

**AGM 2023 Proposed By-Law Amendments
to current Boerne Soccer Club By-Laws (dated May 23, 2022)**

Proposed By-Law Amendment #1

Current:

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), the United States Soccer Federation (USSF), The US Club Soccer and the United Soccer Club League. As a member Club of AAYSA, BSC shall also comply with the following:

Proposed:

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), the United States Soccer Federation (USSF), The US Club Soccer and the United Soccer Club League. ~~As a member Club of AAYSA,~~ BSC shall also comply with the following:

[and remove "AAYSA" or replace "AAYSA" with "STYSA" in 3.1 subsections, 5.6.10, and 6.4 as shown below]

Justification:

The revision aligns the bylaws with current practice as BSC enters teams into competitions hosted by STYSA rather than AAYSA.

Effective Date: 5/22/2023

Submitted by: BSC Board of Directors

BSC Board of Directors Recommendation: Adopt by-law Amendment #1

Current
Boerne Soccer Club By-Laws
(dated May 23, 2022)

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 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 the conduct of all members.

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), the United States Soccer Federation (USSF), The US Club Soccer and the United Soccer Club League. 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;

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 a Board of Directors that is selected through an open and democratic election process;

3.1.6. The actions and policies adopted 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 published at least 30 days in advance of the meeting;

3.1.7. It will provide the Secretary of AAYSA documents and information as needed;

3.1.8. Provision of governing documents to AAYSA. BSC 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 that meet certain minimum criteria as established by USSF (subject to any contrary requirements contained in state or local laws applicable to BSC), prohibiting sexual and physical abuse; 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.

4. [REMOVED]

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 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, 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.

5.5.1. Proxy voting. Proxy Voting shall apply to elections only. Despite the limitation of one vote per voting member as specified above, voting members may cast additional votes on behalf of other members when serving in a proxy capacity. Proxy voting requires a written statement by the absent member of his or her intent to vote, the issue to be voted upon, the person who shall serve as proxy, and what that vote shall be. Abuse of the proxy voting process, by exercising a proxy vote without authority to do so from the respective absent member, or by proxy voting in a manner inconsistent with the stated intent of the absent member, shall result in a re-vote on the issue affected, and sanctions by the Board of Directors against the person who abused the process. Sanctions shall be in the discretion of the Board of Directors, but can include removal from the position that provides voting rights, or removal of voting rights.

5.5.2. Annual General Meeting: All elected officers, all coaches, and all club staff may vote. The Annual General Meeting is to be held before the end of the current soccer year, which runs from June 1st through May 31st of any given year.

5.5.3. Board of Directors Meetings: All elected officers may vote. Coaches and staff may not vote at Board of Director meetings.

5.6. VOTING:

5.6.1. REGISTERED TEAMS. Each team registered through the BSC shall have one (1) vote at the Annual General Meeting. In the event the AGM is held after June 1st, the eligible voting membership shall be drawn from the previous soccer year. 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 Director of Coaching, or his/her designee, prior to voting, must credential each eligible voting member.

5.6.2. OFFICERS. Each elected officer 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 Vice President. Three (3) neutral individuals who are not candidates for office shall be appointed tellers and shall be responsible for counting votes.

5.6.6.1. The call for candidates shall go out at least 30 days prior to the election, by electronic mail to an e-mail address on record for each member family. Failure of a member family to receive an e-mail shall not impact the election, unless the family at issue demonstrates that the omission has adversely affected the electoral process. The family at issue bears the burden of proof.

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

5.6.6.3. 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 and write-ins are not allowed during the Annual General Meeting.

5.6.6.4. Voting for officers shall be by paper ballot or by electronic means and shall protect the privacy of the voter.

5.6.6.5. All paper ballots shall be destroyed and electronic records of votes shall be deleted once the election results are deemed official.

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

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

5.6.9. **ABSENTEE VOTING.** No absentee voting will be allowed, unless it is in compliance with the proxy voting provisions as set out above.

5.6.10. **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 Administrator 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 President 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 Operations Officer President being notified of the request.

6.3. **ORDER OF BUSINESS at the Annual General Meeting.** The order of business for the Annual General Meeting shall typically 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 Committees
- 9) Reports from Officers
- 10) Election of Officers
- 11) New Business
- 12) Adjournment

6.3.1. A departure from this sequence shall not invalidate any actions taken or decisions made during the meeting, absent a showing that the departure prejudiced the good-faith of the process. The complainant bears the burden of proof.

6.4. **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 to attend the meetings of AAYSA and STYSA.

6.4.1. **QUORUM**

6.4.1.1. **Quorum Requirements:**

Board of Directors Meeting: 4 voting members present
Annual General Meeting: 12 voting members present

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

6.4.1.3. **LOSS OF QUORUM.** To the extent there is a quorum at the outset of the meeting, the members present at any duly organized meeting may continue to transact business until adjournment, even if some members leave such that the number present would no longer constitute a quorum.

