

BOERNE SOCCER CLUB BY-LAWS

1. NAME

- 1.1. The name of this Club is the Boerne Soccer Club, Incorporated, which is also referred to as "Boerne Soccer Club", "Boerne SC" or "BSC". BSC is incorporated as a non-profit corporation in the State of Texas and is subject to the laws of the State of Texas and to its own By-Laws, Rules, and Procedures.

2. PURPOSE

- 2.1. The purposes of BSC are charitable, educational and athletic, as defined by the Texas Non-Profit Corporation Act. These include teaching the fundamentals of soccer to youth participants and adult sponsors; advocating and developing the principals of good sportsmanship and promotion of good physical and mental health through participation in sports; and the promoting of soccer through sponsorship of regularly scheduled youth soccer competitions; and conducting such other activities as BSC shall deem appropriate.
- 2.2. BSC envisions quality soccer opportunities for youth of all ages and skill levels. BSC's motto shall be "Building Character and Community".
- 2.3. BSC's mission is to develop and manage quality soccer programs that make player, coach, and referee development its central focus. BSC promotes challenging programs at all levels of play that contribute to the development of the whole player including the technical, tactical, physical, psychological, and social aspects of a player's growth within a team environment. BSC encourages family and community participation through volunteerism.
- 2.4. BSC adopts the core values of sportsmanlike conduct, fairness, goodwill, teamwork, respect, and personal integrity to guide all members within its Club.

3. AFFILIATION

- 3.1. BSC shall be affiliated with the Alamo Area Youth Soccer Association (AAYSA) and comply with its authority and the authority of AAYSA's parent organizations including the South Texas Youth Soccer Association (STYSA), United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF). As a member Club of AAYSA, BSC shall also comply with the following:
 - 3.1.1. The membership of BSC will be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under its or one of its parent Club's rules;

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- 3.1.2. It will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin;
- 3.1.3. It will register all of its players, coaches, teams, administrators, and volunteers with STYSA at least once a year and timely pay all dues and fees of both STYSA and AAYSA;
- 3.1.4. It will abide by AAYSA/STYSA/USYSA's Articles, By-Laws, policies and requirements on interplay;
- 3.1.5. It will have an Executive Committee and a Board of Directors that is selected through an open and democratic election process;
- 3.1.6. The actions and policies adopted by the Executive Committee and by the Board of Directors will be reported to the membership, or their authorized representatives, at least once each year at a meeting of BSC's membership, with notice and agenda at least 30 days in advance of the meeting;
- 3.1.7. It will provide the Secretary of AAYSA an annual report of the activities of BSC and most current annual financial statements;
- 3.1.8. It will:
 - 3.1.8.1. Provide periodically to AAYSA copies of BSC's Articles of Incorporation, By-Laws and other governing documents;
 - 3.1.8.2. Submit changes to those documents to AAYSA not later than ninety (90) days after adoption; and
 - 3.1.8.3. Make copies of those documents available to its members.
 - 3.1.8.4. It will obtain and maintain its tax exempt status under the Internal Revenue Code;
 - 3.1.8.5. It will adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria as established by USSF (subject to any contrary requirements contained in state or local laws applicable to BSC); and
 - 3.1.8.6. It will allow AAYSA to review the documents and procedures of BSC, on the request of AAYSA, to determine compliance with AAYSA's By-Laws.

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4. BOUNDARIES

4.1. **BSC BOUNDARIES.** BSC's geographical boundaries shall be as follows: The Club shall control and represent all members falling generally within the area north and west of San Antonio, Texas which includes, but is not limited to, areas within the counties of Kendall, Bandera, Comal, Bexar, Kerr, and Gillespie.

5. MEMBERSHIP

5.1. **MEMBERSHIP.** An individual who is a player, a legal guardian of a player, coach, trainer, manager, administrator or official, not subject to suspension under Section 4 of USSF By-law 241, is a member of BSC:

- Through that individual's membership or association with a member team;
- As an elected or appointed officer;
- As a committee member or recognized volunteer of the BSC; or
- When the individual, whether player, coach, trainer, manager, administrator or official, is duly registered with BSC as per the current registration procedures.

5.2. **RIGHTS AND RESPONSIBILITIES:** All members have the right to attend and speak at regular and special meetings of the Club and have standing to file complaints with the Board of Directors. All members have the responsibility to comply with the By-laws, Rules, and all policies and procedures adopted by the Club as well as comply with the Code of Ethics and Rules of Conduct.

5.3. **FEES:** BSC shall have the authority to levy fees on its members.

