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## **BYLAWS OF THE FORT WORTH YOUTH SOCCER ASSOCIATION A NON-PROFIT CORPORATION (As Last Amended, October 2018)**

### **ARTICLE 1 – OFFICES**

**1.1 Principal Office.** The principal office of Fort Worth Youth Soccer Association, Inc. (“FWYSA” or “the Association”) in the State of Texas shall be located in or near the City of Fort Worth, County of Tarrant.

**1.2 Registered Office and Registered Agent.** FWYSA 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 and the address of the registered office may be changed from time to time by the board of directors (“the Board”).

### **ARTICLE 2 – PURPOSES**

**2.1** The purpose of this Association is to promote soccer in Fort Worth, Texas and surrounding areas; to elevate the standards of integrity, honor, loyalty, courage, and courtesy among the youth of our community and all others participating in the game of soccer; to cultivate the spirit of brotherhood and good fellowship; and to serve as the local affiliate of the North Texas State Soccer Association (“NTSSA”) and United States Youth Soccer Association.

**2.2** FWYSA is organized and shall be operated exclusively for charitable and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code 1954, as amended (“the Code”).

**2.3 Powers of FWYSA.** Solely for the above purposes, FWYSA is empowered to exercise all rights and powers conferred by the laws of the State of Texas upon non-profit corporations, including, but without limitations thereon, the right and power to receive gifts, devises, bequests and contributions in any form, and use, apply, invest, and reinvest the principal and/or income therefrom for the above purposes. It is intended that the FWYSA shall have the status of a corporation which is exempt from federal income taxation. These Articles shall be construed accordingly, and all powers and activities of FWYSA shall be limited accordingly. FWYSA shall not distribute propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the code, nor shall any activity of FWYSA consist of participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

### **ARTICLE 3 – MEMBERS**

**3.1** The members of FWYSA shall be any coach or representative of record of any team legally registered with the association and all the members of the current board of directors and such other persons, not to exceed ten, that the Board may by majority vote elect to membership for a term of one year.

**3.2** Each member shall have one vote at the annual general meeting of the Association except that a member who is the coach or representative of record of more than one team may have as many votes as the number of teams he coaches or represents.

### **ARTICLE 4 – BOARD OF DIRECTORS**

**4.1 General Powers.** The affairs of FWYSA shall be managed and voted upon by the Board.

**4.2 Composition, Election, and Tenure.** The Board shall be comprised as follows:

**A. Qualifications.** A director must be at least twenty-one (21) years of age and may not be related as a spouse, sibling, parent, or child to any other director serving a concurrent term. No person employed by or receiving regular remuneration from the Association may serve as a member or officer of the Association.

**B. Number.** The Board shall consist of six (6) officers (President, 1st Vice President, 2nd Vice President, 3<sup>rd</sup> Vice President, Treasurer, Secretary) and up to 9 additional members (non-officers), for a maximum of eighteen (15) total persons. The Board

may contain up to three (3) additional members who shall serve in a non-voting, advisory capacity only and may not serve as an officer.

**C. Election and Tenure.** Excluding officers, each member of the Board shall be elected to serve for a term of three (3) years by a simple majority vote of those present at the FWYSA Annual General Meeting (AGM) in May. Ideally, one-third (1/3), that is five (5), new members of the Board shall be elected each year to replace five (5) leaving the Board. Officers shall be elected to serve for a term of one (1) year by a simple majority vote of those present at the FWYSA Annual General Meeting (AGM) in accordance with paragraph 5.04 of these by laws.

**D. Commencement of Term.** All officers and new directors shall assume their respective offices and undertake their respective duties immediately following their election.

**E. Limitations.** No person may serve on the FWYSA Board Of Directors who receives compensation/remuneration from a select soccer "club" or organization (i.e. is paid by a club, such as a coach, trainer, etc.) or is on such an organization's Board of Directors. Determination of such conflicts of interest affecting eligibility of a person for the FWYSA Board of Directors shall be at the Boards discretion.

**4.3 Regular Meetings.** The Board may provide by resolution for the time and place for the holding of regular meetings. All meetings of the Board shall be open. These meetings shall be held a minimum of 9 times a year at a regular time and shall be advertised as such to all members in the manner provided by the Board.

**4.4 Annual General Meeting.** An annual meeting of FWYSA shall be held prior to the first regularly scheduled meeting of the Board in May of each year, for the purpose of electing new members to the Board to replace those whose terms are expiring and to vote on proposed bylaw amendments by the general membership. Written notice of the annual meeting shall be posted on the website and also electronically mailed to each member of the FWYSA at least 10 days in advance.

