

# BYLAWS OF THE PROSPER AREA SOCCER ORGANIZATION, INC.

These are the Bylaws of the Prosper Area Soccer Organization, Inc. (the "Organization") duly adopted on March 29th, 2007 at an organizational meeting of the Board of Directors named in the Articles of Incorporation of the Organization. This version of the bylaws was adopted at the annual meeting held on March 29<sup>th</sup>, 2009.

## ARTICLE I – OFFICES

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

### Registered Office and Registered.

The Organization 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 Organization, and the address of the registered office may be changed from time to time by the Board of directors.

## ARTICLE II – MEMBERSHIP IN ORGANIZATION

This Organization shall be comprised of youth who have become members of the Organization by application to and approval of the Board of Directors and who also adhere to the Bylaws and Rules and Regulations of the Organization. Any player may become a member of the Organization upon submission to and approval by the Board of Directors of the Organization of a properly executed Application/Release form, (*birth certificate*) and payment of all fees. Any adult who agrees to abide by the Constitution, Bylaws, Rules and Regulations of the Organization may become a coach upon the signing of a Coach's Agreement and the approval of the Board of Directors and continue coaching, subject to removal for a cause by the Organization.

Any member of the Organization (or coach, team or official) may be expelled and his or her membership canceled, forfeited or suspended unilaterally by the Organization's Board of Directors or through its consideration of a recommendation of the Appeals and Disciplinary Committee or he or she may be censured by the Appeals and Disciplinary Committee and/or by the Organization's Board of Directors for a violation of the Organization's Bylaws, Rules and Regulations or for conduct prejudicial to the interests of the Organization. A red card shall not in itself be considered an expulsion for these purposes.

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

An annual membership is established as being from September 1 through August 31 of the following calendar year.

## ARTICLE III – GOVERNMENT OF ORGANIZATION

### Government of Organization.

This Organization shall be governed by its members which shall consist of the Board of Directors and one recognized delegate representing all registered teams in good standing; each Board Member is entitled to one vote and the representative of all registered teams is entitled to two votes. Only the designated delegates may introduce anyone to speak provided they have the permission of the chair. The designated delegate shall be a coach of a team unless otherwise authorized by the board in writing.

### Affiliation with the North Texas State Soccer Organization.

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

### Superseding Authority of the North Texas State Soccer Organization Rules.

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

### Territory of the Organization

The territory under jurisdiction of this Organization is defined as being that part of Texas which includes:

Prosper Independent School District (PISD) and/or the physical street boundaries which is located in Collin County. Our requested territory is bounded by Celina (directly north) Frisco (directly south), McKinney (directly east), and Denton County (directly west).

Western Boundary: Dallas Pkwy at 1043, FM 1385 and 380 until 428

Southern Boundary: 380, 1043, Virginia Parkway until Custer

Eastern Boundary: 126, 168, 165 until 1461

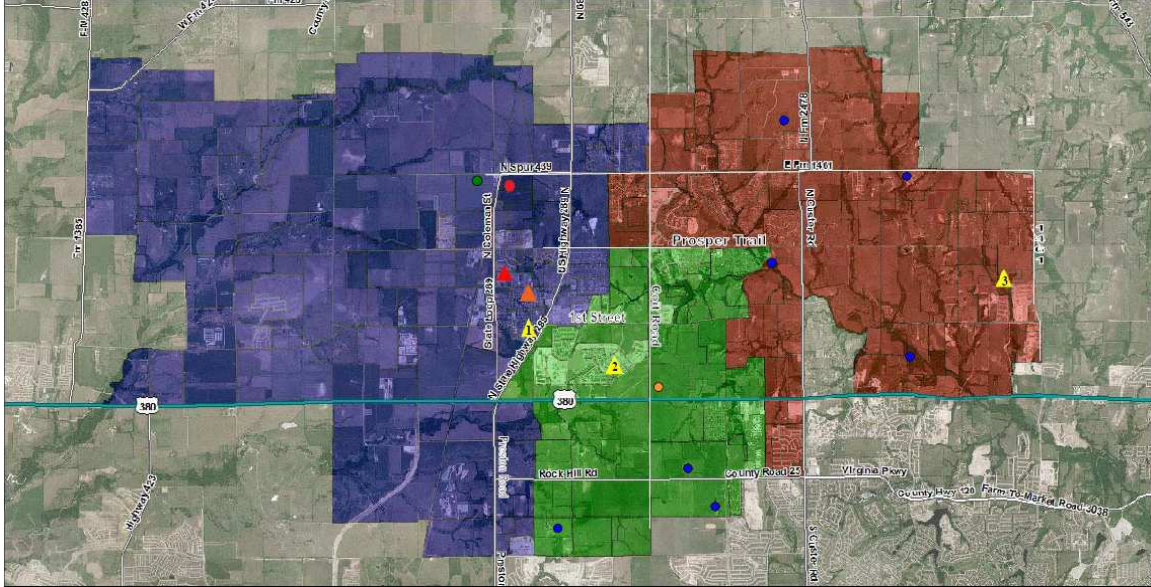
Northern Boundary: .5M miles North of 428 until Smiley Road

