar(s) is also a Board or Association member, then any compensation received must be directly related to their employee duties and not their status within the Association.

The Registrar may also, with the approval of the Board, be the Office Administrator.

### **8.14.3 Referee Assignor**

The Referee Assignor(s) will be at-will employees of the Association, paid by funds of the Association, and may be terminated at any time by the Board in its sole discretion. The Referee Assignor(s) shall report to the Director of Referees unless it is the same person in which case they shall report to the Executive Vice President.

The Board, on behalf of the Association, is the ultimate employer of the Referee or Assistant Referee and shall ensure that all referees are paid for services rendered. The Referee Committee shall recommend to the Board an annual pay scale for Referee and Assistant Referee] approval of the pay scale by the Board requires a two-thirds (2/3) majority vote.

Each Referee Assignor will advise the Referee Committee throughout the year as to any difficulties that arise as to referees performing their task.

The Referee Assignor(s) position may be filled by a Board member or Association member. If the Referee Assignor(s) is also a Board or Association member, then any compensation received must be directly related to their employee duties and not their status within the Association.

## **9 Committees**

### **9.1 Standing Committees**

The following Standing Committees shall be appointed by the appropriate Chairperson and approved by a two-thirds (2/3) majority vote of the Board at the first Board Meeting following the Annual General Meeting of each year. Vacancies on such committees shall be filled by appointment from the general membership, within thirty (30) days of occurrence of such vacancy. In case of emergency, the Committee Chairman shall have the authority to fill vacancies of their committee by appointment until such vacancy can be filled in accordance with normal procedures. All committee meetings/hearings are open to the general public. In the instance of a Board position vacancy causing an absence of Chairperson for any committee, with two-thirds (2/3) vote, the Board may appoint and approve any member of the Association or Board to act as Chairperson until the Board position is properly filled and no longer vacant.

#### **9.1.1 Management Committee**

The Management Committee shall be composed of the President as Chairman, the Executive Vice President and one (1) other elected Officer, to be nominated by the President and approved by majority vote of the Board. The Management Committee will be named annually. The Management Committee will oversee the employees and the administrative business of the Association.

#### **9.1.2 Budget and Finance Committee**

It shall be composed of the Treasurer as Chairman and two (2) members.

It shall submit a proposed budget for the Association for the upcoming fiscal year to the Board two (2) months prior to the Annual General Meeting.

It shall report the status of the budget to the members at the General Membership Meetings.

An annual audit shall be conducted by an agency appointed by the Management Committee. The agency shall be instructed to make any recommendations to improve the Association record keeping processes. The results of the audit will be shared with the Board. The Budget and Finance Committee shall not include a salaried employee of the Association.

#### **9.1.3 Nominating Committee**

The Nominating Committee shall be composed of a Chairman appointed by the Board and three (3) other members] however, these appointments shall be made two (2) months prior to the AGM. It shall present to the Board a slate of persons nominated for election one (1) month prior to the Annual General Meeting.

The Committee shall prepare written ballots to be used in such elections.

The Committee will ensure that all candidates have been screened and meet the qualifications required by these Bylaws. If any candidate is in need of a waiver, that request should be submitted along with a recommendation from the nominating committee.

#### **9.1.4 Facilities and Equipment Committee**

It shall be composed of the Director of Facilities as Chairman and three (3) members. Its purpose shall be to acquire and maintain the facilities and equipment utilized by this Association. Duties include, but are not limited to, field preparation] field design and layout] and the purchasing and maintenance of equipment such as balls, goals, nets, paint, tools, etc.

### **9.1.5 Services Committee**

It shall be composed of the Director of Services as Chairman and three (3) other members.

It shall establish guidelines for uniforms, awards, trophies, etc, and, with the approval of the Board, shall purchase these items as necessary.

It shall be responsible for setting up the pictures for the Association to include choosing a photography company, setting up picture days and working out any other details involved with pictures.

### **9.1.6 College Scholarship Committee**

The College Scholarship Committee shall be comprised of a Chairperson appointed by the Board and up to four (4) other members] however, no person of the committee shall be related by blood or marriage to, or reside in the same house as, any college scholarship applicant.

### **9.1.7 Team Formation Committee**

The Team Formation Committee shall be comprised of the Vice President, Recreational as Chairman] Director Minor Divisions] and Director Major Divisions who shall work with the Office Administrator and Registrar acting as liaisons. The committee will meet prior to each season, and as necessary, to entertain special requests, balance teams via arbitrary placement or draft of 'pool' players and/or 'wait list', and ensure team capacities are intact. The Team Formation Committee will report to the Board number of players and teams per division prior to each season and on an as needed basis. The committee may, at its discretion, present to the Board special requests for majority vote.

