

BYLAWS OF THE NORTH AUSTIN SOCCER ALLIANCE, INC.

ARTICLE 1 - MEMBERSHIP

1.1 Eligibility

At any time, the Membership of the Alliance shall consist of:

- a. all players who are registered on Alliance teams in the current season or who were registered in the previous season and are not currently registered at any other US soccer club,
- b. all parents or guardians of players who are registered on Alliance teams in the current season or who were registered in the previous season and are not currently registered at any other US soccer club,
- c. all Alliance coaches who are coaching in the current season or who coached in the previous season and are not currently registered or coaching at any other US soccer club, and
- d. all current Alliance Officers.

1.2 Effect of Membership

By accepting Membership into the Alliance, a member acknowledges and agrees that:

- a. these Bylaws form a contract between the member and the Alliance and that the member is bound by the Alliance's Constitution, Bylaws, and Policies & Procedures, and that
- b. they shall comply with and observe the Alliance's Constitution, Bylaws, and Policies & Procedures, as well as any determination, resolution, or policy which may be made or passed by the Board of Directors.

1.3 Membership Categories

There shall be two categories of membership:

- a. Regular membership, conferred upon all members who are over the age of 18 as of the beginning of the current fiscal year. Regular members shall have the right to receive notice of General and Emergency Meetings, and to be present, to debate, and to vote at General and Emergency Meetings.
- b. Junior membership, conferred upon all members who are under the age of 18 as of the beginning of the current fiscal year. Junior members shall have no right to receive notice of General or Emergency Meetings and no right to be present or debate or vote at General or Emergency Meetings, though they may be allowed to attend General or Emergency Meetings at the discretion of and with the approval of the Board of Directors.

1.4 Discipline

- 1.4.1 Complaint against an Alliance member – Any Alliance member may file a written complaint against another Alliance member with any Officer of the Alliance. Such complaint may request an investigation, review, and/or disciplinary action or other action for any violation of the Alliance's Constitution, Bylaws, or Policies & Procedures.
- 1.4.2 Physical Contact or Abuse of Referee – The Alliance's Board of Directors shall, upon written request by any member of the Board of Directors, utilize the hearing procedures listed in these Bylaws to investigate any situation which involves violent physical contact between members, coaches, referees, and/or spectators or any abuse or threatened assault of any referee.

- 1.4.3 Complaint and Appeal Hearing Procedures – A complaint shall be in writing and provided to an Officer within fourteen (14) days of the incident giving rise to the complaint. The complaint shall contain a statement of facts, the complainant's position, and the action requested. Other statements supporting the complainant's position may be provided with the complaint. The President or the appropriate Commissioner shall provide a synopsis of the complaint to the person(s) complained of (respondent). The President may call a special meeting or allow the complaint to be heard at a General Meeting. However, the complainant(s) and respondent(s) are to be provided seven (7) days written notice of any hearing by the appropriate Commissioner. The notice of hearing shall designate a reasonable time period for presentation by the complainant, respondent, and their respective witnesses. The notice provided for herein may be waived by the respondent in writing.
- 1.4.4 Censure – The Board of Directors may, by a two-thirds (2/3) majority vote of all Board members present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2, censure, place on probation, suspend, expel or provide any appropriate punishment to a member any violation of the Alliance, CAYSA, STYSA, or USYSA Constitution, Bylaws, or Policies & Procedures. Any member not currently under censure, probation, or suspension shall be deemed to be “in good standing.”
- 1.4.5 No Conflict with Rules Progressive Discipline System – To prevent duplicate hearings by the Alliance, this Article shall not apply to any situation which is handled through the CAYSA and/or STYSA Progressive Discipline System, as provided for in the CAYSA or STYSA Rules.
- 1.5 Termination of Membership**
Membership in the Alliance shall be deemed to have been terminated:
- a. if a member no longer satisfies the eligibility criteria under Article 1.1, or
 - b. if a member has been expelled by the Alliance under the provisions of Article 1.4.4.