**4.5 Special Meetings.** Special meetings of the Board may be called by the president or by any four (4) directors. The person(s) so authorized to call such special meetings of the Board may fix any reasonable place for any such meeting so called.

**4.6 Notice.** Notice of any change in regularly scheduled meetings or of any special meeting of the Board shall be given at least ten (10) days before the scheduled meeting date by a written, publicly displayed notice on the FWYSA website, and in addition, delivered personally or sent by email to each director's address as shown by the records of FWYSA. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice of waiver of notice of such meeting.

**4.7 Quorum.** One-third of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum is established at a meeting, all actions taken at the meeting shall be legal regardless of the number present at the time of a vote, provided the meeting has not been previously legally adjourned.

**4.8 Manner of Acting.** The act of a majority of the director's present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

**4.9 Vacancies.** Any vacancy occurring on the Board shall be filled by election by vote of a majority of the remaining directors.

**4.10 Compensation.** Directors as such shall not receive any salaries for their services.

**4.11 Informal Action by Directors.** Any action required by law to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors then serving.

**4.12 Emergency Meetings.** The Board may meet with less than the required amount of notice if the president and at least four other board members certify in a writing filed with the secretary of the Board that an emergency exists which necessitates such a meeting. Any action taken or resolutions passed at such meeting must be ratified at a duly called regular or special meeting within thirty (30) days of such emergency meeting or the said acts and resolutions shall be void ab initio.

## **ARTICLE 5 – ELECTION OF BOARD OF DIRECTORS**

**5.1 Nomination.** The president of the Board shall appoint a nominating committee at least sixty (60) days prior to the annual general meeting of the Association. The nominating committee shall consist of five (5) persons and shall include the president, at least two (2) other members of the Board, and up to two (2) other persons who are interested in the purposes of FWYSA but are not necessarily members of the Board. The nominating committee shall present to the Association a slate of nominees for officers and directors to be elected each year.

**5.2 Elections.** Each slate shall be presented to the annual general meeting of the Association. Additional nominations may be made by any member of the Association from the floor at the annual general meeting, provided that the nominee shall have indicated in a writing delivered to the executive director at least three (3) days prior to the meeting, his willingness to serve as a director of the Association. Any nomination of a person who has not delivered such a writing shall be deemed out of order. There shall be no voting by proxy.

**5.3 Removal.** A board member not attending three (3) consecutive regular meetings, or three (3) of any five (5) consecutive regular meetings shall be deemed to have vacated the member's office. Any officer or director may be removed at any time, with or without cause, upon the vote of two-thirds (2/3) of the members of the Board. With the exception of removal due to nonattendance, no officer or director shall be removed unless notice of intent to take such action has been first given in a notice of meeting to all members of the Board. Any vacancy created by such removal shall be filled as set forth in Section 4.09, above, as to a board member and Section 5.04 as to an officer.

**5.4 Officers.** Each year at the annual meeting required by these bylaws, immediately after the election of new board members, the newly formed board shall select from its members a president, first vice president, second vice president, third vice president, secretary and treasurer who shall serve from June 1 following their election through May 31 of the following year. In the event of the death, resignation, or removal of an office holder, the Board shall elect another member of the Board to serve the remainder of the unexpired term, as set out in section 4.09 of these bylaws. The same individuals may be elected as officers for successive years, for a maximum of six (6) consecutive years. A President shall have the experience of at least one year as a voting member on the Board prior to being elected as President.

## **ARTICLE 6 – OFFICER DUTIES**

**6.1 President.** The president shall be responsible for overseeing the operations and activities of the Association. The president shall preside at all meetings of the Association, the executive committee, and the Board. The president shall appoint all chairpersons of special committees and define their duties as may be necessary to carry on the work of the Association. The president may make recommendations to the executive committee concerning the creation and discontinuance of committees as necessary. The president shall cast the deciding vote in the event of a tie vote at any meeting. The president may appoint delegates or representatives to any meetings at which FWYSA is to be represented. The president shall be in charge of the day-to-day operations of the Association and shall carry into effect the directives of the Board.

**6.2 First Vice President.** The first vice president shall succeed to the powers of the president in his absence and shall be the chairperson of the tournament committee and shall report the functions of this committee at each meeting of the Association when appropriate.

**6.3 Second Vice President.** The second vice president shall succeed to the powers of the president in the absence of the president and first vice president. The second vice president shall be the chairperson of the playing committee and shall report the functions of this committee at each meeting of the Association when appropriate.

**6.4 Third Vice President.** The third vice president shall succeed to the powers of the president in the absence of the president and first vice president and second vice president. The third vice president shall be chairperson of the appeals and discipline committee and shall report the functions of this committee at each meeting of the Association. The third vice president shall receive all misconduct reports for play under this Association and shall assign the points for each caution and keep a record of the yellow and/or red cards that each player, coach, and team has accumulated.