5.4. **JURISDICTION:** BSC shall have jurisdiction over all member clubs, teams, administrators, coaches, players and supporters. It shall have the power to discipline those individuals under its jurisdiction.

5.5. **VOTING MEMBERS:** Designated members have the right to vote based upon their role and position within the Club. At each meeting, each individual voting member present may only cast one vote per motion regardless of the number of positions held. The President may vote only in the case of a tie.

5.5.1. **Annual General Meeting:** All elected officers, all appointed officers as listed in the Rules, all commissioners, and all coaches may vote.

5.5.2. **Board of Directors:** All elected officers, all commissioners, and all appointed officers as listed in the Rules may vote. Coaches may not vote at Board of Director meetings.

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5.5.3. **Executive Committee:** All elected officers may vote.

5.6. VOTING:

5.6.1. **REGISTERED TEAMS.** Each team registered through the BSC shall have one (1) vote at the Annual General Meeting. The voting representative for each recreational team shall be the Head Coach or Assistant Coach. The voting representative for each Academy/Developmental and Competitive Teams shall be the Team Manager. The Secretary, or his/her designee, prior to voting, must credential each eligible voting member.

5.6.2. **OFFICERS.** Each elected and appointed officer, as listed in the Rules, shall have one (1) vote in each meeting at which he/she is entitled to vote.

5.6.3. **ONE VOTE PER PERSON.** Each person may cast only one (1) vote, regardless of the number of eligible voting positions held.

5.6.4. **INDIVIDUAL MEMBERS.** Individual members shall have no vote.

5.6.5. **ELECTIONS:** Voting shall be under the general direction of the Secretary. Three (3) neutral individuals who are not candidates for office shall be appointed tellers and shall be responsible for counting votes.

5.6.5.1. All candidates for elected office must be given the opportunity to speak and be questioned by the membership prior to voting.

5.6.5.2. The slate of candidates for elected office shall be provided to the voting members prior to voting. All candidates must sign the consent to serve form prior to taking office. Nominations from the floor are allowed during the Annual General Meeting as long as the person is present and consents to serve. Write-in votes for individuals who have not consented to serve are invalid for that position.

5.6.5.3. Voting for officers shall be by paper ballot and shall protect the privacy of the voter.

5.6.5.4. All paper ballots shall be destroyed once the election results are deemed official.

5.6.6. **MAJORITY VOTE.** A majority of votes represented shall decide all questions unless specifically provided otherwise.

5.6.7. **GOOD STANDING.** To vote, a member must be in good standing.

5.6.8. **ABSENTEE VOTING.** No absentee voting will be allowed.

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5.6.9. **VOTING AT AAYSA MEETINGS.** BSC President or their proxy (designated in writing) will cast all votes for Boerne SC at all AAYSA meetings.

6. MEETINGS

6.1. **REGULAR MEETINGS.** Regular Meetings of the BSC Board of Directors shall be held monthly in accordance with the BSC Calendar. The Club shall conduct an Annual General Meeting each seasonal year.

6.1.1. **Agenda Items:** Agenda items must be received prior to a scheduled meeting.

6.2. **SPECIAL MEETINGS.** Special Meetings may be held at the discretion of the President at the time and place designated by the President or may be called by a written request to the Secretary signed by a minimum number of voting members representing a quorum.

6.2.1. **Special General Meetings.** A Special General Meeting requires a minimum of 14 days notice to all eligible voting members. A Special General Meeting called by the voting members must be held within 45 days of the Secretary being notified of the request.

6.2.2. **Special Board of Director Meetings.** A Special Board of Directors meeting requires a minimum of 7 days notice to all eligible voting members. A Special Board of Directors meeting called by the voting members must be held within 21 days of the Secretary being notified of the request.

6.2.3. **Quorum for Special Meetings.** As determined in Section 6.5.1.

6.3. **ORDER OF BUSINESS at the Annual General Meeting.** The order of business for the Annual General Meeting shall be as follows:

- 1) Roll call and vote accreditation
- 2) Approve minutes of last meeting
- 3) Unfinished business
- 4) Financial and budget review
- 5) Amendments to Rules, if any
- 6) Amendments to By-Laws, if any
- 7) Amendments to Rules of Play and Procedures, if any
- 8) Reports from Standing Committees
- 9) Reports from Officers
- 10) Election of Officers

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- 11) New Business
- 12) Adjournment

6.4. **ROBERT'S RULES OF ORDER.** All other aspects of the meetings of BSC shall be conducted in accordance with Robert's Rules of Order, latest edition.

6.5. **FUNDS TO ATTEND MEETINGS.** The BSC President shall include in the annual budget sufficient funds to provide for the reasonable expenses for the attendance of some of the BSC officers as defined in the By-Laws and Rules of the BSC to attend the meetings of AAYSA and STYSA.

