

RESTATED BYLAWS OF PLANO YOUTH SOCCER ASSOCIATION, INC.

These Bylaws of PLANO YOUTH SOCCER ASSOCIATION, INC. were duly adopted on June 15, 1994 and further amended on May 29, 2014 and again on March 28, 2022, at a meeting of the Voting Members as same are defined in these Restated Bylaws of the Association.

ARTICLE I -- OFFICES

- 1.1 Principal Office. The principal office of the Association in the State of Texas shall be located in the City of Plano, County of Collin, Texas. The Association may have such other offices, within the State of Texas, as the Board of Directors of the Association (the "Board") may determine or as the affairs of the Association may require from time to time.
- 1.2 Registered Office and Registered Agent. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association, and the Board may change the address of the registered office from time to time.

ARTICLE II -- MEMBERSHIP IN ASSOCIATION

2.1 Types and Classes of Members.

- (a) This Association shall be comprised of members, the qualifications of which shall be described as follows:
- (i) Adults. Adult members, both voting and non-voting, shall be persons: (a) who are twenty (20) years old or older; (b) who are qualified and have completed all requirements; (c) who agree to, and do in fact, adhere to the Articles of Incorporation of the Association (the "Articles"), the Bylaws of the Association, and all other rules and regulations of the Association (the "Rules and Regulations"); and (d) who have paid all dues and fees required by the Association; and
 - (ii) Youth. Youth members shall be non-voting members who shall be youth soccer players: (a) who are nineteen (19) years old or younger; (b) who have executed and delivered to the Board a youth membership application and release form, birth certificate, and any other document requested by the Board in its sole opinion; and (c) who has paid all dues and fees required by the Association.
- (b) The Voting Members of the Association shall be the adult members of the Association who qualify for one (1) or more of the following classes of Voting Members:
- (i) Class 1 is comprised of: (a) each head coach of each recreational team (i.e., being the "head coach" listed on the roster of such recreational team) properly registered with the Association; (b) the parent representative for each such recreational team, which parent representative shall be that person listed as the manager on that same recreational team roster and shall be the parent or guardian of a youth soccer player on that same recreational team roster; and (c) each of the members of the Recreational Division Committee except the Vice President-Recreational, who shall be a Class IV Voting Member (see below).

- (ii) Class II is comprised of: (a) each head coach of each competitive team (i.e. being the "head coach" listed on the roster of such competitive team) properly registered in both the Home Association and the Playing League with the Association; (b) the team representative for each such competitive team, which team representative shall be that person listed as the manager, on that same competitive team roster.; and (c) each of the members of the Competitive Division Committee except the Vice President-Competitive, who shall be a Class IV Voting Member (see below).
- (iii) Class III shall be comprised of each referee who is properly registered and who currently referees in the Association through NTSSA under the United States Soccer Federation.
- (iv) Class IV shall be comprised of each of the members of the Association who is a member of the Board.

2.2 Voting Rights

(a) Class I – In the elections of the members of the Board held in accordance with these Bylaws, the Class I Voting Members shall cast votes to elect all members of the Board then eligible for election except: (i) that Director which shall hold the position on the Board of Vice President - Competitive Division; and (ii) that Director which shall hold the position on the Board of Vice President - Referees.

(b) Class II - In the elections of the members of the Board held in accordance with the Bylaws, the Class II Voting Members shall cast votes to elect all members of the Board then eligible for election except: (i) that Director which shall hold the position on the Board of Vice President - Recreational Division; and (ii) that Director which shall hold the position on the Board of Vice President - Referees.

(c) Class III - The Class III Voting Members shall cast votes to elect only that Director which shall hold the position on the Board of Vice President - Referees.

(d) Class IV - Class IV Voting Members shall cast votes to elect all members of the Board.

(e) All voting Classes shall be eligible to cast votes for Bylaw changes and resolutions

2.3 Terminations, Expulsion, or Suspension of Membership. Any member (adult or youth, voting or non-voting) of the Association may be expelled and his membership or relationship with the Association be terminated, canceled, or forfeited, or he or she may be suspended or censured, by the Board in its sole discretion or through its consideration of a recommendation of any committee of not less than five (5) Voting Members appointed by the Board, for a violation of the Association's Articles, Bylaws, Policies or Rules and Regulations or for conduct prejudicial to the interests of the Association (however, a red card in itself shall not be considered an expulsion for these purposes).

