

# BY-LAWS

Updated 8.30.16 with changes from July 24, 2016 GBM

## ARTICLE I - OFFICES

- 2.1. **PRINCIPAL OFFICE.** The principal office of STYSA shall be in the boundaries of South Texas. It shall be located at the address of the State Office or if no State Office, then as designated by the STYSA President.
- 2.2. **REGISTERED OFFICE.** STYSA shall have and continuously maintain the State of Texas a registered agent, and a registered office, the location of which will be designated by the STYSA President and as required by the Texas Non-Profit Corporation Act. The registered agent shall be the STYSA President unless the STYSA President designates another to be registered agent in his / her place.

## ARTICLE II - VOTING

### 2.3. VOTING POWERS

- 2.3.1. **MEMBER ASSOCIATIONS.** The number of votes which each member association will have shall be determined as follows, based on the most current paid registration figures as provided by the STYSA Registrar to the Executive Committee no earlier than 14 days before and no later than 10 days prior to any STYSA General Meeting. (Changed 7.21.13)

Under 1,000 players	-----	1 vote
1,001 - 2,000 players	-----	2 votes
2,001 - 3,000 players	-----	3 votes
3,001 - 4,000 players	-----	4 votes
4,001 - 5,000 players	-----	5 votes
5,001 - 6,000 players	-----	6 votes
more than 6,000 players	-----	7 votes

\* (Except for associate members - See Constitution, Article VI)

- 2.3.2. **INDIVIDUAL MEMBERS.** Individual members shall have no vote.

- 2.4. **METHOD OF VOTING.** One or more member association representatives shall cast the member's votes based on the preceding schedule. The method whereby votes are cast shall be at the discretion of each member association. Unless the STYSA Secretary is notified in writing by the member association President or Secretary of which individual(s) shall represent a member and the number of votes which the individual(s) is entitled to cast at the Governing Board meeting, then all votes on behalf of each member association will be cast by the chief executive officer or the highest ranking elected officer of that member association in attendance. Such written notification must be made at least ten (10) days prior to the Governing Board meeting at which the votes are to be cast. No STYSA officer may cast votes for a member association at a Governing Board meeting.

### 2.5. QUORUM

- 2.5.1. **GOVERNING BOARD MEETINGS.** A majority of the voting power of the Governing Board members which are in good standing shall constitute a quorum at all meetings of the Governing Board.
- 2.5.2. **OTHER MEETINGS AND GROUPS.** A majority of the members of any committee or group shall constitute a quorum at such meetings.
- 2.5.3. **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.

- 2.6. **MAJORITY VOTE.** A majority of votes represented shall decide all questions unless specifically provided otherwise.
- 2.7. **GOOD STANDING.** To vote, a member must be in good standing.
- 2.8. **PROXY.** Votes to which a member association is entitled may be cast by a proxy. To be valid, a proxy must:
  - 2.8.1. be in writing,
  - 2.8.2. be signed by the chief executive officer and one other elected officer of the member association,
  - 2.8.3. be specific as to issues upon which it may be exercised,
  - 2.8.4. designate by name, the individual(s) who is entitled to exercise the proxy,
  - 2.8.5. be presented to the STYSA Secretary before the beginning of the meeting.

A proxy may not be cast for any member association not in attendance at the previous Governing Board meeting. Votes cast by proxy do not fulfill the requirements for attendance by a member association as required in Paragraph 1.12 of the STYSA Constitution.

- 2.9. **VOTING AT USYSA / USSF MEETINGS.** Depending upon the number of votes that STYSA can cast at USYSA / USSF meetings, the following STYSA officers listed in the order of priority may cast votes: President, Executive Vice-President, Treasurer, Registrar, Eastern District Vice-President, Western District Vice-President, and Secretary. For example, if STYSA has three votes and if the first four officers listed attended the meeting, the President, Executive Vice-President and Treasurer would each exercise one vote and the Registrar would not vote. If fewer officers attend a USYSA / USSF meeting than the number of votes provided to STYSA, then the President shall vote or delegate any extra votes.

### **ARTICLE III - OFFICERS**

- 2.10. **PRESIDENT.** The President shall be the Chief Executive Officer of STYSA and shall have the following duties and responsibilities:
  - 2.10.1. shall preside at all meetings of the STYSA Governing Board and Executive Committee;
  - 2.10.2. may appoint committees;
  - 2.10.3. at any meeting at which he / she presides, shall cast the deciding vote in the event of a tie or may waive the right to do so;
  - 2.10.4. may appoint delegates to any member association meetings;
  - 2.10.5. shall submit an annual report in writing at STYSA's Summer Governing Board meeting to all members in attendance, and the report shall become a part of the minutes;
  - 2.10.6. with the Treasurer, shall assist in preparing and overseeing budgets, approving all expenses for payment, and jointly signing all checks in amount of \$500.00 or more for expenditures;
  - 2.10.7. shall annually appoint an auditing committee to examine the Treasurer's books to verify his / her financial report before the February Governing Board meeting;
  - 2.10.8. shall have overall responsibility for new area development;
  - 2.10.9. in the year in which his / her term does not expire, shall serve as the Chairperson of a Nominating Committee to be appointed by the Governing Board for the purpose of nominating STYSA officers;
  - 2.10.10. unless another officer is designated by the Executive Committee or the Governing Board, shall sign for STYSA after the contracts have been approved by the STYSA Executive Committee or the Governing Board;
  - 2.10.11. shall be responsible for the oversight of the STYSA State Office; and **(Changed 7.24.16)**

2.10.12. exercise such other duties and responsibilities which are necessary or appropriate for the proper management of STYSA.

