

# GRAHAM SOCCER ASSOCIATION BYLAWS

## ARTICLE I

### OFFICES

#### 1.1 Principal Office.

Principal Office. The principal office of the Association in the State of Texas shall be located in the City of Graham, County of Young, Texas.

#### 1.2 Registered Office and Registered Agent.

The Association shall have and continuously maintain to 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 address of the registered office may be changed from time to time by the Board.

## 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 have executed and delivered to the Board an Association membership application for members, plus any other document 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, and do in fact, adhere to the Articles of Incorporation of the Association (the "Articles"), the Bylaws 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.

(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 several classes of Voting Members:

**(i) Class I** shall be comprised of: (a) each head coach of each team (i.e., being the "head coach" listed on the roster of such team) properly registered with the Association in the opinion of the Board; and (b) the parent representative for each such team, which parent representative shall be that person listed as the manager or team parent on that same team roster and shall be the parent or guardian of a youth soccer player on that same recreational team roster. Only the first designated assistant coach listed on the roster may be a designated substitute for the head coach.

However, if a member is a head coach and/or player representative for more than one such team, such head coach or player representative shall be counted for purposes of establishing a quorum of Voting Members or for purposes of a vote of the Voting Members only as one Voting Member.

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.

**(ii) Class II** shall be comprised of each of the members of the Association who is a member of the Board.

Class II Voting Members shall cast votes to elect all members of the Board. However, notwithstanding anything herein to the contrary, Voting members may not cumulate votes.

## **2.2 Termination, Expulsion, or Suspension of Membership.**

Any member (voting or non-voting) of the Association may be expelled and his membership or relationship with the Association terminated, canceled, or forfeited, or he 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, 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, or if the appealing member is also a member of the Board or if the Board in its discretion votes to transfer the appeal to another body, then a committee appointed by the Board, 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 ten (10) days of the Board's receipt of the appeal, and the appealing member must attend to present all information and evidence that he reasonably desires.

Additionally, 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 State Soccer Association ("NTSSA") or any other like state association or the United States Soccer Federation Division.

The membership year shall be the fiscal year of the Association, although see exceptions mentioned for Board Members and Officers identified in Article VI, Part 2, and for Committee Members in Article VIII.

## **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.**

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.

### **3.3 Superseding the Authority of the NTSSA Rules.**

The Association recognizes the superseding authority of the rules of NTSSA.

### **3.4 Territory of the Association.**

The territory under the jurisdiction of the Association is defined as being that part which lies within the boundaries of the Graham and Newcastle Independent School Districts in Young County, Texas, A map reflecting the territory under the jurisdiction of the Association shall be attached and labeled as GSA Territory Map.

### **3.5. Jurisdiction.**

The Association shall have jurisdiction over all members (adult, 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, and the Rules and Regulations 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 September 1 through August 31.

### **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 officer or agent may resign by giving written notice to the President of the Association. 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 Executive Board of Directors by a two-thirds (2/3) vote of the Executive Board of Directors, upon a quorum being established or 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 4.2 Annual Meeting. Whether these Bylaws are amended or repealed by the Executive Board of Directors or at any meeting of the Association, all Voting Members will be given ten (10) days written notice of the proposed amendments via U.S. regular mail or email.

## **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 and "AGM"). All general membership meetings, whether same is an AGM or a specially called meeting (a "Special General Membership Meeting" or "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 rights as established thereunder, shall have the right to vote at such meetings. However, "executive sessions" of an AGM or any meeting of the Board may be called by a two-thirds (2/3) approval of the Executive members who are present and entitled to vote to discuss personnel, real estate, or legal matters concerning GSA. (Other voting members of the board shall be asked to leave the meeting until such matters are discussed and voted on during the "executive session". Commencing thereafter, the members shall be asked to return to the meeting whereby the Executive Board members are required to only give the outcome of the "executive session."

#### **4.2 Annual Meeting.**

The Annual General Membership Meeting of the Association shall be held each year on a day to be selected by the President during the month of September (or within sixty (60) days before or thereafter that month as determined by the Board in its discretion by majority vote) at which AGM the election of the Directors and 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 and vote accreditation; (ii) establishment of a quorum(4/5 present of executive board members); (iii) approval of minutes of last meeting; (iv) election of Directors and officers; (v) communications: (vi) unfinished business; (vii) reports of chairmen of Standing Committees; (viii) reports of Directors, officers, and committees: (ix) new business; (x) good of the game; and (xi) adjournment.

#### **4.3 Special Meeting.**

Special General Membership Meetings of the Members of the Association for any purpose or purposes, unless otherwise prescribed by the 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.

#### **4.4 Board Meetings.**

Regular meetings of the Board shall be held on the second Tuesday of each month. A quorum of a majority of the members of the Board is required for this meeting. If, and only if, the date or location of the meeting is changed, then notice must be given or waived as herein provided.