**6.5 Secretary.** The secretary shall keep the minutes of all meetings of the Association and shall have custody of all books and papers relative to the transactions of the Association, subject to the convenience of the other officers. All correspondence shall be received by the secretary and shall be disseminated as appropriate. In addition, the secretary shall keep on file copies of all such correspondence.

**6.6 Treasurer.** The treasurer shall collect all dues, keep all accounts, and report these at the regularly scheduled monthly meetings. A summary of all financial transactions shall be presented at the annual general meeting. The treasurer shall be responsible for all funds, pay all bills approved by the Board and file any financial reports or returns required of the Association. The treasurer shall provide a budget to the newly elected board to be reviewed by the new board at the first regular meeting in June.

**6.7 Executive Director.** The Board may employ an executive director, who shall be recruited, interviewed, and recommended by the executive committee to the Board for its approval. The executive director shall report directly to the president and attend all executive committee and board meetings. The executive director shall have no vote on either the executive committee or the Board. A. The executive director shall be responsible for maintaining the office of the Association during specific days and operating hours as defined by the executive committee. B. The executive director shall fulfill management responsibilities as defined by the executive committee. A written job description shall be created by the executive committee and modified as required. C. The executive director shall be responsible for all procedures and records pertaining to registration of FWYSA players as required by NTSSA for FWYSA league play and any outside league participation by FWYSA teams. D. The executive director's salary and term of employment shall be determined by the Board.

## ARTICLE 7 – EXECUTIVE COMMITTEE

**7.1 Composition.** The executive committee shall be composed of the president, first, second and third vice-presidents, secretary, treasurer, and two at-large members of the Board nominated by the president and approved by the Board. The president shall preside at all meetings but, in his absence, the first vice-president shall preside.

**7.2 Powers and Duties.** The executive committee shall meet upon call by the president prior to each board meeting to prepare an agenda and to prepare recommendations and summaries for the consideration of the Board. The executive committee may meet upon call by the president at any other time for any appropriate purpose. The executive committee shall serve as the Board's personnel committee and as such shall recruit, interview and recommend to the Board all persons the committee, on its own or at the direction of the board, wishes to hire, including independent contractors. The executive committee may act for the Board on all matters which would require a simple majority vote of the Board, provided that the president certifies in writing to the secretary or orally as recorded in the minutes, that there is insufficient time to call a special meeting of the Board and that there are matters requiring prompt consideration which will not await a regular, special, or emergency meeting. Five members of the executive committee must be present to take any action which would bind the Association or the Board.

**7.3 Ratification.** Every action of the executive committee shall be reported to the Board at the Board's first regular or special meeting thereafter. Such action of the executive committee shall be deemed ratified by the Board unless the Board, by majority vote, disapproves of the action of the executive committee. A vote of disapproval shall render the executive committee's action void ab initio. Any action taken by the executive committee which is not duly reported to the Board as required by this section shall also be deemed void ab initio.

## ARTICLE 8 – AD HOC COMMITTEES

**8.1 Committees.** The president shall appoint such ad hoc committees as necessary to carry on the business of the Association, each of which shall include one or more members of the Board. No such committee shall have the authority of the Board in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any director; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of any or substantially all of the property and assets of FWYSA. The appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him by law.

**8.2 Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Association unless the committee shall be sooner terminated, or unless such member may be removed from such committee, or unless such member shall cease to qualify as a member thereof.

## ARTICLE 9 – STANDING COMMITTEES

The members of all standing committees established by these bylaws or by vote of the Board (except the appeals and discipline committee) shall be nominated by the president and, upon approval by the Board, shall serve for a one-year term.

**9.1 Appeals and Discipline Committee.** The appeals and discipline committee shall be composed of the third vice president as chairman and at least four (4) members nominated by the chairman and approved by the Board. The chairman shall call all meetings of the committee and shall cast his vote last. Three members of this committee shall constitute a quorum. This committee shall hear any protests, appeals, and misconduct reports and any other hearings required or permitted under NTSSA Rule 11. The committee decision shall be final but may be appealed to the Board with further appeals to NTSSA. The committee shall notify in writing the age group commissioner and the player or coach of any decision.

**9.2 Playing Committee.** The playing committee shall be composed of the age group commissioners. The chairman shall be second vice president. The playing committee shall recommend to the Board the schedules for and rules and regulations of all league and special games and shall administer the same as adopted by the Board. The committee shall further recommend to the Board all matters dealing with score keeping, division standings and team formations.

**9.3 The Coaches Training Committee.** The coaches training committee shall promote and assist in the administration of coaches' clinics and perform such other duties as the Board may, from time to time, prescribe.