2.11. **EXECUTIVE VICE-PRESIDENT.** The Executive Vice-President shall succeed to the duties and responsibilities of the President in his / her absences and additionally shall have the following duties and responsibilities:

2.11.1. shall coordinate the work of the Administrative Vice-Presidents;

2.11.2. shall have the responsibility for:

- a. Insurance matters
- b. Travel and invitational tournament matters
- c. State Tournaments including Fall Championships and all state-sponsored Spring Cup competitions
- d. STYSA State Classic League
- e. Coaching education matters
- f. Referee development
- g. Player development (including State Team Program),
- h. STYSA participation in the Southern Regionals and US Youth Soccer National Championships.

2.11.3. may appoint other individuals as needed to carry out his / her duties and responsibilities;

2.11.4. shall serve or appoint someone to serve as the Chairperson of the STYSA Appeals Committee; and

2.11.5. in the year in which his / her term does not expire, shall serve as the Chairperson of a Nominating Committee to be appointed by the Governing Board for the purpose of nominating STYSA Officers.

2.11.6. In the event either the President or Treasurer is unavailable or unable to sign checks for expenditures, the Executive Vice-President may do so.

2.12. **EASTERN DISTRICT ADMINISTRATIVE VICE-PRESIDENT.** The Eastern District Administrative Vice-President shall be responsible for all of the routine administrative matters within the Eastern District and these shall include:

2.12.1. scheduling and scoring for Inter-District competition;

2.12.2. the dissemination of Fall Championship, US Youth Soccer National Championships and any other STYSA tournament information within the Eastern District;

2.12.3. the coordination and management of the Eastern District Games following the Fall season;

2.12.4. the coordination and management of US Youth Soccer National Championship competition for teams from within the Eastern District and any competitions within STYSA which involve teams or players from the Eastern District (including the State Team Program);

2.12.5. shall be the District liaison to STYSA and in this regard shall report to and work with the Executive Vice-President;

2.12.6. shall be responsible for the appointment of persons who will serve on the State Disciplinary and Protest Committees. These appointees shall serve as selected by the STYSA Appeals Committee Chairperson; and

2.12.7. may designate others to carry out any of his / her listed duties and responsibilities.

2.13. **WESTERN DISTRICT ADMINISTRATIVE VICE-PRESIDENT.** The Western District Administrative Vice-President shall be responsible for all of the routine administrative matters within Western District and these shall include:

- 2.13.1. scheduling and scoring for Inter-District competition;
- 2.13.2. the dissemination of Fall Championship, US Youth Soccer National Championships and any other STYSA tournament information within the Western District;
- 2.13.3. the coordination and management of the Western District Games following the Fall season;
- 2.13.4. the coordination and management of Snickers®/US Youth Soccer National Championship competition for teams from within the Western District and any competitions within STYSA which involve teams or players from the Western District (including the State Team Program);
- 2.13.5. shall be the District liaison to STYSA and in this regard shall report to and work with the Executive Vice-President;
- 2.13.6. shall be responsible for the appointment of persons who will serve on the State Appeals Committees. These appointees shall serve as selected by the STYSA Appeals Committee Chairperson; and
- 2.13.7. may designate others to carry out any of his / her listed duties and responsibilities.

2.14. **SECRETARY.** The Secretary shall:

- 2.14.1. record the minutes of the Governing Board and Executive Committee meetings;
- 2.14.2. attend to all correspondence;
- 2.14.3. maintain the records of STYSA;
- 2.14.4. keep a complete list of member associations, members of the Governing Board and officers of STYSA;
- 2.14.5. at least thirty (30) days prior to a regular Governing Board meeting provide written notice as to the date, time and place of such meeting to each member association;
- 2.14.6. at least thirty (30) days prior to a regular Governing Board meeting provide written notice of any proposed amendments to the Constitution, By-Laws and Rules and Procedures;
- 2.14.7. at least ten (10) days prior to a regular Governing Board meeting provide a written agenda to each member association; and
- 2.14.8. at least ten (10) days before any special Governing Board meeting, provide notice of the meeting, including the location, time and purpose of the meeting to each member association.