Then Carey rd then 6 & 7 until 50,

Then 289 & 83 until 86

Then 88 until 87 then 92 until 127 & 126 then 125 until 168 & 165

then 1461



<http://www.prosper-isd.net/Uploads/72/misc/DistrictLocatorMap2007.pdf>

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

#### Jurisdiction.

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

#### Fiscal Year.

The fiscal year of the Organization shall be from September 1 to August 31 of the following year.

#### Books and Records.

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

#### Resignation.

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

#### Amendments to Bylaws.

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Organization by a two-thirds (2/3) vote of the total present membership, provided, however, that all members have been given ten (10) days written notice, including a written copy

of the proposed changes. Amendments to the Bylaws may be made from the floor at the Annual Meeting without advance notice.

#### ARTICLE IV – MEETINGS OF THE ORGANIZATION

##### Place of Meeting.

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

##### Annual Meeting.

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

- Roll Call and Vote Accreditation
- Approval of Minutes of Last Meeting
- Communications
- Unfinished Business
- Reports of Chairman of Standing Committees
- Reports of Officers
- New Business
- Bylaw and Rule Changes
- Election of Officers
- Good of the Game
- Adjournment

##### General Membership Meetings.

This Organization will hold (monthly) meetings beginning with the Annual Meeting in March. Such meetings shall be at a reasonable location designated by the President. A quorum is not required for this meeting as long as notices of such meeting were properly given. The order of business shall be:

- Roll Call and Vote Accreditation
- Approval of Minutes of Last Meeting
- Review and Changes to Meeting Agenda
- Unfinished Business
- Reports of Officers and Committees
- New Business
- Bylaw and Rule Changes
- Adjournment

### Special Meeting.

Special meetings of the Organization 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 or by a petition of 20% of the designated delegates from registered teams in good standing. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting. A quorum is not required for this meeting so long as notices of such meeting were properly given. Meetings may be held virtually via phone or computer and records of such meetings shall be posted as stipulated within the Bylaws.

### Board of Directors Meetings.

The meetings of the Board of Directors shall be held during the regularly scheduled general membership meetings, with prior notice. A quorum of 50% is required for this type of meeting. If the meeting is changed, then notice must be given.

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

### Emergency Actions.

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

### Notice of Meetings.

Written or printed notice stating the place, day and hour, of a meeting, and the purpose or purposes for which the meeting was called, shall be delivered not less than ten (10) nor more than fifty (50) days before the meetings, either personally, or by mail/email, by or at the direction of the President, to each delegate or Board Member of record entitled to vote at the meeting unless otherwise provided in these Bylaws. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the delegate or Board Member at their address as it appears on the records of the Organization, with postage thereon prepaid.

Proxy.

Proxy votes shall be permitted with approval from the president.

## ARTICLE V – NOTICE

### Manner of Giving Notice.

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

Waiver of Notice.

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

ARTICLE VI – BOARD OF DIRECTORS

Board of Directors.

The business and affairs of the Organization shall be managed by its Board of Directors, which shall consist of the Board of Directors of this Organization, each of whom will be entitled to one vote. The Board of Directors shall transact all business of the Organization and shall have the power to enforce the Laws of the Games, Rules of the North Texas State Soccer Organization, the United States Soccer Federation and its respective members, and the Bylaws and Rules and Regulations of this Organization. The Board of Directors shall also hear appeals of decisions of the Appeals and Disciplinary Committee.

Election of Board of Directors.

A call for elections will be posted on the Organization’s website or sent via email to members in good standing 30 days prior to the election day and email notification sent to each coach. Any individual over the age of 18 may apply for a position within the organization by requesting a specific position in writing, submitted to the President in odd years and to the Vice President during even years.