Also, any member may resign at any time. However, the resignation, expulsion, termination, suspension or censure, of a member does not relieve the member from any obligations the member may have to the Association.

Upon the Board reaching the conclusion that the membership of a member should be terminated or forfeited or that a member should be suspended or expelled, the Board shall issue a written notice of such termination, expulsion, or suspension with the reasons therefore, which may include as a valid basis for termination, expulsion, or suspension, a lack of confidence in the member to

fulfill his obligations as a member, and in such notice shall give the member fifteen (15) days in which to appeal this decision to the Board in writing. If such written appeal is not timely received, the termination, expulsion, or suspension is effectual, and no further appeals are available.

If a written appeal is timely received, the Board, shall appoint an appeal committee with no less than three (3) members, who need not be members of the association. The committee shall set a hearing date and time and place for the appeal and notify the member in writing of such hearing date, time and place. Such hearing date will be within fifteen (15) days of the Board's receipt of the appeal, and the appealing member must attend to present all information and evidence that he or she reasonably desires. Only after exhausting all remedies afforded the member by the Association, may the member appeal or otherwise challenge the decision or directive of the Board to NTSSA.

2.4 Suspensions from Governing Bodies

The Association will honor all orders of suspension of members of the Association or persons affiliated with the Association, including, without limitation, all players, team coaches, managers, administrators, parents, or referees, issued by the North Texas Soccer Association ("NTSSA") or any other like state association of the United States Soccer Federation Division.

The membership year shall be the fiscal year of the Association.

ARTICLE III -- GOVERNMENT OF ASSOCIATION

- 3.1 Government of Association. The Board shall be the governing body of the Association, and the members of the Board shall be elected as provided herein.
- 3.2 Affiliation with the North Texas State Soccer Association (NTSSA). The Association shall be directly affiliated with and comply with the authority of the NTSSA and shall represent all its members and respective interests in and before NTSSA with regards to soccer related activities.
- 3.3 Superseding Authority Precedence of NTSSA Rules and United States Soccer Federation ("USSF") Rules. The Association recognizes the superseding authority and precedence of the articles of incorporation, bylaws, policies, rules and requirements of NTSSA and USSF.
- 3.4 Territory of the Association: The territory under the jurisdiction of the Association is defined as being that part of Collin County, Texas which lies within the boundaries of the Plano Independent School District. A map reflecting the territory under the jurisdiction of the Association shall be on file with NTSSA.
- 3.5 Jurisdiction. The Association shall have jurisdiction over all members (adult and youth, voting and non-voting), administrators, parents, referees, coaches, assistant coaches, managers, players, and teams and all parents, and all other persons affiliated with such teams. Each member of the Association and each of the other persons or entities listed in the immediately foregoing sentence will adhere to the Articles, these Bylaws, Policies, the Rules and Regulations, and requirements of the Association and will comply with the authority of the Association.
- 3.6 Fiscal Year. The fiscal year of the Association shall be from July 1 to June 30.
- 3.7 Books and Records. The Association shall keep and complete books and records of account and shall keep minutes of all meetings of the Board at its principal office.
- 3.8 Resignation. Any member of the Board, any member of any other committee of the Association, or any office or agent may resign by giving written notice to the President of the Association or by giving notice at any scheduled meeting of the Board of Directors or of the Association (Annual or Special).. The resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 3.9 Amendments to Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Association by a two-thirds (2/3) vote of the total

Voting Members present, upon a quorum being established in accordance with paragraph 4.35 Quorum, hereof; provided, however, it is recommended that all Voting Members have been given ten (10) days written notice of the proposed amendments, including a written copy of the proposed amendments. Bylaw change may be submitted from the floor during an AGM or SGM provided that the change is documented in writing and a copy is available for each voting member present.

