

# **BY-LAWS OF AUSTIN CO-ED SOCCER ASSOCIATION**

## **ARTICLE I**

### **OFFICES**

#### **1.01 Name**

The name of this corporation is Austin Co-ed Soccer Association (the “Association”).

#### **1.02 Principal Office**

The principal office of the Association shall be located at 900 West Avenue, 3<sup>rd</sup> floor, Austin, Texas 78701. The Association may have such other offices as the Board of Captains may determine, or as the affairs of the Association may require, from time to time.

#### **1.03 Registered Office and Registered Agent**

The Association 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 “Act”). The registered office and the initial registered agent of the Association are set forth in the Articles of Incorporation. The registered office may be, but not need be, identical with the principal office of the Association in the State of Texas, and the address of the registered office and registered agent may be changed from time to time by the Board of Captains.

## **ARTICLE II**

### **BOARD OF CAPTAINS**

#### **2.01 General Powers**

The affairs of the Association, including, but not limited to, the establishment of rules of competition governing the divisions, competitions, tournaments and special competitions of the Association and its Members (the “Rules”), shall be managed by its Board of Captains. An individual holding the position of Captain of the Association shall be considered as being a director of the Association in accordance with the provisions of the Act.

#### **2.02 Number, Tenure and Qualifications**

Each member team of the Association shall exercise its right to vote via the person of its Captain or appointed representative provided, *however, that a member team at the time of the vote must be registered and in good standing in accordance with Article 2 of the Association’s Rules in order to exercise its voting rights.* Each member team shall select its Captain in accordance with its adopted procedures and provide the Association’s Registrar with the name, address and other information regarding its Captain at the time of registration to allow for the delivery of notice and facilitate communication with the Association. Any change in team’s Captain shall promptly be conveyed to the Registrar

and Secretary, along with pertinent information for notice as described above. Each Captain shall hold office *for the term established by her/his team* and thereafter until her/his successor shall have been duly elected and qualified, or until her/his earlier death, resignation or removal. Members of the Board of Captains may be elected for any number of successive terms.

### **2.03 Regular Meetings**

The BOARD shall meet tri-annually in April, August, and January to elect its officers, to authorize general categories of expenses that may be incurred and paid with the approval of the President, and to conduct whatever business its members present for consideration. The President shall hold other meetings upon a call after notice has been given to each BOARD member at least fourteen (14) days prior to meeting. Communication of any meetings will be in the form of the preferred method of communication per team. Each duly registered team must have a representative attend the tri-annual meetings.

### **2.04 Special Meetings**

Special meetings of the Board of Captains may be called by the President at her/his own request or shall be called by her/him upon demand made in writing by at least 1/3 of the BOARD members.

### **2.05 Notice**

Unless otherwise provided in these Bylaws, notice of any meeting of the Board of Captains shall be given at least fourteen (14) days, but no more than thirty (30) days, previously thereto by written notice delivered personally or sent by mail, telefacsimile or e-mail to each Captain at her/his physical address, telefacsimile number or e-mail address, as the cases may be, as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If notice were given by telefacsimile or e-mail, such notice shall be deemed to be delivered on the date sent if sent prior to 4 p.m. and on the following business day if sent after 4 p.m. Any Captain may waive notice of any special meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a Captain at any meeting shall constitute a waiver of notice of such meeting, except where a Captain attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

### **2.06 Quorum**

Any number of Captains present shall constitute a quorum of the BOARD at a duly noticed meeting.

## 2.07 Manner of Acting

The vote of a majority of the Captains present at a meeting at which a quorum is present shall be the act of the Board of Captains unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

## 2.08 Proxies

At all meetings of the Board, a Captain may vote in person or by proxy through another representative appointed by the Captain.

## 2.09 Vacancies

Any vacancy occurring in the Board of Captains shall be filled by the vote of the former Captain's member team, *in accordance with its adopted procedures*. A Captain elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office, or until her/his successor qualifies, or until her/his earlier death, resignation or removal.

## 2.10 Informal Action by Captains

Any action required by law to be taken at a meeting of Captains, or any action that may be taken at a meeting of Captains, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Captains.

# ARTICLE III

## OFFICERS AND COMMISSIONERS

### 3.01 Officers

The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer and such other officers as may be elected in accordance with the provisions of this Article III. The President may appoint such other officers and s/he deem necessary to administer the affairs of the Association, such officers to have the authority and to perform the duties prescribed, from time to time, by the President. Any office created by the President, or any individual appointed to any such office, may be disapproved by the vote of a majority of the Board of Captains represented in person or by proxy at any meeting called for that purpose. Two or more offices may be held by the same person, except the offices of President and Secretary.