6.5.1. QUORUM

6.5.1.1. Quorum Requirements:

- Executive Committee Meeting: 4 voting members present
- Board of Directors Meeting: 5 voting members present
- Annual General Meeting: 12 voting members present

6.5.1.2. **OTHER MEETINGS AND GROUPS.** A minimum of 3 of the members of any committee or group shall constitute a quorum at such meetings.

6.5.1.3. **LOSS OF QUORUM.** The members present at any duly organized meeting may continue to transact business until adjournment, even though enough members leave which creates less than a quorum.

7. OFFICERS

7.1. **LIST OF OFFICERS.** The members of the Annual General Meeting shall elect the following officers:

- President
- Executive Vice President
- Secretary
- Treasurer
- Registrar
- Vice-President of Competitive Program
- Vice-President of U5-U8 Recreational Program
- Vice-President of U9+ Recreational Program
- Vice-President of Academy/Developmental Program
- Vice-President of Facilities
- Vice-President of Development & Fundraising

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7.1.1. Only members of the Board of Directors and Competitive Team representatives may vote on the position of Vice President for Competitive Program.

7.1.2. Only members of the Board of Directors and Recreational Team representatives may vote on the position of Vice President for U5-U8 Recreational Program & Vice President for U9+ Recreational Program.

7.1.3. Any voting member may vote on the position of Vice President of Academy/Developmental Program.

7.2. **TERMS.** The term of office for each officer shall be for two years

7.2.1. The following officers shall be elected in even-numbered years:

Executive Vice President
Treasurer
Vice-President of U5-U8 Recreational Program
Vice-President of Academy/Developmental Program
Vice-President of Facilities
Vice-President of Development & Fundraising

7.2.2. The following officers shall be elected in odd-numbered years:

President
Secretary
Registrar
Vice-President of Competitive Program
Vice-President of Recreational U9+ Program

7.2.3. An officer shall take office on June 1, or immediately after election if the election occurs after June 1, of the seasonal year in which he/she is elected and remain in office until the end of his / her term of two years or until a successor has been duly elected, whichever event occurs later, unless said officer is recalled by the Board of Directors as described in the Rules.

7.3. **ELECTIONS.** Election of officers of the BSC shall take place at the Annual General Meeting of the BSC.

7.4. **BALLOTING.** Balloting shall be by procedures adopted in the By-Laws. The By-Laws may provide for absentee voting procedures. Voting by Proxy shall be prohibited.

7.5. **NOMINATIONS.** The President shall appoint a nominating committee prior to the Board meeting at least two months prior to elections to seek out qualified

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candidates for offices for the coming year. The nominating committee shall have the duty to ascertain from each nominee that if elected he/she shall be willing to serve. The nominating committee shall report its results at a Board meeting prior to the Annual General Meeting.

7.5.1. Nominations from the floor may be made during the elections held at the Annual General Meeting, with the provision that persons nominated from the floor shall be present and affirm their willingness to serve if elected, or such persons shall have stated their intentions in writing and this intention is presented to the President at the time the nomination is made.

7.6. **VACANCIES.** When vacancies occur in any of the Board positions, except President, the President shall nominate a person to fill the vacancy at the next meeting of the Board of Directors. The Board may approve the nomination by a simple majority vote. Should the Board fail to approve the nomination, the President shall continue to nominate candidates until a successor satisfactory to the Board has been confirmed. The person who fills the vacancy shall serve for the unexpired term of the office filled.

7.6.1. When the office of President becomes vacant, the role of the President will be assumed by the remaining Officers in the following order: Executive Vice President, Treasurer, Registrar, Vice-President of U9+ Recreational Program, Vice-President of U5-U8 Recreational Program, Vice-President of Competitive Program, and Vice-President of Academy/Developmental Program, then Secretary until the next election.

7.7. **RECALL OF AN OFFICER.** The Board of Directors shall have the power to recall any officer, either elected or appointed, of the BSC. This power may be exercised at any regular or properly called special meeting of the BSC Board of Directors.

7.7.1. The recall motion must be listed on the Board meeting agenda and the roster of eligible voters must be listed in the minutes.

7.7.2. The officer under recall must be provided an opportunity to make a statement to the voting membership prior to the recall vote and must be provided a written notice of the recall motion prior to the meeting.

7.7.3. A recall motion must be adopted by at least 2/3 majority with at least 2/3 of the filled Board positions present and voting.