- 3.10 Policies and Rules and Regulations. The board of directors, or the membership at any AGM or SGM of the Association with the consent of a majority of the Board of Directors first obtained, may adopt or amend Policies and/or Rules and Regulations of the Association.

ARTICLE IV -- MEETINGS OF ASSOCIATION AND THE BOARD

- 4.1 Place of Meetings. All general membership meetings of the Association shall be held at such place as shall be designated by the President (with such general membership meetings that are held on an annual basis as provided herein, being called the "Annual General Membership Meeting" or an "AGM" and all specially called meetings, being called the "Special General Membership Meeting" or "SGM"). All general membership meetings, whether an AGM or a SGM, of the Association will be open to the members and the general public, but only those members who are Voting Members as provided herein and, as such, have voting right as established hereunder, shall have the right to make and second motions and to vote at such meetings. However, "executive sessions" of an AGM or an SGM or any meeting of the Board or any committee of the Association may be called by a two-thirds (2/3) approval of the members of that body who are present and entitled to vote to discuss personnel, real estate, or legal matters.
- 4.2 Annual Meeting. The Annual General Membership Meeting of the Association (AGM) and/or the reconvened AGM due to lack of quorum or other cause(s) shall be held each fiscal year during the period from May 1- June 30 at such time and place designated by the President (or within sixty (60) days before May 1 as determined by the Board in its discretion by majority vote) at which AGM the election of the Directors/Officers of the Association shall occur and the transaction of such other business as may properly be brought before the meeting. . The order of business for such meeting shall be: (i) roll call (which may be determined by written sign-up sheets completed at check-in and reported to the meeting) and vote accreditation; (ii) establishment of a quorum; (iii) presentations and awards; (iv) approval of minutes of last meeting; (v) communications; (vi) unfinished business; (vii) reports of Directors, Officers, standing committees and other committees, (viii) amendments of Bylaws; (ix) new business; (x) election of Directors/Officers; (xi) good of the game; and (xii) adjournment.
- 4.3 Special Meeting. Special General Membership Meetings of the Members 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 petition of twenty percent (20%) of the Voting Members. , Business transacted at all Special General Membership Meetings shall be confined to the purpose stated in the notice of the meeting, and the meeting shall require (i) roll call (which may be determined by written sign-up sheets completed at and reported to the meeting) and vote accreditation; and (ii) establishment of a quorum.
- 4.35 Quorum: Five percent (5%) of the votes entitled to be cast represented in person shall constitute a quorum for an AGM or SGM. When a quorum is present at any meeting, the vote of the majority present at such meeting shall decide any question or

election of Directors/Officers brought before such meeting, except those involving amendments to Bylaws for which a different vote is required. The Voting Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.4 Board Meetings.

Regular meeting of the Board shall be held at a time and date specified by the President. There will be a minimum of 2 meetings per calendar quarter. A quorum of a majority of the members of the Board is required for this meeting. Date and time of the meeting will be conveyed to each board member 5 days prior to the meeting unless a special meeting is called then best effort will be made to give board members as much advance notice as possible. Time and date of meeting will also be posted at a generally visible location in the PYSA administrative office to make the general membership aware of the meeting. 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.

4.5 Emergency Actions. Any three (3) members of the Board (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 in writing to all Board members within three (3) days of taking such action.

4.6 Proxy. There shall be no vote by proxy or by mail for any AGM, SGM, meeting of the Board, or any committee of the Association and proxies may not be used for any other purpose.

ARTICLE V -- NOTICE

5.1 Notice of Meetings.

(a) With respect to AGM and SGM meetings, written, printed, or electronic notice stating the place, day, time and the purpose or purposes for which the meeting was called, shall be delivered not less than ten (10) days before the meetings, either personally, by mail, by electronic version, or at the direction of the President, to each member of the Association of record entitled to vote at the meeting unless otherwise provided in these Bylaws. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member of the Association at the address as it appears on the records of the Association, with postage thereon prepaid. If electronically mailed, such notice shall be deemed to be delivered when the electronic version is sent to the electronic mail address to the Member of the Association at the address as it appears on the records of the Association.