2.15 **TREASURER.** The Treasurer shall:

- 2.15.1. collect all funds due STYSA;
- 2.15.2. responsibly manage all funds of STYSA;
- 2.15.3. keep a detailed account in accordance with generally accepted accounting principles of income and expenditures;

- 2.15.4. serve as Chairperson of the STYSA Finance Committee and assist in preparing and overseeing the annual budgets and any other budgets pertaining to STYSA operations;
- 2.15.5. submit a financial report at each regular Governing Board and at each Executive Committee meeting and at the request of the President;
- 2.15.6. with the President, review, approve and pay all bills of STYSA;
- 2.15.7. will cooperate in supplying promptly when requested, the financial books and records to appointed auditors, the President or Executive Committee for examination, audit and / or tax related matters.

2.16. **REGISTRAR.** The Registrar shall:

- 2.16.1. in conjunction with the State Office, maintain records of all STYSA duly registered players and teams;
- 2.16.2. interpret registration and rostering rules to insure compliance with and consistency in the application of STYSA / USYSA registration requirements;
- 2.16.3. provide to the other officers and to the Governing Board timely reports on the players registered with STYSA, and
- 2.16.4. establish, publish and distribute in a timely manner to the member associations information concerning registration procedures and dates for STYSA.

#### **ARTICLE IV - DIRECTOR OF COACHING**

- 2.17. The STYSA Director of Coaching shall be a full-time employee of South Texas Youth Soccer Association. He / she shall serve at the discretion of the STYSA Executive Committee and shall report to the STYSA Executive Director. The duties and responsibilities of this individual shall be specified in the "Responsibilities of the South Texas Director of Coaching." **(Changed 7.24.16)**

#### **ARTICLE V - STATE OFFICE**

- 2.18. The STYSA State Office shall be maintained under the authority of the STYSA Governing Board.

#### **ARTICLE VI - EXECUTIVE COMMITTEE**

- 2.19. STYSA officers shall constitute an Executive Committee to act on matters pertaining to the daily operation of STYSA in concert with existing Governing Board policies. An Executive Committee meeting may be called by the President or by a majority of the Executive Committee.

#### **ARTICLE VII – STANDING AND SPECIAL COMMITTEES**

- 2.20. STYSA has the following Standing Committees:
- 2.20.1 Appeals Committee
  - 2.20.2 Finance Committee
  - 2.20.3 Kidsafe Committee
  - 2.20.4 Olympic Development Committee
  - 2.20.5 Recreation Committee
  - 2.20.6 Rules Committee
  - 2.20.7 National Championship Committee
  - 2.20.8 Competitions Committee (Added 7.24.16)**

- 2.20.9 Responsibilities. Except as otherwise provided in the STYSA Constitution and these bylaws, the Executive Committee shall prescribe the responsibilities of each standing committee. **(Changed 7.24.16)**
  - 2.20.10 Appointment. Except as otherwise provided in the STYSA Constitution and these bylaws, the President of STYSA shall appoint the chairman of each standing committee with the approval of the Executive Committee. The President shall appoint all members to each Standing Committee with approval of the Executive Committee. **(Changed 7.24.16)**
  - 2.20.11 Term. Members of the Standing Committees shall be appointed annually, unless otherwise specified by the Executive Committee (which may provide for a term of up to two years) at the time of appointment. A committee member may serve for multiple terms, and continues to serve until a successor has been appointed. **(Changed 7.24.16)**
- 2.21. Special Committees. Subject to the approval of the Executive Committee, the President of STYSA may establish special committees, appoint the members and chairman of each of those committees, and prescribe the responsibilities of each.
- 2.22 Compensation. No member of a committee may receive compensation (except reimbursement of expenses for services performed as a committee member.)

### **ARTICLE VIII - RULES AND PROCEDURES**

- 2.23. From time to time the Governing Board may approve Rules and Procedures for the orderly functioning and to effectuate the purposes of this Association. Any proposals or motions to amend these Rules and Procedures must be made in writing to the Secretary, Chairman, of the Standing Rules Committee, and the STYSA State Office no later than the date specified and advertised on the STYSA website. Proposed amendments to the Rules and Procedures of STYSA may be offered at any meeting by a majority vote of the eligible Governing Board members in good standing. However, each Governing Board member shall be given at least thirty (30) days notice in writing of the proposed amendments and their purpose. Votes must be cast in person at the meeting or by proxy. Amendments to the Rules and Procedures shall include an effective date.

### **ARTICLE IX- AMENDMENTS**

- 2.24. Any proposals or motions to amend the By-Laws must be made in writing to the Secretary, Chairman of the Standing Rules Committee and the STYSA State Office no later than the date specified and advertised on the STYSA website. Amendments to these By-Laws may be made at any Governing Board meeting by 2/3 majority vote of the voting power of member associations in good standing. Each Governing Board member shall be given at least thirty (30) days notice in writing of the amendments and their purpose. Amendments to the By-Laws shall include an effective date.

Adopted 2/25/89

Last Amended 8/30/2016