ARTICLE 2 - BOARD OF DIRECTORS

2.1 Composition

The Board of Directors (“Board”) shall consist of no less than five (5) and no more than eleven (11) elected Directors; these shall be elected by the membership of the Alliance as provided in Article 6 of the Alliance’s Bylaws or be appointed by the Board, as provided in Article 2.8 (Vacancy, Resignation, Removal) of the Alliance’s Bylaws.

2.2 Officers and Executive Committee

- a. Among the elected Directors, the following positions shall be the “Officers” of the Alliance: President, Executive Vice President, Assistant Vice President, Secretary, Financial Director, and Assistant Financial Director.
- b. The President, Vice President, Secretary, and Financial Director shall comprise the “Executive Committee” of the Alliance with a function and duties as provided in Article 3.7 of the Alliance’s Bylaws.
- c. An Officer may not hold more than one position at any given time with the exception as provided in Article 2.8 (Vacancy, Resignation, Removal) of the Alliance’s Bylaws.

2.3 Qualifications

Directors must be Regular members of the Alliance in good standing.

2.4 Terms of Office

- a. Directors shall serve for a term of one (1) year.

- b. Directors may not serve more than two (2) consecutive terms in the same Officer position.

2.5 Voting Rights

Each Director shall have exactly one vote.

2.6 Purpose and Duties

- 2.6.1 Purpose – The Board is charged with formulating, implementing, and coordinating the programming necessary for the success of the Alliance in fulfilling its objectives. It shall conduct the business of the Alliance during the periods between General Meetings of the Alliance and in accordance with the authority granted to it in the Alliance’s Bylaws.
- 2.6.2 Duties – The Board shall be responsible for the following duties:
 - a. Establish the Bylaws governing the Alliance; such establishment requires a two-thirds (2/3) majority vote of all members of the Board present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2.
 - b. Confirm the appointment of any Officers, Commissioners, and/or Committee chairs made by the President; such confirmations require a simple majority vote of all members of the Board present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2.
 - c. Conduct any Disciplinary Proceedings required under the Bylaws.
 - d. Discharge the duties enumerated in the Bylaws, as well as any additional duties requested by the Board.
 - e. Establish Policies and Procedures for the formation of teams and play of the game.

2.7 Financial Rights and Obligations

- 2.7.1 No Compensation – No Director or Officer of the Alliance shall be compensated in any way by the Alliance for performing the duties required by the Constitution and Bylaws. However, with the approval of a simple majority vote of the members of the Board present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2, Directors of the Alliance may be reimbursed for reasonable expenses incurred on behalf of the Alliance.
- 2.7.2 Indemnification – Directors or Officers of the Alliance (and the heirs, estate, executors, administrators, and personal representatives of such persons who are or were a Director, Officer, or paid staff of the Alliance) shall be indemnified and saved harmless at all times by the Alliance against all costs, losses, and expenses incurred by them in or about the discharge of their respective duties, except such as happens from their own respective willful intent, neglect, or default.
- 2.7.3 Conflict of Interest – For purposes of these Bylaws, a conflict of interest shall be defined as a transaction or arrangement that might benefit the private interest of a Director, Officer, or employee of the Alliance. A Director or employee of the Alliance shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest may arise. They shall, unless otherwise determined by the Board, recuse themselves from discussions of such matters and, if voting Directors, shall not be entitled to vote in respect of such matters. In the event of any uncertainty as to whether it is necessary for a Director or employee to recuse themselves from discussions and, if voting Directors, refrain from voting, the issue should be immediately determined by a simple majority vote of all members of the Board present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2. If this is not possible, the matter at hand shall be adjourned or deferred.