The Board of Directors shall be elected to a term of two years and may succeed themselves in office. Each prospective Board member must have a background check performed by NTSSA prior to election. Any Director that desires to seek election to another office, must first resign the Office he or she is holding, prior to the election. Elections shall be held at the Annual Meeting with one-half of the Board of Directors being elected each year in the following manner:

President	<i>(Elected even years)</i>
Vice President or President Elect	<i>(Elected in odd years)</i>
Secretary	<i>(Elected even years)</i>
Registrar	<i>(Elected odd years)</i>
Treasurer	<i>(Elected even years)</i>
<i>(Boy’s) Commissioner</i>	<i>(Elected odd years)</i>
<i>(Girl’s) Commissioner</i>	<i>(Elected even years)</i>
Chairperson of Coaches	<i>(Elected odd years)</i>
Chairperson of Referee’s	<i>(Elected even years)</i>
Chairperson of Facilities	<i>(Elected odd years)</i>
Chairperson of Appeals & Disciplinary	<i>(Elected even years)</i>
Immediate Past President	Not Elected

All officers shall be elected by majority vote of the Board of Directors with one vote cast per Board member and two votes cast from the aggregate coaching body delegate of coaches that are coaching during the season. The simple majority vote from the coaches that desire to vote, equates to the two votes.

### Removal.

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

### Attendance at Meetings.

A Board of Director member not attending three (3) consecutive meetings, including regular meetings, of this Organization or Board of Directors meetings, will have their office declared vacant unless the Board of Directors excuses such absences. Their office shall be filled in accordance with procedures under Special Election.

### Vacancies.

The nominating Committee will find a candidate and present this person to the Board of Directors for a majority Board approval.

### Compensation.

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

### Written Reports.

With the exception of the President, all Board of Directors of this Organization shall report the functions of their office, in writing, if requested by the President, at each regular meeting of the Organization.

### Parliamentarian.

The President shall use Parliamentary rules to conduct the meeting and the Secretary shall act as Parliamentarian, using "Roberts Rules of Order, Newly Revised" as a guide ensuring that Parliamentarian rules are followed by all board members.

### Minutes.

The Secretary shall keep regular minutes of its proceedings. The minutes shall be placed to the board members of the Organization and once minutes are voted as accurate, posted to the website. Minutes shall be approved at or prior to the next Board Meeting.

### Grievance Involving Board of Directors Members.

A member of the Board of Directors can be a member or official of a team, or club. In the event of any grievance involving such Organization, he or she may not act in its behalf nor be entitled to vote on the grievance.

## ARTICLE VII – OFFICERS, EMPLOYEES AND AGENTS: Powers and Duties

### President.

The President of the Organization shall preside at all Organization meetings. They shall appoint all Service committees and be an ex-officio voting member of such committees. They shall cast the deciding vote in the event of a tie at any meeting, or may waive the right to do so. They may appoint delegates to any meetings of the members. They shall submit an annual report in writing at the Annual Meeting and said report shall become part of the minutes of such meeting. They shall be responsible for insuring that all the members with check signing authority be bonded. They are empowered to take prudent and reasonable action in cases not covered in these Bylaws, and such authority is implicit in the office. The president is responsible for submitting a request for background checks of the Board members to NTSSA.

The President is responsible for maintaining the continuity of resources for the organization by locating organizational members as necessary. In addition the President is responsible for drafting and submitting all changes to the Bylaws.

#### Vice President or President -Elect.

The Vice President shall succeed to the office of President in the event that office becomes vacant. They shall serve in that office until the next regularly scheduled Board of Directors meeting, at which time the Board of Directors will appoint a President to serve until an election can be held at the next Annual General Meeting. The Vice President shall succeed to the powers of President in their absence. They shall be responsible for seeing that the administrative policies and operations of the Organization are carried out. They are the initial contact point for appeals and responsible for establishing ad-hoc committees to process appeals per the bylaws. . The Vice President is responsible for funneling all email and voice mail to the appropriate organizational member for resolution, per a pre-defined routing design.

#### Secretary

The Secretary shall keep minutes of all Board of Directors meetings and Membership meetings. The Board of Directors will approve their minutes and the Members will approve Membership meeting minutes. The Secretary will keep all approved minutes electronically and email to each board member and Staff members.

In addition the Secretary will be responsible for updating the website with changes as requested by the board or staff.