**9.4 Tournament Committee.** The first vice president shall appoint the tournament director for tournaments voted by the Board to be sponsored by the Association during each playing year. The tournament committee shall be composed of any person appointed by the tournament committee chairman.

## **ARTICLE 9.1 – SPECIAL COMMITTEES**

Any Committee not described above in Article 8 or 9 of these by-laws shall be considered a “special committee”. In accordance with paragraph 6.01 of these by-laws the president shall appoint all chairpersons of special committees and define their duties as may be necessary to carry on the work of the Association.

## **ARTICLE 10 – AGE GROUP COMMISSIONERS**

**10.1 Appointment.** The second vice president will be responsible for interviewing and recommending prospective candidates for the position of age group commissioner (AGC), and shall notify the Board of his choices on or before July 1 of each year. Unless a majority of the Board disapproves of a commissioner, each AGC will assume his duties on July 1 to continue until June 30 of the following year. An AGC may be removed with or without cause by the second vice president.

**10.2 Positions.** The second vice president shall appoint an AGC as required for each age and gender group playing through FWYSA. In cases of age groups playing in other leagues outside FWYSA, the AGC’s duties may be modified with board approval to those more in keeping with those of a liaison rather than an AGC.

**10.3 Responsibilities.** The AGC for each age group will be responsible for team formation and division of teams only in that age group. After the playing season starts, the AGC shall be responsible for the play and administration of the rules of the playing league within the age group.

## **ARTICLE 11 – TEAMS AND PLAYERS**

**11.1 Registration.** All teams and players shall be registered with FWYSA and NTSSA and shall pay all fees prior to beginning play.

**11.2 Teams.** Teams shall be formed by age and in accordance with FWYSA guidelines. Whether or not a team is validly formed within these guidelines and the boundaries of the geographic areas shall be determined by the playing committee. All determinations of the AGC on the formation of teams and the placement of players on teams may be appealed to the Board. All appeals must be in writing and must be presented within seventy-two (72) hours to the Board.

**11.3 Placement by Age Group Commissioners.** Notwithstanding any of the foregoing, individual players may be placed on teams by the AGCs within their discretion using the provision of 11.2 as a guideline.

## **ARTICLE 12 – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**12.1 Contracts.** The Board may authorize the president and/or any member of the Board or the chairman of any standing or ad hoc committee to enter into any contract or execute and deliver any instrument in the name of and on behalf of FWYSA. Such authority may be general or confined to specific instances.

**12.2 Checks and Drafts.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of FWYSA shall be signed by such person or persons and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the president and treasurer of the Board.

**12.3 Deposits.** All funds of FWYSA shall be deposited in a timely manner to the credit of FWYSA in such banks, trust companies, or other depositories as the Board may select.

**12.4 Gifts.** The Board may accept on behalf of FWYSA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of FWYSA.

## **ARTICLE 13 – BOOKS AND RECORDS**

**13.1** FWYSA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board, and of committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board. All books and records of FWYSA may be inspected by any member of the Association for any proper purpose at any reasonable time.

## **ARTICLE 14 – FISCAL YEAR**

**14.1** The fiscal year of FWYSA shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE 15 – SEAL**

**15.1** The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words “Corporate Seal of FWYSA”.

## **ARTICLE 16 – WAIVER OF NOTICE**

**16.1** Whenever any notice is required to be given under the provisions of the Texas Non- Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 17 – AMENDMENTS TO BYLAWS**

**17.1** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of two-third (2/3) of the members present at the annual general meeting, or at a specially called general meeting. At least ten (10) days’ written notice must be given to the members of the Association (see section 3.01) of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

## **ARTICLE 18 – INDEMNIFICATION**

**18.1 Authorization.** In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative), seeks indemnification from FWYSA against expenses (including attorney’s fees), and in the case of actions other than those by or in the name of FWYSA, judgments, fines, and amounts paid in settlement, incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was an officer, director, employee, or agent of FWYSA, then unless such indemnification is ordered by a court, FWYSA shall determine or cause to be determined (in the manner provided by Texas law) whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standard of conduct under Texas law and to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

**18.2 Expenses.** Expenses, including attorney fees, incurred in defending any action, suit, or proceeding referred to in Section 18.01 of this article may be paid by FWYSA as authorized by the Board.

**18.3 Indemnification Not Exclusive.** The indemnification provided by Section 18.01 of this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of directors or otherwise, both as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, employee or agent.

## **ARTICLE 19 – RULES OF PROCEDURE**

The rules of parliamentary procedure governing all meetings of the Association, its board, and committees, shall be those of Robert’s Rules of Order as most recently revised.