2.8 Vacancy, Resignation, Removal

- 2.8.1 Vacancy after Election – If no person is nominated and elected for a given Officer position, such position shall be appointed as soon as practicable by the newly elected Board. Until such appointment is made, the Vice President shall hold all powers of the vacant Officer position, but shall not assume the vacant Officer’s vote in the Board of Directors.
- 2.8.2 Vacancy During Term – Upon a vacancy of any Officer position during the term of such Officer, the remaining Board shall appoint a successor Officer to complete the remaining term of the vacant Officer as soon as practicable. Until such appointment is made, the Vice President shall hold all powers of the vacant Officer position, but shall not assume the vacant Officer’s vote in the Board of Directors.
- 2.8.3 Resignation – A Director shall be presumed to have resigned if he or she has missed more than three (3) consecutive Board meetings. A Director may resign voluntarily by delivering written notice of resignation to the Secretary of the Alliance. Such resignation shall be effective upon receipt.
- 2.8.4 Removal – Any Director may be removed for cause by a two-thirds (2/3) majority vote of all Board members present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2. Cause shall include malfeasance, unreasonable absence from meetings, or dereliction of duties, but shall not include any dispute over club policy.
- 2.9 Authority**
The Board of Directors shall be vested with the ultimate authority over Alliance policy.

ARTICLE 3 – OFFICERS

3.1 President

The President shall be the Chief Executive Office of the Alliance and shall have the following duties and responsibilities:

- a. Shall be charged with the overall administration of the Alliance.
- b. Shall preside at General and Emergency meetings and will prepare and control the agenda for such meetings.
- c. Shall prepare, together with the Financial Director, and shall oversee all Alliance budgets and financial reports.
- d. Shall make appointments to unelected positions, as provided in Article 4.1 of the Alliance’s Bylaws.
- e. Shall make appointments to fill vacancies until elections may be held, as provided in Article 2.8 of the Alliance’s Bylaws.
- f. Shall have the authority to sign checks of the Alliance.
- g. Shall sign any deeds, mortgages, bonds, contracts or other instruments that the Board may authorize.
- h. Shall serve as Chairperson in any Disciplinary Hearing.
- i. Shall have the right to represent the Alliance at all CAYSA and STYSA meetings, as well as at all meetings of the City of Austin, the Austin Independent School District, or any other governmental body.
- j. Shall have the right to delegate his/her listed duties and responsibilities to other Officers or Directors.

3.2 Vice President

The Vice President shall be the second executive officer of the Alliance and shall have the following duties and responsibilities:

- a. Shall serve as presiding officer whenever the President is absent or unavailable and shall perform all duties delegated by the President.
- b. Shall coordinate the duties and reports of the other officers of the Alliance.
- c. Shall succeed to the President's office in the event of vacancy for any reason, and shall serve the remainder of the President's term without necessity of further vote.

3.3 Assistant Vice President

The Assistant Vice President shall have the following duties and responsibilities:

- a. Shall assist the Vice President in the execution of his/her duties.
- b. Shall serve as the Vice President whenever the Vice President is absent or unavailable.
- c. Shall perform those duties delegated by the President.

3.4 Secretary

The Secretary shall have the following duties and responsibilities:

- a. Shall provide notice of all meetings to members of the Board and the general membership of the Alliance, as required in the Alliance's Bylaws.
- b. Shall record the minutes of all meetings and provide such minutes to all members of the Board prior to the next scheduled General Meeting.
- c. Shall maintain and, upon request, make available all permanent records of the Board, incl. notices and minutes of prior meetings.
- d. Shall attend to all correspondence of the Alliance.
- e. Shall be the custodian of all public records of the Alliance.

3.5 Financial Director

The Financial Director shall have the following duties and responsibilities:

- a. Shall collect all dues and fees owed to the Alliance and shall control all monies of the Alliance
- b. Shall maintain detailed records of all Alliance transactions, receipts, and disbursements.
- c. Shall maintain a bank account on behalf of the Alliance.
- d. Shall have the authority to sign checks of the Alliance.
- e. Shall prepare a yearly financial report of income, expenditures, current assets and liabilities and present these to the membership at the General Assembly.
- f. Shall pay all Alliance bills properly passed on and approved by the Board, including payment of referees.
- g. Shall be responsible for preparing and filing in a timely manner of all financial reports required by the Internal Revenue Service and/or any other governmental entity.
- h. Shall assist the President in the preparation of the yearly budget of the Alliance.

3.6 Assistant Financial Director

The Assistant Financial Director shall have the following duties and responsibilities:

- a. Shall assist the Financial Director in the execution of his/her duties.
- b. Shall serve as the Financial Director whenever the Financial Director is absent or unavailable.
- c. Shall perform those duties delegated by the President.