#### Treasurer.

The Treasurer shall serve as the financial officer of the Organization and shall be responsible for coordinating budget appropriations, complete financial reconciliation and report in writing, prior to each scheduled Board of Directors meeting, a balance sheet and income statement. The reporting will be itemized by category and listed in the following manner: Activity during the month, Accumulative to date; Approved budget; Difference (plus or minus). They shall chair the Budget and Finance Committee and shall review and initial all contracts by this Organization. They shall require all checks for an amount over \$1000.00 to have two (2) authorized signatures and shall be bonded. The person or persons receiving the check may not be either of the authorized signatures on the check. All financial records are available for review by any Member.

#### Registrar

The Registrar of the Organization shall be the chief administrative staff person of the Organization and, subject to the supervision of the Board, shall report directly to the President and shall perform such duties as may be incident to their office or specifically delegated to them by the Board as well as submit all necessary documentation to remain in compliance with NTSSA registration requirements and communicate with the registration software company as necessary. The Registrar of the Association shall be responsible for the registration and eligibility of all players and teams within the jurisdiction of the organization. In addition, the Registrar will be responsible

for implementing valid Identification Cards for the Organization if required. The Registrar may appoint as many Assistant Registrars to assist the Registrar in their duties as Registrar as the Board deems appropriate. The registrar is a non-voting organizational position and may be a paid position.

(Boy's) Commissioner.

The (Boy's) Commissioner shall be responsible for team formation within their gender division and the jurisdiction of the Organization and shall appoint such Assistant Commissioners as they deem necessary to carry out this function, after approval of the Board of Directors. They shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Vice President. Commissioners shall keep a complete list of players and teams, including the coach and the parent representative from each team within their respective division and are responsible for obtaining coaches.

(Girl's) Commissioner.

The (Boy's) Commissioner shall be responsible for team formation within their gender division and the jurisdiction of the Organization and shall appoint such Assistant Commissioners as they deem necessary to carry out this function, after approval of the Board of Directors. They shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Vice President. Commissioners shall keep a complete list of players and teams, including the coach and the parent representative from each team within their respective division and are responsible for obtaining coaches

Chairperson of Coaches.

The Chairperson of Coaches shall be the Chairperson of the Coaches Committee and shall report the activities of this Committee, in writing, at each regular meeting of this Organization. The coaches chairperson is responsible for developing and implementing programs that align with the goal of the organization relating to player and coach development.

Chairperson of Referees.

The Chairperson of Referees shall be a registered USSF Referee and shall be the Chairperson of the Referee Committee and shall report the activities of this Committee, in writing, at each regular meeting of this Organization. This position is filled once the need arises.

Chairperson of Facilities.

The Chairperson of Facilities shall be the Chairperson of the Facilities Committee and shall report the activities of this Committee, in writing, at each regular meeting of this Organization. The chairperson will enable the use of fields/facilities for the practices and games.

Immediate Past President.

The Immediate Past President shall be ratified by the membership at the Annual General Meeting. They will assist the President.

Chairperson of Appeals and Disciplinary Action

This position is a board position with voting privileges. This position requires that in the event of a transgression, both views of the incident must be understood by the Chairperson prior to a

recommended course of action. This person performs Article IX of the Bylaws in place of the Vice President when the Chairperson of Appeals position is filled.

#### ARTICLE VIII – STANDING COMMITTEES

Standing Committees shall be appointed by the appropriate Chairman and approved by a 2/3 majority vote of the Board of Directors at the first Board of Directors Meeting following the Annual General Meeting of each year or in case of special circumstances, established by the board during a board meeting. Vacancies on such committees shall be filled by appointment, within thirty (30) days of occurrence of such vacancy. In case of emergency, the Committee Chairman shall have the authority to fill vacancies of their Committee by appointment until such vacancy can be filled in accordance with normal procedures. All committee meetings/hearings are open to the membership.

#### **ARTICLE IX - PROCEDURE FOR APPEALS**

In no event shall any person or persons or organization under the jurisdiction of this Organization resort to the Courts until all appeal procedures have been exhausted. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines set forth by the United States Soccer Federation, and shall be liable for all expenses incurred by the Organization and its officers and members in defending each court action, including but not limited to court costs, attorney fees, reasonable compensation for time spent by the Organization 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.