(b) With respect to special meetings of the Board, written or printed notice of a special meeting of the Board stating the place, day and hour of such meeting and the purpose(s) for which the meeting is being called shall be delivered not less than five (5) days before the meeting, either personally, by electronic version, or by mail, to each Director.

(c) Regular meetings of the Board shall be published on the Associations website and posted in the principal office of the Association.

5.2 Waiver of Notice. Whenever any notice is required to be given to any Voting Member or Director 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, 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.

ARTICLE VI -- BOARD OF DIRECTORS

6.1 Board of Directors. The Business and affairs of the Association shall be managed by its Board of Directors; each of the members of the Board shall be the Directors of the Association, each of who will be entitled to one (1) vote. The Board shall transact and direct all business of the Association and shall have the power to enforce the Laws of the Games, the rules of NTSSA, the United States Soccer Federation, and its respective divisions, and the Articles of Incorporation, the Bylaws, and Rules and Regulations of the Association including, without limitation, all membership terminations, forfeitures, cancellations, expulsions, suspensions, or censures as provided in paragraph 2.2 hereof. The Board shall also hear appeals of decisions of the Disciplinary and Protest Sub-Committee of the recreational youth soccer division (the "Recreational Division") and the competitive youth soccer division (the "Competitive Division") of the Association, each of which Divisions are administered on behalf of the Association and its Board by two (2) Standing Committees appointed by the Board, the Recreational Division Committee and the Competitive Division Committee, as provided herein below.

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

6.2 Members of Board of Directors and Their Respective Terms and Qualifications. The Directors, i.e., the members of the Board, are listed below. The terms of the Directors shall be staggered as provided below, and the annual election at the AGM shall occur for those Directorships available for election for the fiscal year listed below opposite the Directorship:

President/Director	(Even years)
Vice President - Recreational Division/Director	(Odd years)
Vice President - Competitive Division/Director	(Even years)
 Vice President - Referees/Director	 (Odd years)
 Treasurer/Director	 (Odd years)
Secretary/Director	(Even years)
Immediate Past President/Director	(Two Year voting term)

Any member of the Board that desires to seek election to another Director/Officer position must, prior to the election at the AGM, resign as an officer in the capacity he or she is then holding. Directors/Officers may serve on the Board without limitations as to number of terms (consecutive or otherwise). To qualify for a position on the Board, a candidate must have previously served at least one (1) year as a member of either the Recreational Division Committee or the Competitive Division Committee or a candidate must be approved by a majority vote of the Board. A candidate shall not be a voting member of another member association and shall not currently be under suspension, expulsion, bad standing, or other sanctions with the Association, NTSSA or its Affiliates or member associations, USSF or its Affiliates or member associations, etc.. To qualify as a candidate for the position of Vice President-Referees/Director, a person must previously have served at least one (1) year on the Referee Committee, the Recreational Committee, or the Competitive Committee and must be properly registered and currently referee in the association through NTSSA under the United States Soccer Federation. Newly elected board positions will be effective at the conclusion of the AGM in which they were elected.

Creation of new position on the Board will be the duty of the Board, subject to an amendment to the Bylaws approved by the voting membership, in the same manner as any other amendment to the Bylaws.

The Board shall have no more than two (2) Directors at any time affiliated with any individual soccer club or team.

All officers of the Association shall be members of the Board.

6.3 Vacancies

In the event any office of the Board of Directors becomes vacant, the President shall make an appointment to fill such vacancy until the next AGM or SGM (called for that purpose), at which time a special election shall be held and a Director/Officer is elected to fill the vacancy for the remainder of the term, if the position is not up for election at the next AGM

6.4 Removal.

- (a) Any member of the Board shall be required to resign following a majority vote of the Voting Members of the Association of "no confidence" at an SGM; or twenty percent (20%) of the Voting Members may petition for a vote of "no confidence" by the Board as to a Board Member; the petition must be submitted in writing to the Board, which in turn will review and vote to approve or reject the petition within fifteen (15) days of receipt of such petition; such vote must be passed by a two-thirds (2/3) majority of the Board. Approval of the petition will result in the removal.
- (b) any member of the Board who is absent from two (2) or more consecutive regular meetings or four (4) or more total regular meetings of the Board in any fiscal year may have his office declared vacant by a majority vote of the Board.