7. **OFFICERS**

7.1. **LIST OF OFFICERS.** The list of board members includes:

President
Vice President (President Elect)
Treasurer
Secretary
Member at Large

7.2. **TERMS.** The term of office for each board member shall be for two years. Incumbents as of the time of signing these by-laws or who take over another board member's term before their two-year term ends, may remain in office till the end of the term they filled, as may be necessary. The terms of the Board will be staggered such that about half of the board positions will come up for election every year.

7.2.1. The President and Vice President, unless there are multiple vacancies in the remaining board pool, shall be elected from board members currently serving at the time of the election. For optimal continuity of the board, the Vice President shall be considered the President-elect and will assume without subsequent general election the role of the President once the current President's term has ended.

7.2.2. **TERM LIMITS.** Board member officers may serve a total of 4 full 2-yr terms on the board. Once the term limit has been reached, the individual cannot serve on the board for at least one year. Partial terms are not considered when counting the number of terms.

7.2.2.1 Board members elected to the role of Vice President or President can serve a total of 5 full 2 year terms.

7.2.2. 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 By-laws.

7.3. **ELECTIONS.** Election of Board Members of the BSC shall take place at the Annual General Meeting of the BSC. These elections are for the purpose of electing new members to the board in general. Elected positions will be filled by the voting membership as the board member term expires. The board will vote on actual positions for new members internally following the conclusion of the Annual General Meeting.

7.4. **BALLOTING.** Balloting shall be by procedures adopted in the By-Laws. The By-Laws may provide for absentee voting procedures by proxy, as noted above.

7.5. **NOMINATIONS.** The Director of Coaching or designee will present to the board at least two months prior to elections a list of qualified candidates for offices for the coming year. The board shall have the duty to ascertain from each nominee that if elected he/she shall be willing to serve. The final list of candidates shall be sent out to voting members at least 14 days prior to the Annual General Meeting.

7.6. **VACANCIES.** When a mid-term vacancies occur in any of the Board positions, except President and Vice President, the President shall nominate a person to fill the vacancy. 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. After the end of a President's first term, the remaining voting officers will vote on whether or not the President or Vice President will assume the role of President during the next term. If the office of President becomes vacant during the President's term, the role of the President will be assumed by the Vice President. In the event that Vice President is unable/unwilling to assume the role of President, the President will be assumed by the remaining Officers in the following order: the longest serving board member to the most junior board member.

7.6.2. When the office of the Vice President becomes vacant, the role will be assumed by an existing board member, based on a simple majority vote of the officers.

7.7. RECALL OF AN OFFICER. The Board of Directors shall have the power to recall any officer 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.

7.8. DUTIES, RESPONSIBILITIES, AND QUALIFICATIONS. The Board of Directors shall describe the duties, responsibilities, and qualifications of officers.

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 or holds a paid position within the BSC. If two individuals from the same family, household, or address run for election and both are elected, one of the two individuals will decline the position for which he or she was elected, and the runner-up for that office will be offered the position. If there was no challenger in the election, or the runner-up declines the position, the Club will convene a new election.

7.10. 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 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, 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.

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 have the authority to increase the number of sitting board members from its current 5 members up to 7 as is necessary to keep up with the continued growth of BSC. The addition of a board member position would require a 2/3 majority of the sitting board members and would be effective immediately.

9. ADMINISTRATIVE

It is acceptable to hire administrative staff to manage and oversee the daily administrative operations of BSC. Staff will be paid for their services the amount to be determined by the Board of Directors by a two-thirds majority vote. These individuals will receive an IRS W-2.

10. RULES

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

11. COMMITTEES

11.1. The BSC shall create and empower committees as necessary to conduct the business of the Club. The President shall approve members to all committees. At least one board member will serve as a Board liaison on each committee, but does not need to serve as the chair. Regular reports will be submitted to the Director of Coaching and the Board.

12. OFFICE

12.1. **PRINCIPAL OFFICE.** The principal office of BSC shall be in the boundaries of Kendall or Bexar County in the state of Texas. It shall be located at the address of the BSC Office or if no BSC Office, then as designated by the BSC President.

12.2. **REGISTERED OFFICE.** BSC shall have and continuously maintain with the State of Texas a registered agent, and a registered office, the location of which will be designated by the BSC President and as required by the Texas Non-Profit Corporation Act.

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

13. AMENDMENTS

13.1. **BY-LAWS:** Any proposals or motions to amend the By-Laws must be made in writing to the administrative staff. 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 of a quorum. Eligible voting members must be given at least 7 days notice. Prior to voting, members shall be afforded the opportunity (at the meeting or before) to seek/gain clarification of the rationale behind the proposed changes. Amendments shall include an effective date.