### 3.02 Election and Term of Office

The BOARD shall elect a President, Vice-President, Secretary, and Treasurer by a majority vote of its members represented at the spring meeting of the BOARD. In addition, one Commissioner from each division shall be elected by majority vote of BOARD members from the respective divisions represented at said meeting. The term of office will be one year and thereafter until her/his successor shall have been duly elected and shall have qualified. The Vice-President shall permanently succeed to the powers of the President, for the remainder of the term, upon her/his death, resignation, or removal from office. An elected official may serve more than one term. The Board shall also

approve the recommendation of the Executive Committee for the positions of Registrar and Referee Coordinator for a term of one year. Term limits shall be one (1) year with the President, Vice-President, Treasurer and Secretary. The outgoing President, Vice President, Treasurer, and Secretary shall remain in an advisory capacity for a period of one year following the election of new officers. The elections will be held at the spring meeting and take effect at the conclusion of the summer meeting. If elections of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Captains.

### **3.03 Removal**

Any officer may be removed for cause by a vote of at least two-thirds of the Captains then entitled to vote at a regular or special meeting of the Board of Captains called for that purpose whenever in its judgment the best interests of the Association would be served thereby. Commissioners may be removed in the same manner; provided, however, that any such vote shall be limited to Captains representing member teams from that division present in person or by proxy at such meeting. Notice of any meeting of the Board of Captains called for the purpose of removing any Officer or Commissioner shall be given at least fourteen (14) days previously thereto to all Captains, as well as to the person whose removal is sought who shall have the right to be heard in his own defense at any such meeting. Any officer appointed by the President may be removed for cause by the President provided that written notice of such removal is promptly given to the Board of Captains. Any such removal may thereafter be disapproved by the affirmative vote of a majority of the Captains then entitled to vote. Any such removal shall be without prejudice to the contract rights, if any, of the Officer or Commissioner so removed.

### **3.04 Vacancies**

A vacancy in any office or commissioner's seat because of death, resignation, disqualification or otherwise, may be filled for the unexpired portion of the term by the vote of a majority of the Board of Captains present at a regular or special meeting of the Board of Captains called for that purpose; provided, however, that any such vote concerning a Commissioner shall be limited to the Captains representing member teams from the applicable division.

### **3.05 President**

The President shall preside over all regular and special meetings of the Board of Captains. S/he may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Captains, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Captains have authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Captains or by these Bylaws or by statute to some other officer or agent of the Association, authorize expenditures of the Association's funds within the categories authorized by the Board at its tri-annual meetings; appoint delegates to represent the Association at meetings of any

soccer association, league or other group with which the Association is affiliated; and in general s/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Captains from time to time.

### **3.06 Vice President**

In the absence of the President or in the event of her/his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in order of their election) shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such other duties as from time to time may be assigned to her/him by the President or Board of Captains.

### **3.07 Treasurer**

The Treasurer shall cause to be kept regular books of account of the Association's funds and property, arrange for an annual audit of the financial records of the Association by a certified public accountant, and perform such other duties as may be assigned her/him by the President or by the Board of Captains.

### **3.08 Secretary**

The Secretary shall review, approve and submit the minutes of the meeting of the Board of Captains and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Captains.

### **3.09 Commissioners**

The Commissioners shall represent the interests of the teams within the Association's division, as a whole, that s/he represents in all matters that may properly come before the Executive Committee.

## **ARTICLE IV**

### **EXECUTIVE COMMITTEE**

#### **4.01 Membership**

The Executive Committee of the Board of Captains shall consist of the President, Vice President, Secretary, Treasurer, and all Commissioners, along with all appointed officers of the Association who shall serve as ex officio, non-voting members. The President shall serve as chair of the Executive Committee and shall appoint its vice chair.

#### **4.02 Powers**

a) The Executive Committee shall act as the nominating committee for the Association, nominating candidates for all elective offices, including those of Commissioner for each division. The Executive Committee shall submit the names of as many individuals as it deems qualified and willing to serve as prospective officers. Nominations for any office may also be heard from the floor.

b) In the event the Association is required to take immediate action on a matter on which the Board of Captains has not previously established a rule or policy and it would be impossible or impractical to convene the Board before such action must be taken, the Executive Committee may, upon the affirmative vote of a majority (but in no event less than four) of its members present at a meeting where a quorum exists, act on behalf of the Association. In any such event, the President shall deliver a writer report of the action is taken to the Board of Captains and shall, upon the written request of at least one-third of the Board members, call a meeting to review such action. Notice of any meeting of the Executive Committee to consider any matter authorized under the provisions of this section shall be given at least three hours previously thereto in person or by telephone, telefacsimile or email to each committee member at her/his physical address, telephone number, telefacsimile number or email address, as the case may be, as shown by the records of the Association. The notice will state the place, day and time of the meeting, and the purpose or purposes for which it is called.

c) The Executive Committee shall perform such other functions and decide such other matters as the Board of Captains may direct from time to time.

#### **4.03 Executive Committee Meetings**

Regular meetings of the Executive Committee shall be held at least twice per season.

#### **4.04 Operation**

Except as specifically set forth in this Article IV, the provisions of Article V below shall govern the operation of the Executive Committee.