3.7 Executive Committee

The Executive Committee will be chaired by the President and shall have the following duties:

- a. Hire and fire employees and contractors on behalf of the Alliance.
- b. Coordinate any special projects that may be undertaken by the Alliance.
- c. The President's vote will break any tie inside the Executive Committee.

ARTICLE 4 – COMMISSIONERS

4.1 General Provisions

- a. Unelected positions (“Commissioners”) shall be defined at the discretion of the Board of Directors, but will include at least the positions listed in this Article 4.
- b. The list of Commissioners’ duties and responsibilities in this Article 4 is subject to change at the discretion of the Board of Directors.
- c. All Commissioner appointments shall be made by the President of the Alliance and are subject to approval by the Board of Directors with a simple majority vote of the Board members present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2.
- d. The elected members of the Board may, at their discretion, appoint an individual to or remove an individual from any Commissioner position with a simple majority vote of the Board members present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2.
- e. Each of the positions in this Article 4 may be held by a Director as long as it does not violate the provisions of Article 2.7 (Financial Rights and Obligations) of the Alliance’s Bylaws.
- f. An individual may hold more than one position concurrently.
- g. Each Commissioner in this Article 4 will also be the head of the associated committee, if such a committee is formed.
- h. Commissioners shall be responsible to the Board of Directors.

4.2 Registrations Commissioner (“Registrar”)

The Registrations Commissioner shall have the following duties and responsibilities:

- a. Shall coordinate, organize, and administer the registration process for all Divisions of play as required by the Alliance.
- b. Shall comply with team and player registration policies and procedures defined by the Board of Directors of the Alliance.
- c. Shall ensure that the proper team and player registration fees are collected.
- d. Shall keep a detailed record of all monies received as part of team and/or player registration and shall make the record and monies available to the Financial Director of Finance in a timely basis.
- e. Shall maintain a complete file on all Alliance teams, including coach, manager and player information, as well as on all transfers granted or received.
- f. Shall be responsible for keeping on file all appropriate registration materials as required for league play and for providing all necessary materials to coaches, team managers, and players ahead of each season.

4.3 Divisional Commissioners

4.3.1 There shall be one Divisional Commissioner for each of the following Divisions of Play: Division IV, Division III, Division II and higher.

4.3.2 Each Divisional Commissioner under Article 4.3.1 shall have the following duties and responsibilities:

- a. Shall oversee the formation of teams in the division.
- b. Shall coordinate communication to members in the division.
- c. Shall represent to the Board the concerns of the divisional program.

4.4 Scheduling Commissioner (“Scheduler”)

The Scheduling Commissioner shall have the following duties and responsibilities:

- a. Shall allocate field space for all practices by Alliance teams.

- b. Shall assign fields for all home games of Alliance teams.
- c. Shall make referee requests with the league Referee to ensure crews are provided for all scheduled home games of Alliance teams.

4.5 Referee Commissioner

The Referee Commissioner shall have full charge of the Referee program for the Alliance and shall have the following duties and responsibilities:

- a. Shall oversee and administer a Young Referee Development Program to encourage players to become certified and active Alliance referees.
- b. Shall provide for the assessment and proper assignment of referees for each game between Alliance teams.
- c. Shall oversee the duties of any contracted referee scheduler.

4.6 Facilities Commissioner

The Facilities Commissioner shall supervise the layout, maintenance, and usage of all Alliance facilities and equipment and shall have the following duties and responsibilities:

- a. Shall maintain an updated list of all facilities used by the Alliance for practices or play (incl. name, location, owner, contact information, usage arrangements).
- b. Shall coordinate and supervise maintenance and field preparation duties.
- c. Shall be authorized by the Financial Director, with the consent of the Board, to purchase supplies and equipment as the need arises, and may maintain credit accounts for expenditures of a routine nature.

4.7 Coaching Commissioner

The Coaching Commissioner shall have the following duties and responsibilities:

- a. Shall recruit coaches for the Alliance.
- b. Shall coordinate, organize, and supervise all coaching and player development programs, including camps and clinics.
- c. Shall evaluate program outcomes and make recommendations to the Board of Directors.