13.2. **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 7 days notice of the amendments to the Rules and their purpose.

14. SEASONAL AND FISCAL YEAR

14.1. **SEASONAL YEAR.** The seasonal year of BSC shall be the same as the seasonal year of the South Texas Youth Soccer Association.

14.2. **FISCAL YEAR.** The fiscal year of BSC shall begin and end as listed in the By-laws. The fiscal year of BSC shall begin on May 1st and end on April 30th.

15. RECORDS

15.1. **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 necessary to carry out normal Club operations.

15.2. **RETENTION:** Records and data will be collected and stored only for the minimum time necessary, or as required by law.

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

16. FINANCIAL

16.1. **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.

16.2. **SIGNIFICANT EXPENDITURES:** Checks over \$2,500.00 require the express written approval (e-mail is acceptable) of two Board Members (one of which must be the Treasurer or President) in addition to being signed by an approved signer on the BSC checking account.

16.3. **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.

16.4. **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

16.5. **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

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

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

16.6.2. 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.

17. DISSOLUTION

17.1. 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.

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(dated May 22, 2023)**

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- As a committee member or recognized volunteer of the BSC; or
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5.5.3. **Board of Directors Meetings:** All elected officers may vote. Coaches and staff may not vote at Board of Director meetings.

5.6. **VOTING:**

5.6.1. **REGISTERED TEAMS.** Each team registered through the BSC shall have one (1) vote at the Annual General Meeting. In the event the AGM is held after June 1st, the eligible voting membership shall be drawn from the previous soccer year. 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 Director of Coaching, or his/her designee, prior to voting, must credential each eligible voting member.

5.6.2. **OFFICERS.** Each elected officer 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 Vice President. Three (3) neutral individuals who are not candidates for office shall be appointed tellers and shall be responsible for counting votes.

5.6.6.1. The call for candidates shall go out at least 30 days prior to the election, by electronic mail to an e-mail address on record for each member family. Failure of a member family to receive an e-mail shall not impact the election, unless the family at issue demonstrates that the omission has adversely affected the electoral process. The family at issue bears the burden of proof.

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

5.6.6.3. 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 and write-ins are not allowed during the Annual General Meeting.

5.6.6.4. Voting for officers shall be by paper ballot or by electronic means and shall protect the privacy of the voter.

5.6.6.5. All paper ballots shall be destroyed and electronic records of votes shall be deleted once the election results are deemed official.

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

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

5.6.9. **ABSENTEE VOTING.** No absentee voting will be allowed, unless it is in compliance with the proxy voting provisions as set out above.

5.6.10. **VOTING AT ~~AAYSA~~-MEETINGS.** BSC President or their proxy (designated in writing) will cast all votes for Boerne SC at ~~all AAYSA~~ any external meetings, as needed.

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 Administrator 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 President 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 Operations Officer President being notified of the request.

6.3. **ORDER OF BUSINESS at the Annual General Meeting.** The order of business for the Annual General Meeting shall typically 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 Committees
- 9) Reports from Officers
- 10) Election of Officers
- 11) New Business
- 12) Adjournment

6.3.1. A departure from this sequence shall not invalidate any actions taken or decisions made during the meeting, absent a showing that the departure prejudiced the good-faith of the process. The complainant bears the burden of proof.

6.4. **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 to attend the meetings of ~~AAYSA and~~ STYSA.

6.4.1. **QUORUM**

6.4.1.1. **Quorum Requirements:**

Board of Directors Meeting: 4 voting members present
Annual General Meeting: 12 voting members present

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

6.4.1.3. **LOSS OF QUORUM.** To the extent there is a quorum at the outset of the meeting, the members present at any duly organized meeting may continue to transact business until adjournment, even if some members leave such that the number present would no longer constitute a quorum.

7. **OFFICERS**

7.1. **LIST OF OFFICERS.** The list of board members includes:

President
Vice President (President Elect)
Treasurer
Secretary
Member at Large

7.2. **TERMS.** The term of office for each board member shall be for two years. Incumbents as of the time of signing these by-laws or who take over another board member's term before their two-year term ends, may remain in office till the end of the term they filled, as may be necessary. The terms of the Board will be staggered such that about half of the board positions will come up for election every year.

7.2.1. The President and Vice President, unless there are multiple vacancies in the remaining board pool, shall be elected from board members currently serving at the time of the election. For optimal continuity of the board, the Vice President shall be considered the President-elect and will assume without subsequent general election the role of the President once the current President's term has ended.

7.2.2. **TERM LIMITS.** Board member officers may serve a total of 4 full 2-yr terms on the board. Once the term limit has been reached, the individual cannot serve on the board for at least one year. Partial terms are not considered when counting the number of terms.