### **ARTICLE V**

#### **ADDITIONAL COMMITTEES; PROVISIONS AFFECTING COMMITTEES GENERALLY**

##### **5.01 Establishing Additional Committees**

The Board may adopt a resolution establishing one or more additional committees (including, but not limited to, committees governing referees, schedules, registration, finances, minutes, playing field, publicity and tournaments) delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more Captains and may include persons who are not Captains. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Captains. The Board may also delegate to the President its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual Captain, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- a) Amend the Articles of Incorporation
- b) Adopt or plan a merger or of consolidation with another corporation
- c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the Associations property and assets
- d) Authorize voluntary dissolution of the Association
- e) Revoke proceedings for voluntary dissolution of the Association
- f) Adopt or plan for distributing the Associations assets
- g) Amend, alter, or repeal these Bylaws
- h) Elect, appoint, or remove a member of a committee or a Captain or officer of the Association
- i) Approve any transaction to which the Association is a party and that involves a potential conflict of interest
- j) Take any action outside the scope of authority delegated to it by the Board.

## **5.02 Terms of Office**

Each committee member will continue to serve on the committee until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

## **5.03 Chair and Vice Chair**

One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice chair. The chair and vice chair will be appointed by the President. Any chair (other than that of the Executive Committee) or vice chair appointed by the President may be disapproved by the vote of a majority of the Board of Captains represented in person or by proxy at any meeting called for that purpose. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice chair will perform the chair's duties. When a vice chair acts for the chair, the vice chair has all the powers of, and is subject to all the restrictions on, the chair.

## **5.04 Notice of Meetings**

Except as set forth in Section 4.02 (b), notice of committee meeting will be delivered to each member of a committee not less than fourteen (14) nor more than (30) days before the date of the meeting by written notice delivered personally or sent by mail, telefacsimile, or email to each committee member at her/his physical address, telefacsimile number or email address as the case may be, as shown by the records of the Association. The notice will state the place, day and time of the meeting, and the purpose or purposes for which it is called.

## 5.05 Quorum

The presence of at least three members of a committee shall constitute a quorum for the transaction of business at any committee meeting.

## 5.06 Actions of Committees

Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

## 5.07 Proxies

A committee member may not vote by proxy.

## 5.08 Compensation

Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a committee member will be reasonable and commensurate with the services performed.

## 5.09 Rules

Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **6.01 Contracts**

The Board of Captains may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

#### **6.02 Checks and Drafts**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by these Bylaws and, from time to time, by resolution of the Board of Captains.



### **6.03 Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Captains may select.

### **6.04 Gifts**

The Board of Captains may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE VII INDEMNIFICATION/INSURANCE**

### **7.01 Extent of Indemnification**

The Association shall have the power to indemnify persons as authorized or required under Article 1396-2.22A of the Act.

### **7.02 Insurance**

The Association shall have authority to purchase indemnity insurance as authorized or required under Article 1396.2.22A of the Act.

## **ARTICLE VIII BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Captains, and committees having any of the authority of the Board of Captains.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver therefore in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI INTERESTED CAPTAINS**

### **11.01 – General Requirements**

Except as provided in this Article X, the Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation or in these Bylaws and no part of such funds shall incur to the benefit of, or be distributed to, the members of the Association.

### **11.02 Transactions Involving Interested Captains**

Notwithstanding the preceding section, no contract or transaction between the Association and one or more of its Captains or officers, between the Association and any other corporation, partnership, association or other organization in which one or more of its Captains or officers are also directors or officers, or have a financial interest, shall be void or voidable solely for such reason if the material facts as to the interest of a Captain(s) and as to the contract or transaction are disclosed or known to the Board of Captains and thereafter the Board in good faith authorized the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Captain or Captains.

### **11.03 Voting Restrictions**

Interested Captains may be counted in determining the presence of a quorum at a meeting of the Board of Captains that authorizes a contract or transaction in the preceding section. However, interested Captains may not vote or participate in the consideration of a transaction in which s/he is interested.

## **ARTICLE XII DISSOLUTION**

On dissolution, liquidation or winding up of the Association (whether voluntary or involuntary), the provisions of the Act shall apply as to procedure. The assets of the corporation, after all debts have been satisfied, shall be distributed to such organization or organizations operated exclusively for charitable, educational or scientific purposes, or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended. In no event shall any of such assets be distributed to any of the Captains, officers or employees of the Association.

## **ARTICLE XIII AMENDMENTS TO BYLAWS AND RULES**

13.01 These Bylaws may be altered or amended in whole or in part, or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds of the Board of Captains then authorized to vote, if at least fourteen (14) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

13.02 The Rules of the Association may be altered or amended in whole or in part, or repealed and new Rules may be adopted by the affirmative vote of at least two-thirds of the Board of Captains then authorized to vote, if at least fourteen (14) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

### **CERTIFICATE OF SECRETARY**

The undersigned, Secretary of Austin Co-Ed Soccer Association, does hereby certify that the Board of Directors duly adopted the foregoing Bylaws on September 13, 2017.

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Molly B. Quirk, Secretary, ACSA