4.8 Uniforms Commissioner

The Uniforms Commissioner shall have the following duties and responsibilities:

- a. Shall coordinate the research and selection of uniforms for Alliance teams.
- b. Shall coordinate the procurement, ordering, and distribution process of uniforms.
- c. Shall conduct an inventory of new and used uniforms at the end of each season and provide a report to the Board of Directors.

4.9 Fundraising Commissioner

The Fundraising Commissioner shall have the following duties and responsibilities:

- a. Shall develop and manage all fundraising activities for the Alliance.
- b. Shall report to the Board of Directors on discussions and progress with potential donors.
- c. Shall coordinate with the Financial Director so that donors are provided any relevant tax-related documents.
- d. Shall maintain integrity and professionalism at all times while representing the Alliance with potential donors.

4.10 Marketing and Communications Commissioner

The Marketing and Communications Commissioner shall have the following duties and responsibilities:

- a. Shall develop and manage all promotional and communications activities of the Alliance.
- b. Shall coordinate and supervise the distribution to all members of the Alliance of "The Striker," the Alliance's regular electronic newsletter.

- c. Shall coordinate the Alliance's web presence.
- d. Shall coordinate the Alliance's social media presence (incl. Facebook, instagram, twitter, etc.).
- e. Shall coordinate the Alliance's "Picture Day" activities.

4.11 Nominations and Elections Commissioner

The Nominations and Elections Commissioner shall have the following duties and responsibilities:

- a. Shall solicit and present a slate of eligible nominees for the Board of Directors.
- b. Shall conduct the elections process, as provided in Article X of the Alliance's Bylaws.

4.12 Audit Commissioner

The Audit Commissioner's position cannot be held by the Alliance's Financial Director. The Audit Commissioner shall have the following duties and responsibilities:

- a. Shall coordinate and manage the annual financial audit.
- b. Shall conduct any separate financial audits, as necessary.
- c. As necessary, shall draft and propose recommendations to the Board of Directors as a result of any findings related to a financial audit.

ARTICLE 5 – MEETINGS & ACTIONS

5.1 General Meetings

- a. Time and Place – General Meetings shall be held monthly on a date and at a location to be set by the Board. Each General Meeting shall also be a Board Meeting.
- b. Quorum – The presence of at least three (3) members of the Board shall be required for a General Meeting to take place.
- c. Rules of Order – All General meetings shall be governed by Robert's Rules of Order, latest edition.
- d. Publication of Notices – Notice of all General Meetings and other notices required by the Bylaws of the Alliance shall be published on the Alliance's web site at least seven (7) days prior to the meeting.
- e. Opportunity for Members to Be Heard – Interested members of the Alliance shall have an opportunity to be heard, subject to reasonable time limits, before a vote is called on a particular issue.
- f. General Assembly – the May General Meeting is designated as a "General Assembly" of the members of the Alliance. During the General Assembly, the members shall have the opportunity to vote for the Board of Directors, as provided in Article 6 of the Alliance's Bylaws.

5.2 Emergency Meetings

The President shall have the authority to call an Emergency Meeting on three (3) days' oral notice to the Board, provided that:

- a. Only emergency business that must be handled prior to the next scheduled meeting may be placed on the agenda.
- b. Amendments to the Constitution may not be considered.

5.3 Emergency Action

- 5.3.1 If action is mandated within three (3) days of the time a matter is first brought to the attention of the President, the President may act, subject to ratification at the next Board Meeting, with the express oral consent of three (3) additional Directors, provided that:

- a. Any expenditure in excess of \$250 shall require the approval of the Board at a General or Emergency Meeting.
- b. Any action against Alliance players or coaches shall be in the form of temporary suspensions pending a full hearing, to be conducted by the Board within one (1) week of the action.

5.3.2 At the request of any two (2) Directors, the President shall call an Emergency Meeting to review any actions taken under this section.

5.4 Voting

5.4.1 In-Person Voting – A simple majority of the members of the Board present at a properly convened General or Emergency Meeting shall be sufficient to carry out the duties of the Board, unless explicitly stated otherwise in the Bylaws of the Alliance.