6.5 Compensation. The members of the Board shall serve without salary for their services as a Board member. Any Board member may be reimbursed for reasonable out-of-pocket expenses approved by the Board. However, a Board member may receive compensation outside of their Board position responsibility which could include but is not limited to serving as a referee, a field marshal, a complex director or a tournament director.

6.6 Written Reports. All Directors and officers of the Association, except the Immediate Past President, shall report the functions of their office, in writing, at each AGM.

6.7 Parliamentarian. The President shall appoint a qualified Parliamentarian to assist the President at the discretion of the President during his/her term, using *Roberts Rules of Order, Newly Revised* as a guide. The President may appoint a professional Parliamentarian to assist the President in which case the Parliamentarian shall be compensated, if and when necessary, at the discretion of the President.

6.8 Minutes. The Board and each committee of the Association shall keep regular minutes of their respective proceedings. The minutes shall be retained at the Associations principal office, and shall be approved at the next meeting of such body.

6.9 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, such Director may not act on behalf of such team or club, nor be entitled to vote on, that grievance.

ARTICLE VII -- OFFICERS, EMPLOYEES, AND AGENTS: POWERS AND DUTIES

7.1 Officers. The officers of the Association shall be:

- (a) 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 Membership 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, the President shall appoint all other committees that the President shall deem necessary to carry out the business of the Association. The President is an ex-officio voting member of all Standing Committees and all other committees, including the Recreational Division Committee and the Competitive Division Committee. The President shall cast the deciding vote in the event of a tie at any meeting at which he or she is presiding, or the President may waive the right to do so. The President shall submit an annual report in writing at the AGM, and said report shall become part of the minutes of such meeting. The President shall be responsible for ensuring 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 a proxy for this duty.

- (b) Treasurer The Treasurer shall be the chairperson of the Planning and Finance Committee, which is a Standing Committee, and shall preside at the meetings of the Board in the absence of the President. The Treasurer shall be responsible for all monies collected by the Association, including, without limitation, all monies collected by the Recreational Division Committee and the Competitive Division Committee and any other committee of the Association, and shall keep a detailed account of income and expenditures. The Treasurer shall pay all bills properly passed on, and duly budgeted, and all bills duly approved by the Board. The Treasurer shall be responsible for auditing the financial records of the Recreational Division Committee and the Competitive Division Committee and those of all other committees of the Association.
- (c) Secretary. The Secretary shall keep minutes of the AGM, any SGM, and all Board meetings and will maintain the minutes of such meetings and shall preside at the meetings of the Board in the absence of those above.
- (d) Vice President - Competitive Division. The Vice President - Competitive Division shall be the chairperson of the Competitive Division Committee and shall preside at the meetings of the Board in the absence of those above. The Vice President - Competitive Division shall be responsible for the management and administration of the Competitive Division Committee and the Competitive Division, which is the competitive youth soccer division of the Association supervised by said Committee. The Vice President - Competitive shall have the power to suspend coaches, volunteers, or players within the competitive league in emergency situations. Such action shall be reported in writing to the Board of Directors within three (3) days and be attached to the minutes of the next meeting. The Vice President - Competitive Division shall report the activities of that office in writing at each monthly meeting of the Board. The minutes of the Competitive Division Committee meeting shall suffice.
- (e) Vice President - Recreational Division. The Vice President - Recreational Division shall be the chairperson of the Recreational Division Committee and shall preside at the meetings of the Board in the absence of those above. The Vice President - Recreational Division shall be responsible for the management and administration of the Recreational Division Committee and the Recreational Division, which is the recreational youth soccer division of the Association supervised by said Committee. The Vice President - Recreational shall have the power to suspend coaches, volunteers, or players within the recreational league in emergency situations. Such action shall be reported in writing to the Board of Directors within three (3) days and be attached to the minutes of the next meeting. The Vice President - Recreational Division shall report the activities of that office in writing at each monthly meeting of the Board. The minutes of the Recreational Division Committee meeting shall suffice.