7.7.4. Voting must be done in person under the recall provision.

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- 7.8. **DUTIES, RESPONSIBILITIES, AND QUALIFICATIONS.** The Board of Directors shall describe the duties, responsibilities, and qualifications of officers in the Rules.
- 7.9. **ANTI-NEPOTISM PROVISION.** Due to the nature of elected office, no person may run for election or serve as an elected officer of the BSC if another member of the same family same household, or person living at the same address is already serving as an elected officer. If two individuals from the same family, household, or address run for election and both are elected, the person running for the first office listed in section 7.1 may take office and the person running for office listed second in section 7.1 shall be disqualified.
- 7.9.1. No more than two (2) individuals from the same family, household, or address may hold simultaneous voting positions on the Board of Directors, whether elected or appointed.
- 7.10. **APPOINTED OFFICERS.** The President, or another elected officer, shall nominate a candidate for appointed office, who must be approved by a simple majority vote of the Board. Appointed officers shall be listed in the By-Laws and may vote.
- 7.11. **VOLUNTEERS.** The President may also designate non-voting volunteer positions as necessary to operate the Club and appoint individuals to those positions without approval of the Board. Volunteers positions must be listed in the minutes and may attend and speak at meetings.

8. BOARD OF DIRECTORS

- 8.1. **BOARD OF DIRECTORS.** A Board of Directors shall govern BSC. The Board of Directors shall include all elected and appointed officers of the Club.
- 8.2. **GENERAL POWERS.** The Board of Directors shall transact all business of BSC and shall have full legal authority to operate the Club provided by law. It shall have the power to enforce the laws of the game, the rules of the United States Youth Soccer Association and its components, and the By-Laws, Rules, and Procedures of the BSC. It shall have the power to settle all disputes and apply discipline.
- 8.2.1. The Board of Directors shall adopt Rules and adopt any necessary policies and procedures to implement the By-laws.
- 8.2.2. The Board of Directors shall adopt a budget each operating year and shall adopt policies and procedures outlining the financial management of the Club.

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8.2.3. The Board of Directors shall adopt a fee schedule prior to the beginning of each seasonal year.

8.2.4. The Board of Directors shall adopt Rules that explain and clarify the procedures for amending both the Club's governing documents.

8.3. **EXECUTIVE COMMITTEE.** The Executive Committee shall include all elected officers and shall be responsible for operations of the Club between Board meetings under existing By-Laws, Rules, and policies, and shall be responsible to the Board of Directors for all actions taken.

8.4. **EXECUTIVE DIRECTOR:** The BSC may use an Executive Director. He / she shall serve at the discretion of the BSC Executive Committee and shall report to the President. If no Executive Director is used by the BSC, any and all duties of the Executive Director fall to the President, who may delegate duties to other officers as he/she sees fit.

9. RULES

9.1. The Board of Directors may approve Rules, Policies, and Procedures for the orderly functioning and to accomplish the purposes of this Organization.

10. COMMITTEES

10.1. The BSC shall create and empower committees as necessary to conduct the business of the Club. The President shall appoint members to committees and shall serve as an ex officio member on all committees.

10.2. **Standing Committees:** The following committees are standing committees and shall include the membership and have the duties as specified.

10.2.1. **Nominating and Volunteer Recognition Committee.** This committee shall be chaired by the Volunteer Coordinator or another person and shall be responsible for recruiting and recognizing all volunteers and officers within the Club, upon the advice and consent of the Board of Directors.

10.2.2. **General Meeting Committee.** This committee shall be chaired by the Secretary and be responsible for planning and implementing all General Meetings.

10.2.3. **Operations Committee.** This committee shall be chaired by the Executive Vice President and shall be responsible for organizing and

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coordinating daily operations of both the Recreational and Competitive Programs.

- 10.2.4. **Planning Committee.** This committee shall be chaired by the President and be responsible for maintaining the BSC Calendar and for planning and coordinating the next season of play. This committee turns its work over to the Operations Committee at the conclusion of the current season of play.
- 10.2.5. **Governance Committee.** This committee shall be chaired by the Executive Vice-President or another designated person and shall be responsible for maintaining the Rules and By-Laws. It shall evaluate all proposed changes to the Rules and By-Laws and report its findings with a recommendation.
- 10.2.6. **Budget and Finance Committee.** This committee shall be chaired by the Treasurer and shall be responsible for formulating and maintaining the financial policies and procedures of the Club. It shall also be responsible for formulating and proposing a budget each fiscal year.
- 10.2.7. **Sponsorship Committee.** This committee shall be chaired by the Vice-President of Development & Fundraising and shall be responsible for organizing and coordinating the major fundraising and sponsorship activities of the BSC.
- 10.2.8. **Fields Committee.** This committee shall be chaired by the Vice-President of Facilities and shall be responsible for overseeing and managing the facilities used and maintained by the BSC.
- 10.2.9. **Zero Tolerance Committee.** This committee shall be chaired by the Executive Vice President. The committee shall consist of at least three (3) and no more than five (5) Board Members and is formed for the purpose of investigating Zero Tolerance allegations and to consult with the AAYSA Vice-President determine whether the allegations should be sent to the AAYSA D&P Committee – after consulting with the AAYSA Executive Vice-President.