7.2.2.1 Board members elected to the role of Vice President or President can serve a total of 5 full 2 year terms.

7.2.2. 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 By-laws.

7.3. **ELECTIONS.** Election of Board Members of the BSC shall take place at the Annual General Meeting of the BSC. These elections are for the purpose of electing new members to the board in general. Elected positions will be filled by the voting membership as the board member term expires. The board will vote on actual positions for new members internally following the conclusion of the Annual General Meeting.

7.4. **BALLOTING.** Balloting shall be by procedures adopted in the By-Laws. The By-Laws may provide for absentee voting procedures by proxy, as noted above.

7.5. **NOMINATIONS.** The Director of Coaching or designee will present to the board at least two months prior to elections a list of qualified candidates for offices for the coming year. The board shall have the duty to ascertain from each nominee that if elected he/she shall be willing to serve. The final list of candidates shall be sent out to voting members at least 14 days prior to the Annual General Meeting.

7.6. **VACANCIES.** When a mid-term vacancies occur in any of the Board positions, except President and Vice President, the President shall nominate a person to fill the vacancy. 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. After the end of a President's first term, the remaining voting officers will vote on whether or not the President or Vice President will assume the role of President during the next term. If the office of President becomes vacant during the President's term, the role of the President will be assumed by the Vice President. In the event that Vice President is unable/unwilling to assume the role of President, the President will be assumed by the remaining Officers in the following order: the longest serving board member to the most junior board member.

7.6.2. When the office of the Vice President becomes vacant, the role will be assumed by an existing board member, based on a simple majority vote of the officers.

7.7. **RECALL OF AN OFFICER.** The Board of Directors shall have the power to recall any officer 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.

7.8. **DUTIES, RESPONSIBILITIES, AND QUALIFICATIONS.** The Board of Directors shall describe the duties, responsibilities, and qualifications of officers.

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 or holds a paid position within the BSC. If two individuals from the same family, household, or address run for election and both are elected, one of the two individuals will decline the position for which he or she was elected, and the runner-up for that office will be offered the position. If there was no challenger in the election, or the runner-up declines the position, the Club will convene a new election.

7.10. **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 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, 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.

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 have the authority to increase the number of sitting board members from its current 5 members up to 7 as is necessary to keep up with the continued growth of BSC. The addition of a board member position would require a 2/3 majority of the sitting board members and would be effective immediately.

9. ADMINISTRATIVE

It is acceptable to hire administrative staff to manage and oversee the daily administrative operations of BSC. Staff will be paid for their services the amount to be determined by the Board of Directors by a two-thirds majority vote. These individuals will receive an IRS W-2.

10. RULES

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

11. COMMITTEES

11.1. The BSC shall create and empower committees as necessary to conduct the business of the Club. The President shall approve members to all committees. At least one board member will serve as a Board liaison on each committee, but does not need to serve as the chair. Regular reports will be submitted to the Director of Coaching and the Board.

12. OFFICE

12.1. **PRINCIPAL OFFICE.** The principal office of BSC shall be in the boundaries of Kendall or Bexar County in the state of Texas. It shall be located at the address of the BSC Office or if no BSC Office, then as designated by the BSC President.

12.2. **REGISTERED OFFICE.** BSC shall have and continuously maintain with the State of Texas a registered agent, and a registered office, the location of which will be designated by the BSC President and as required by the Texas Non-Profit Corporation Act.

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

13. AMENDMENTS

13.1. **BY-LAWS:** Any proposals or motions to amend the By-Laws must be made in writing to the administrative staff. 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 of a quorum. Eligible voting members must be given at least 7 days notice. Prior to voting, members shall be afforded the opportunity (at the meeting or before) to seek/gain clarification of the rationale behind the proposed changes. Amendments shall include an effective date.

13.2. **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 7 days notice of the amendments to the Rules and their purpose.

14. SEASONAL AND FISCAL YEAR

14.1. **SEASONAL YEAR.** The seasonal year of BSC shall be the same as the seasonal year of the South Texas Youth Soccer Association.

14.2. **FISCAL YEAR.** The fiscal year of BSC shall begin and end as listed in the By-laws. The fiscal year of BSC shall begin on May 1st and end on April 30th.

15. RECORDS

15.1. **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 necessary to carry out normal Club operations.

15.2. **RETENTION:** Records and data will be collected and stored only for the minimum time necessary, or as required by law.

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

16. FINANCIAL

16.1. **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.

16.2. **SIGNIFICANT EXPENDITURES:** Checks over \$2,500.00 require the express written approval (e-mail is acceptable) of two Board Members (one of which must be the Treasurer or President) in addition to being signed by an approved signer on the BSC checking account.

16.3. **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.

16.4. **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

16.5. **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

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

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

16.6.2. 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.

17. DISSOLUTION

17.1. 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.