- (f) Vice President - Referees. The Vice President - Referees shall be the chairperson of the Referee Committee and shall preside at the meetings of the Board in the absence of those above. The Vice President - Referees shall be responsible for the management and administration of all Referees within the Association, including, but not limited to, the Recreational and Competitive Divisions. The Vice President - Referees shall have the power to suspend referees, within the recreational or competitive league in emergency situations. Such action shall be reported in writing to the Board of Directors within three (3) days and be attached to the minutes of the next meeting. The Vice President - Referees shall report the activities of that office in writing at each monthly meeting of the Board. The minutes of the monthly meetings of the Referees Committee shall suffice for such report.
- (g) NTSSA Representative. The representative of the Association to the NTSSA shall be the President (unless the President designates a proxy as authorized herein above) and shall attend all NTSSA member meetings and report back to the Board all action and discussion at their meetings.
- (h) Immediate Past President. The Immediate Past President shall be responsible for assisting the President with the duties assigned by the President for one term.

7.2 Other Positions. Other non-officer positions in the Association may include:

- (a) Executive Director. The Executive Director of the Association shall be the chief administrative staff person of the Association and, subject to the supervision of and reporting directly to the President and shall perform such duties as may be incident to the office or specifically delegated to that position by the President. The Executive Director 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 Executive Director shall be an at-will employee of the Association and may be terminated at any time by the Board in its sole discretion.

Subject to the approval of the Board, the Executive Director or person acting in that capacity shall appoint such assistants and employees, as he or she may deem proper and necessary and shall define their duties and assign their work.

ARTICLE VIII -- STANDING COMMITTEES

Upon receiving recommendations from the Nominating Committee and any member of the Board as to the appropriate members of the Association to be members of the Standing Committees and as except as provided below, the members of the Standing Committees listed below shall be appointed by a two-thirds (2/3) majority vote of the Board at the first meeting following the AGM of each year; however, the chairperson of each Standing Committee shall be appointed by the President or shall be that person designated in the committee description below. Unless otherwise specifically provided herein, the term of office of each member of each Standing Committee will begin immediately following his or her appointment and ends following the first board meeting after the following AGM. Vacancies on such committees shall be filled by appointment by the President, within thirty (30) days of the occurrence of such vacancy; however, in case of an emergency, the committee chairman shall have the power to temporarily fill vacancies of any committee by appointment until such vacancy can be filled by the President in accordance with normal procedures. The committee meetings are open to the membership of the Association. Membership on each committee will be apportioned to represent the girls and boy's leagues in all age groups and divisions as much as possible or as required in the committee description. Upon any committee member being absent from a total of four (4) meetings of the committee, that position may be declared vacant at the discretion of the Board. The committee chairperson shall present a committee report in writing at the regular monthly meeting of the Board. A majority of the members of a Standing Committee shall constitute a quorum for that committee. If any Standing Committee

is not functional the responsible V.P. shall report the matter to the Board of Directors. The Board of Directors shall re-assign the duties of that committee until said committee regains its functionality.

The Standing Committees of the Association are as follows:

- 8.1 Recreational and Competitive Division Committees. A separate committee shall exist and be the supervising body of the Recreational Division and the Competitive Division, and such committee shall be called respectively, the "Recreational Division Committee" and the "Competitive Division Committee." Each of these Committees shall consist of the respective Vice President/Director designated herein above (i.e., Vice President - Recreational Division or Vice President - Competitive Division), who will serve as chairperson of the Committee, the chairperson of the Disciplinary and Protest Sub-Committee, the representative of the Referees Committee, the recorder of the Committee, the Boys Commissioner, the Girls Commissioner, and the League Directors for each league in that Division. Subject to the authority of the Board, each such Committee will transact and direct the business of its Division. The Committee shall meet the objectives of the Board in carrying out its duties.

The members of the Recreational Division Committee and the Competitive Division Committee must be at least twenty-one (21) years of age.