11. OFFICE

- 11.1. **PRINCIPAL OFFICE.** The principal office of BSC shall be in the boundaries of the BSC as defined in the Rules. It shall be located at the address of the BSC Office or if no BSC Office, then as designated by the BSC President.
- 11.2. **REGISTERED OFFICE.** BSC shall have and continuously maintain with the State of Texas a registered agent, and a registered office, the location of which

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will be designated by the BSC President and as required by the Texas Non-Profit Corporation Act.

- 11.3. **REGISTERED AGENT:** The registered agent shall be the BSC President unless the BSC President designates another to be registered agent in his / her place.

12. AMENDMENTS

- 12.1. **BY-LAWS:** Any proposals or motions to amend the By-Laws must be made in writing to the Secretary. Amendments to these By-Laws may be made at the Annual General Meeting, at a Special General Meeting, or a Regular Board of Directors meeting by 2/3 majority with at least 12 voting members present. Eligible voting members must be given at least 14 days notice and told the purpose of the amendment. Amendments shall include an effective date.
- 12.2. **RULES:** Rules may be amended by a simple majority at either a General Meeting or a Regular Meeting of the Board of Directors. Each eligible voting member must be given at least 14 days notice of the amendments to the Rules and their purpose.

13. SEASONAL AND FISCAL YEAR

- 13.1. **SEASONAL YEAR.** The seasonal year of BSC shall be the same as the seasonal year of the South Texas Youth Soccer Association.
- 13.2. **FISCAL YEAR.** The fiscal year of BSC shall begin and end as listed in the Rules.

14. RECORDS

- 14.1. **OWNERSHIP:** The Club retains ownership and title to all records, data, and information collected, maintained, or used by any BSC officer, volunteer, or contractor. All BSC officers, volunteers, and contractors shall use their best efforts to protect BSC, player, and volunteer personal information and shall not disclose personal information or use personal information without permission except as to carry out normal Club operations.
- 14.2. **RETENTION:** Records and data will be collected and stored only for the minimum time necessary, or as required by law.

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14.3. **PRIVACY:** BSC will not sell or provide its player, volunteer, or parent information for commercial purposes.

15. FINANCIAL

15.1. **POLICIES AND PROCEDURES.** The Board shall adopt rules, policies and procedures outlining the financial policies of the Club as recommended by the Budget and Finance Committee or as required by law.

15.2. **SIGNATURES:** Two signatures will be required on checks over \$2,500.00.

15.3. **EMERGENCY FUND AND CASH RESERVE.** The Club shall maintain a minimum cash balance in its bank account in an amount sufficient to cover expenses between seasons. The Treasurer shall recommend the specific amount annually and the Board shall ratify this amount during adoption of the annual budget.

15.4. **EXCESS REVENUES.** Excess revenues, or profits, from the previous fiscal year shall be used in the following fiscal year according to the priorities listed below:

- 1) Fund Scholarships
- 2) Purchase or replace equipment and supplies
- 3) Pay for clinics and training
- 4) Pay for special projects
- 5) Add to Capital Reserves
- 6) Subsidize registration fees
- 7) Other expenditures as deemed appropriate by the Board

15.5. **BUDGET.** The Board shall adopt annually a budget and fee schedule prior to the beginning of its fiscal year. The budget shall be organized by fund and expenditure and shall specify the following:

- The minimum cash balance between seasons
- Fees paid to volunteers and contractors
- The player fee schedule

15.6. **REQUIRED FILINGS.** The Club shall comply with all legal requirements.

15.6.1. The names and addresses of current officers shall be filed annually with the appropriate government agencies as required by law.

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15.6.2. Copies of the Club governance documents and required legal filings shall be made available to the public as required by law. These documents may be posted on the Club's website.

16. DISSOLUTION

16.1. In the event that BSC shall be dissolved or cease to function, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of BSC exclusively for the purposes of BSC in such manner, or to such Club or Clubs organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt Club or Clubs under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of BSC is then located, exclusively for such purposes or to such Clubs, as said Court shall determine, which are organized and operated exclusively for such purposes.