##### Procedure for Filing Appeals.

Procedure for filing appeals shall be as follows:

1. All appeals to the Organization must be submitted in writing and received within five (5) days of the appealed decision. A \$50.00 fee (cash or cashier's check) shall accompany all appeals. If the Committee upholds the appeal, the fee will be returned. If it is denied, the fee will be forfeited to the treasury of this Organization. Appeals are submitted to the Vice President and a ad-hoc Appeals Committee will be established, which is comprised of no less than 3 members of the Organization.
2. The Vice President of the Board, at its discretion, may, when requested in writing to do so, waive the time limit for filing appeals but in no case shall an extension of more than ten (10) days be granted.
3. In cases of controversy as to timely receipt of appeals, the postmark date (postage meter not acceptable) will govern.
4. Upon receipt of appeal, properly submitted, the Vice President shall set a time and place for the hearing and will serve notice to all appropriate parties. Such hearing must be scheduled within ten (20) days of receipt of the appeal and the appealing party is bound to present all information and evidence relative to the appeal at the hearing.
5. Decisions of the ad hoc appeals committee may be appealed to the Board of Directors of this Organization. Procedures for filing appeals with the Board of Directors shall be exactly (including time limit and filing fee) as for filing with the Vice President except that all material shall be submitted to the President, who shall serve notice to all concerned parties of the receipt and the time and place for the hearings.

6. Decisions of the Board of Directors may be appealed to the North Texas State Soccer Organization. Appeals must be submitted, in writing, to the North Texas State Soccer Organization within five (5) days of the Board of Directors decision and accompanied by the fees set forth in the Bylaws of the North Texas State Soccer Organization.
7. All decisions at all levels of the appeal process shall stand and be in full force and effect until changed by a higher authority.

#### **ARTICLE X - RULES AND REGULATIONS**

1. Except as otherwise specified under the Rules and Regulations of this Organization's Bylaws herein, the rules of Play of the United States Soccer Federation and its National Organizations of which North Texas State Soccer Association and this Organization is a member, will apply in all competitions. In the instance of a rule not specified under this Organization's Bylaws and not described within the NTSSA Rules then Frisco Soccer Association published recreational soccer playing rules will be followed or the Prosper Area Soccer Organization Board may vote on the issue "Not already specified" within any of these organization's rules.
2. All members of the association agree to keep email addresses and or email distribution lists confidential. Distribution lists are the property of the Organization and are not to be used without prior written consent of the Organization. Failure to comply with this requirement may cause dismissal from the Organization.
3. In the event that the Prosper Area Soccer Organization does not have enough volunteer's or monetary resources to maintain the organization then all current members of the organization and future members of the organization within the boundaries as specified within Article III shall automatically be annexed by Frisco Soccer Association. The Prosper Area Soccer Organization (PASO) will remain a separate entity from all other entities located within the city of Prosper or be annexed within Frisco Soccer Association. The then remaining members in good standing of the PASO organization may vote and elect annexation by the Frisco Soccer Association (FSA) "or" the City of Prosper Council may vote and elect the annexation into FSA if either there are insufficient organizational resources or there has been a substantial transgression from the PASO Bylaws, NTSSA or Frisco rules.

#### **ARTICLE XI – PURPOSE OF THE ORGANIZATION**

The purpose of PASO is to provide a means for each child to equally have the opportunity to play soccer. The goal is to foster soccer learning in a non-competitive environment. Our mission is to serve the youth soccer players of the community. The primary focus of the Prosper Area Soccer organization is to perform activities that promote the following ideals:

Soccer Knowledge

Good Sportsmanship

Athleticism

Teamwork

Friendship

Courage and

Commitment

To that end the following perpetual rules are mandatory and may not be changed regardless of a board vote:

#1 . Team standings will not be disclosed indicating the relative ranking of one team to another regardless of the team's age. The league will also not cause the information that leads to the determination of a standing to be disclosed.

#2 . Placement on a team is on a first registration / first placed basis once returning players are placed on their returning team. Returning players that have not registered and requested their returning team 30 days prior to the close of registration shall be considered a new registrant and are equally subject to the first registration/ first placed rule. Players within their own age division are placed first unless the player is a returning player.

#3. Coaches may not recruit members to their team.

#4. The league may not hold tryouts to determine placement on a team, nor may the league purposefully assign players to a team based on a player's skill.

#5. Player's may not request to play with a friend for divisions U7 and above and the league may only randomly assign players to a team U7 and above.

#6. No score will be kept for team divisions U8 and below.