Except the respective Vice Presidents of the Recreational Division and the Competitive Division, the members of the Recreational Division Committee and the Competitive Division Committee will each been appointed by the Board for a term of two (2) consecutive fiscal years (i.e., July 1 through June 30) unless indicated otherwise below. The members of the Recreational Division Committee and the Competitive Division Committee will be appointed in the following manner:

	<u>RECREATIONAL</u>	<u>COMPETITIVE</u>
Vice President	(See paragraph 6.2 herein above)	
Boys Commissioner	(Even years)	(Odd years)
Girls Commissioner	(Odd years)	(Even years)
Recorder	(Odd years)	(Even years)
League Directors	(Each year)	(Each year)
Referee Committee Representative	(Each year)	(Each year)

There are no term limitations, except as it may be provided otherwise herein.

(a) Duties of the Members of Recreational Division and Competitive Division Committees.

- (i) Vice President. The respective Division Vice President shall be chairperson of the Committee for that Division and is charged with the overall administration and management of the Committee and the youth soccer division that the Committee supervises. The Vice President will assign duties to all members of the Committee as required. As chairperson of the Committee, the Vice President is empowered to take prudent and reasonable action in cases not covered by these Bylaws relating to that Committee and the youth soccer division that the Committee supervises. The Vice President may take immediate disciplinary action against coaches, assistant coaches, managers, players, parents, team representatives, and/or teams, or all other persons affiliated with such teams within the Division, and the Vice President must report immediately all such actions taken to the Board.

In the event of a tie vote in a meeting of the Committee at which the Vice President is the presiding officer, the Vice President shall cast the deciding vote or may waive the right to do so.

As a member of the Board, the Vice President will represent at the Board that respective Committee that he or she chairs and the youth soccer division that the Committee supervises.

- (ii) Boys Commissioner. The Boys Commissioner shall preside at meetings of the Committee in the absence of the Vice President. The Boys Commissioner shall be responsible for the conduct of the boys leagues and for any coeducational leagues in that Division. The Boys Commissioner shall serve as chairperson of the boy's league in that division and shall be the liaison between the League Directors and the remainder of the Committee. The Boys Commissioner shall be responsible for coordinating the requirements for the boy's leagues and shall define the schedules and playoff structures submitted by the League Directors.
- (iii) Girls Commissioner. The Girls Commissioner shall preside at meetings of that Committee in the absence of those above. The Girls Commissioner shall be responsible for the conduct of the girl's leagues in that division. The Girls Commissioner shall serve as the chairperson of the Girls League Directors for those girls' leagues in that division and shall be the liaison between the League Directors and the remainder of the Committee. The Girls Commissioner shall be responsible for coordinating the requirements for the girl's leagues and shall define the scheduled and playoff structures submitted by the League Directors.
- (iv) Recorder. The recorder of the Committee shall preside at meetings of the Committee in the absence of those above. The recorder of the Committee will record the minutes of all meetings of the Committee, attend to all correspondence, keep the records of the Committee and a list of its members, maintain a list of disciplinary actions taken against any player, coach, assistant coach, manager, referee, parent, team representative, team, or a any person affiliated with a team and maintain the records of any protests or appeals initialed within the youth soccer Division that it supervises.
In the absence of the recorder of the Committee, minutes of the Committee meetings shall be recorded by members of the Committee (except the Vice President) on the basis of alphabetical rotation. The minutes will be forwarded to the recorder of the Committee.
- (v) Referee Committee Representative. The Referee Committee Representative shall preside at meetings of this Committee in the absence of those above. The Referee Committee Representative shall report the activities of the Referee Committee in writing at each monthly meeting of this Committee.
- (vi) League Directors. The league directors are voting members of the Committee. When available, there will be one league Director for each age group. The League Directors report to the Commissioner.
League Directors shall keep a complete list of teams, including the coach and the parent representative from each team within their respective; as to recreational leagues, they will recruit coaches and forward coaches' contacts to their respective commissioners. League Directors will be responsible for the matters within their leagues and will be the liaison with the teams and commissioners. League Directors shall not be coaches or parents within their respective leagues without the express approval of their Committee and the Board.
The Recreational Division shall include age groups 4U-19U. The Competitive Divisions shall include 11U-19U excluding age groups that will not be active in any given season due to number of teams registering.