## **9.2 Special Committees**

The President at his or her discretion may appoint committee(s) for special purpose(s) as assigned by the President. Those Chairpersons of such committees may acquire additional committee members from the general membership of the association.

## 10 Procedure for Appeals

In no event shall any person or persons or organization under the jurisdiction of this Association resort to any court, including any county, state, or federal, until all appeal procedures have been exhausted. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines set forth by the United States Soccer Federation, and shall be liable for all expenses incurred by the Association and its officers and members in defending each court action, including but not limited to court costs, attorney fees, reasonable compensation for time spent by the Association officers and members in responding to and defending against allegations in the actions, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the Court action.

### 10.1 Procedure for Filing Appeals

Procedure for filing appeals shall be as follows:

1. All appeals to the Appeals and Disciplinary Committee must be submitted in writing and received within five (5) days of the appealed decision. A \$50.00 fee (cash or cashier's check) shall accompany all appeals. If the Committee upholds the appeal, the fee will be returned. If it is denied, the fee will be forfeited to the treasury of this Association.
2. This Committee, at its discretion, may, when requested in writing to do so, waive the time limit for filing appeals but in no case shall an extension of more than ten (10) days be granted.
3. All appeals to this Committee must be made in writing to the Chairman of the Committee. In cases of controversy as to timely receipt of appeals, the postmark date (postage meter not acceptable) will govern.
4. Upon receipt of appeal, properly submitted, the Chairman of the Committee shall set a time and place for the hearing and will serve notice to all appropriate parties. Such hearing settings are solely the responsibility of the Committee, but all such hearings must be scheduled within ten (10) days of receipt of the appeal and the appealing party is bound to present all information and evidence relative to the appeal at the hearing.
5. Decisions of the Appeals and Disciplinary Committee may be appealed to the Board of this Association. Procedures for filing appeals with the Board shall be exactly (including time limit and filing fee) as for filing with the Appeals and Disciplinary Committee except that all material shall be submitted to the President, who shall serve notice to all concerned parties of the receipt and the time and place for the hearings.
6. Any decision of a Board Member or Standing Committee may be appealed to the Appeals and Disciplinary Committee.
7. Decisions of the Board may be appealed to the North Texas State Soccer Association. Appeals must be submitted, in writing, to the North Texas State Soccer Association within five (5) days of the Board decision and accompanied by the fees set forth in the Bylaws of the North Texas State Soccer Association.
8. All decisions at all levels of the appeal process shall stand and be in full force and effect until changed by a higher authority.

## **11 Rules and Regulations**

Except as otherwise specified under the Rules and Regulations of this Association herein, Rules of Play of the United States Soccer Federation and its National Associations of which North Texas State Soccer Association and this Association is a member, will apply in all competitions.

## **12 Miscellaneous**

### **12.1 Administrative Remedies**

In no event shall any person, persons, or organizations under the jurisdiction of the Association resort to any court, including any county, state, or federal court, until all appeal procedures and all other administrative remedies available within the Association have been exhausted. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines as set forth by the United States Soccer Federation, and shall be liable for all expenses incurred by the Association and its Directors, officers, and members in defending each court action, including, but not limited to, court costs, attorneys' fees, and reasonable compensation for time spent by the Association's officers and members in responding to and defending against allegations in the actions, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the court action.

### **12.2 Conflicts of Interest**

#### **12.2.1 Soccer Conflict of Interest**

Any member of the Board, a Standing Committee, or any other committee of the Association shall abstain from discussion of and voting upon any subject matter being considered by the respective body if such would constitute a conflict of interest, directly or indirectly, with any individual, player, coach, manager, official, referee, parent, or team, including, without limitation, those conflicts of interest related to hearing protests or appeals related to the member's team, club players or coach, or parents or managers involved with the member's team or club.

#### **12.2.2 Other Conflicts of Interest**

It is the policy of the Association that no member of the Board, a Standing Committee, or any other committee or any officer or any employee of the Association shall have any association with or interest in any business enterprise which would conflict with the proper performance of his or her duties or responsibilities as such or which might tend to affect his or her independence or judgment with respect to transactions between the Association and any such business enterprise.

It is also the policy of the Association that no member of the Board or any committee or any officer or employee of the Association shall have, directly or indirectly, any material personal business or financial interest with, or in any business enterprise with which, the Association does business, including, without limitation, the member, or any person in the immediate family of the member, holding a position with a supplier of goods and/or services to the Association, unless the material facts of the relationship or the interest in the business are disclosed to the Board and the Board in good faith authorizes the contract, of the disinterested Directors. If a member of the Board, rather than a member of a committee, is the person making the disclosure, the interested Director may be counted in determining the presence of a quorum at a meeting of the Board, whereat the disinterested Directors consider whether to authorize the contract, transaction, or relationship.