5.4.2 Electronic Voting – Electronic discussions and voting may be utilized on a limited basis for decision making between General Meetings.

- a. The Board shall follow the normal parliamentary procedures in holding formal discussion and binding voting.
- b. The voting period for a motion put up for electronic voting will be one week from the day the motion was made.
- c. A motion put up for electronic voting shall have “passed” if the necessary number (e.g., simple majority or 2/3 of the eligible voting members of the Board) of Directors has electronically voted in favor via a message to the Board by the end of the voting period; it shall have “failed” if the necessary number (e.g., more than a simple majority or 1/3 of the eligible voting members of the Board) of Directors has electronically voted against via a message to the Board by the end of the voting period; if neither the votes cast in favor nor the votes cast against the motion surpass the necessary threshold by the end of the voting period, the motion shall be tabled for discussion at the next General Meeting.

ARTICLE 6 – ELECTIONS FOR BOARD OF DIRECTORS

6.1 Qualifications & Nomination Process

- a. All nominations for Director or Officer of the Alliance must be received by the Nominations and Elections Commissioner no later than twenty eight (28) days before the Alliance’s General Assembly.
- b. A nominee for Director or Officer must be a Regular member in good standing with the Alliance.
- c. A nominee for Director must have attended at least one (1) of the last six (6) General Meetings prior to the General Assembly.
- d. A nominee for Officer must have served at least three (3) months as a Director prior to the elections at the General Assembly.
- e. Pursuant to Article 2.7.1 of the Alliance’s Bylaws, no person who receives compensation for goods or services provided to the Alliance shall be eligible to serve as a Director or Officer of the Alliance. Similarly, Pursuant to Article 2.7.3 of the Alliance’s Bylaws, no person with a conflict of interest shall be eligible to serve as a Director or Officer of the Alliance.

6.2 Elections

- a. Time and Place – Elections for the Board of Directors shall take place annually at the General Assembly (May General Meeting).

- b. Notice – A notice to the members of the Alliance shall be distributed no later than forty five (45) days before the General Assembly.
- c. Voting Rights – Each Regular member of the Alliance shall have the right to participate in the election and shall have one vote.
- d. Voting Method – Voting shall be conducted by mail or electronic ballot on or before a deadline set by the Board of Directors (no later than three days before the General Assembly) or by paper ballot on the day of the General Assembly. No vote by proxy shall be allowed.
- e. Start of Term – Elected members of the Board of Directors shall assume their duties at the conclusion of the General Assembly.
- f. Transition Period for Financial Director – Following the start of the term of the new Board of Directors, the outgoing Financial Director shall remain on the Board of Directors until the conclusion of the current fiscal year as a non-voting member. His/Her responsibilities until the end of the fiscal year shall include the proper transition to his/her successor and the proper closing out of any financial matters due before the end of the fiscal year.

6.3 Special Elections

Special Elections may be called by the President to fill vacant Board positions or as required by Article 2.1 of the Alliance's Bylaws. Notice of Special Elections must be published to the membership no less than thirty (30) days prior to the election.

ARTICLE 7 - AMENDMENTS

7.1 Submission

Amendments to the Constitution and/or the Bylaws of the Alliance can be submitted by any Regular member of the Alliance. Any such amendment proposal must be introduced to the Board in writing at least one regular meeting prior to being voted upon.

7.2 Approval

An amendment proposal must first achieve an affirmative two-thirds (2/3) majority vote of all voting Board members present at a properly convened General or Emergency Meeting or via electronic voting under Article 5.4.2. Upon approval by the Board, it is then subject to final approval by the membership of the Alliance at the General Assembly. If it receives a simple affirmative majority vote of the valid votes cast by the Regular membership, it shall then be considered "passed."

ARTICLE 8 - DISSOLUTION

The Alliance may be dissolved by action of a two-thirds (2/3) majority vote of the valid votes cast by the Regular membership of the Alliance at the General Assembly. Such action shall bring about automatic cancellation and dissolution of the North Austin Soccer Alliance. In the event the Alliance ceases to function or dissolves and after paying or making the provision for payment of all just liabilities, the Board shall transfer all the net assets to any successor.