8.2 Risk Management. The Risk Management Committee shall function according to the guidelines established by North Texas State Soccer Association. The Chairperson shall be the PYSA Executive Director, or person acting in that capacity, who reports directly to the President. .

8.3 Tournaments and Awards Committee. The Tournaments and Awards Committee shall be composed of a chairperson appointed by the President –who shall be called the Chairman of Tournaments and Awards, and three (3) other members. It shall establish guidelines for tournaments, jamborees, and awards and, with the approval of the

respective committees, shall purchase trophies, medals, etc. to be presented to the winners and/or participants, as applicable, in each league and in playoff and championship games. The tournament committee shall also review scholarship applications for the Labor Day scholarship (Don Collins Memorial Scholarship) to determine recipients of said scholarships.

- 8.4 Public Relations and Civic Committee. The Public Relations Committee shall be composed of a chairperson appointed by the President – who shall be called the Director of Public Relations, and three (3) other members. It shall handle all matters pertaining to publicity. If within the Association budget, it may publish a newsletter for members of the Association covering soccer news and pertinent Association information. In association with the Registrar, it shall plan sign-ups and prepare flyers, posters, and publicity. This committee shall also be responsible for representing the Association in any civic activities or responsibilities that would benefit the Association, the community, and the game of soccer through positive and constructive efforts.
- 8.5 Planning and Finance Committee. The Planning and Finance Committee shall be composed of the Treasurer of the Association, who shall be the chairperson, and two (2) other members appointed by the Treasurer of the Association, of which there shall be one each from the Recreational Division Committee and the Competitive Division Committee. It shall consider and present to the Board and said Committees, as appropriate, suggested new programs and Association development activities. It shall present at the AGM a financial plan for the upcoming fiscal year.
- 8.6 Nominating Committee. The Nominating Committee shall be composed of a chairperson appointed by the Board and three (3) other members, two (2) of which shall be from the Competitive Division Committee and one (1) of which shall be from the Recreational Division Committee; It shall present to the Board a slate of persons nominated for election to the Board and a list recommended for appointment to Standing Committees, including the League Directors. The Committee shall prepare written ballots to be used in such elections. Anyone not placed on the ballot or not otherwise nominated by the Nominating Committee (i.e., Nominating Committee fails to act at all), can be nominated from the floor and elected at the AGM or SGM, so long as the nominee meets the qualifications for the position.
- 8.7 Bylaws Committee. The Bylaws Committee shall be composed of a chairperson and four (4) additional members. It shall be responsible for reviewing the Association's Rules and Regulations and the Articles of Incorporation and Bylaws and proposing changes to such as required at the meeting of the Board immediately preceding the AGM. All proposed rules and amendments to the Rules and Regulations, Articles of Incorporation, and Bylaws shall be presented to the membership (in accordance with paragraph 3.9Amendments to Bylaws.) At the AGM or an SGM for two-thirds (2/3) approval of Voting Members present, upon a quorum as required herein being established.
- 8.8 Referee Committee. The Referee Committee shall be composed of the Vice President - Referees, who shall be the chairperson, the respective Referee Committee Representatives on the Recreational Division Committee and the Competitive Division Committee, and one (1) additional member (recommended by the Vice President - Referees) appointed by the Board, which committee members shall be members of the Association and certified Referees. The Committee shall be responsible for all registration, training, evaluation, discipline, and promotion of Referees within the Association.

ARTICLE IX -- MISCELLANEOUS

9.1 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.

9.2 Conflicts of Interest.

- (a) *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.
- (b) *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 duties or responsibilities as such or which might tend to affect his 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.

9.3 Investment Advisors. The Board may from time to time contract with investment counsel, trust companies, banks, investment advisors, or investment managers regarding the Labor Day Tournament Scholarship Funds and any other funds of the Association and confer on those advisors full power and authority to:

- (a) purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Association; and
- (b) sell, transfer, or otherwise dispose of any of the Association's assets and properties at the time and for a consideration that the advisor deems appropriate.