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 Notice of Meetings.**

(a) Written or printed notice stating the place, day, and hour of an Annual General Membership Meeting or a Special General Membership 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 mail, or email, by or at the direction of the President, to each Voting Member of record entitled to vote at the meeting, unless otherwise provided in these Bylaws.

(b) 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 or by mail, to each Director.

(c) If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such member at his, her or its address as it appears on the records of the Association.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

##### **5.1 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 whom 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 Appeals and Disciplinary Committee of the recreational youth soccer association.

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

##### **5.2 Executive Board Members and Their Respective Terms and Qualifications.**

The Directors/Officers, i.e., the members of the Executive Board are listed below and shall be elected for a term of two (2) years. 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 in the year listed below opposite the Directorship:

##### **Executive Board of Directors**

President/Director (Even years)

Vice President - Executive /Director (Odd years)

Treasurer/Director (Odd years)

Secretary/Director (Even years)

Publicity/Sponsorship/Marketing /Director (Odd years)

A board member may not hold more than one position on the board at any given time.

To qualify for a position on the Board, a candidate must have previously served at least one (1) year as a member of a committee or a candidate must be approved by a majority vote of the Executive Board. The places on the Board whose terms are to end during a fiscal year will be elected by the Voting Members at the next AGM.

Creation of new positions on the Board will be the duty of the Board, subject to confirmation at the next AGM.

### **5.3 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 three (3) 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.

(c) Any position on the Board which is vacated because of resignation, removal, death or other cause may be filled by a designee of the Board selected by a majority vote of the Board to serve until the term of office of that Directorship ends as provided herein. The designee may not be a sitting board member.

### **5.4 Compensation.**

The members of the Board shall serve without salary for their services performed as Board members. Any Board member may be reimbursed for reasonable out-of-pocket expenses approved by the Board.

### **5.5 Written Reports.**

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

### **5.6 Parliamentarian.**

A Voting Member of the Association shall be appointed annually by the President during the AGM to assist the current Parliamentarian and to act as Parliamentarian at the next AGM and at any SGM occurring before the next AGM, using Roberts Rules of Order, Newly Revised as a guide.

### **5.7 Minutes.**

The Board and each committee of the Association shall keep regular minutes of their respective proceedings. The minutes shall be placed in the respective minute book of each such body, and the minutes shall be approved at the next meeting of such body.

### **5.8 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. If any grievance or complaint involving such team is filed with the Association at any level, such Director may not act on behalf of such team, nor be entitled to vote on, that grievance.

## **ARTICLE VI**

### **OFFICERS: POWERS AND DUTIES**

#### **6.1 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, he shall appoint all other committees that he shall deem necessary to carry out the business of the Association. He is an ex-officio voting member of all Standing Committees and all other committees. He shall cast the deciding vote in the event of a tie at any meeting at which he is presiding, or he may waive the right to do so. He shall submit an annual report in writing at the AGM, and said report shall become part of the minutes of such meeting. He 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. He is empowered to take prudent and reasonable action in cases not covered in 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 proxy for this duty.

(b) Vice President - Executive. The Vice President - Executive shall preside at the meetings of the Board in the absence of the President. He shall be the successor to the office of President should the position be vacated until such time as a new President is elected. He shall oversee the Fields committee and Coach's/Game Official's committee- shall be responsible for the overall program development for coaches for the age divisions. He shall be responsible for the management and administration of all Game Officials within the Association. He shall be responsible for the general operation of the fields and the maintenance of field equipment.

(c) Treasurer - The Treasurer shall be the chairperson of the Planning and Finance Committee, and shall be responsible for all monies collected by the Association, and shall keep a detailed account of income and expenditures. He shall assist the Secretary in the Registration and Drafting of Association Teams. He shall be the successor to the office of Vice President - Executive should the position be vacated until such time as a new Vice President is elected.

(d) Secretary. The Secretary shall keep minutes of the AGM, any SGM and all Board meetings and will maintain the minutes of such meetings. He shall be a liaison between the Board and the Association. The Secretary is responsible for the dissemination of information concerning coaches, parents and other meetings rescheduled games and other pertinent information to the coaches and their teams as deemed appropriate and necessary by the Association. He shall assist the Treasurer in the Registration and Drafting of Association Teams.



(e) Publicity/Sponsorship/Marketing - He shall be responsible for the oversight of the concessions, fundraising and sponsorship efforts of the Association. He shall also be responsible for the media (radio, newspaper, and Facebook) information promoting all activities associated with GSA.

The Board will define, on an annual basis, all activities necessary for the successful completion of the next soccer year. It will then distribute these duties, on a consensus basis, among the members of the Board.

## **ARTICLE VII**

### **OFFICERS: POWERS AND DUTIES**

#### **7.1 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 will apply in all competitions.

## **ATTACHMENTS**

GSA Territory Map

