

BYSO CONSTITUTION

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SECTION 1.

ARTICLE I. NAME, ORGANIZATION, PURPOSE, AFFILIATION

1.1. The name of the organization is the Bandera County Youth Soccer Association. For purposes of abbreviation, acceptable names herein shall be "BCYSA" or "Bandera Youth Soccer Organization" ("BYSO").

1.2. BCYSA may conduct business as Bandera Youth Soccer Organization.

1.3. The purposes of BYSO are charitable, educational and athletic, as defined by the Texas Non-Profit Corporation Act and include: teaching good sportsmanship, the educating of youth participants and adult sponsors in the fundamentals of soccer, promoting soccer through sponsorship of regularly scheduled youth soccer competitions, and conducting such other activities as BYSO shall deem appropriate.

1.4. BCYSA is a non-profit organization exempt from taxation under Section 501C(3) of the Internal Revenue Code.

1.5. It is the policy of this Organization not to discriminate or tolerate discrimination on the basis of race, sex, age, religious beliefs or physical handicaps.

1.6. The mailing address shall be P.O. Box 2003, Bandera, Texas 78003 unless otherwise designated by the Board of Directors.

1.7. BCYSA shall comply with all Laws of the Game established by the International Football Association Board (IFAB).

1.8. The Mission Statement of BCYSA shall be "To encourage, promote and facilitate skills, game ethics and a growing knowledge of soccer among Bandera County youth".

ARTICLE II. GOVERNANCE

2.1. BCYSA will have a Governing Board, consisting of an Executive Board that is selected through an open democratic election, and a Board of Directors that is appointed by the Executive Board. The Governing Board shall transact all business of BYSO and shall have the power to enforce the laws of the game, Constitution, By-Laws, and Rules and Procedures of BYSO. It shall have the power to settle all disputes not pertaining to the Discipline, Protest and Grievance Procedures.

2.2. In all instances of governance not outlined within the Constitution & Bylaws of the Organization, Roberts Rules of Order shall be the governing document unless otherwise noted.

2.3. The actions and policies adopted by the Governing Board will be open and available for review by the membership.

2.4. It will:

2.4.1. provide copies of BYSO Constitution, By-Laws, and other governing documents to all affiliations as requested.

- 2.4.2. submit changes to these documents not less than ninety days after adoption and make those documents available to the membership.
- 2.5. It will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete.
- 2.6. It will maintain its tax-exempt status under the Internal Revenue Code of 1986.
- 2.7. It will adopt policies prohibiting sexual and physical abuse that meet the criteria established by USSF, subject to any and all contrary federal, state and local laws that are applicable.
- 2.8. BCYSA and the Governing Board will follow, in this order, the BCYSA Constitution, By-laws and then Robert's Rules of Order.
- 2.9. The Board has the authority to appoint *Ad Hoc*, Standing Committees that will aid in the administration and facilitation of the business of the organization under the direction and guidance of the Board.

ARTICLE III: OFFICERS/EXECUTIVE COMMITTEE

- 3.1. The members of the Governing Board, and all eligible members, shall elect the following officers during the June regular meeting:
 - President
 - Executive Vice President
 - Secretary
 - Treasurer
 - Registrar
- 3.2. The members of the new Executive Board shall elect the following directors:
 - Director of Coaching U6/U8
 - Director of Coaching U11/U15
 - Director of Referees and Games
 - Director of Fields
 - Director of Safety
 - Director of Public Relations
- 3.3 For ease of management, the Governing Board may (but is not obligated to) appoint a board member as the BYSO Operations Manager. This position allows an individual board member to handle the following items as the day to day manager, leaving the board members to operate in an advisory and needs approving capacity:
 1. Have \$1,000 per month spending authorization for league needs (monthly expense report to board required, and this authorization is in addition to any authorizations the board member has in their regular duties).
 2. Complete annual purchase of field paint (2 quotes required), complete seasonal purchase of uniforms for board members and players (2 cost per player bids required at least once annually).
 3. Maintain all daily correspondence, slack, and calendars. Update/publish/sign all league documents, governing documents and

contractual documents. Will ensure Sports Complex Relations are maintained and will handle all contractual negotiations- presenting final findings to board in person or electronically and signing once board approval is given.

4. Will ensure field maintenance schedules and needs are stuck to and met.
5. These duties or others may be given or taken by the Governing Board. This position is intended to complement existing duties management. Named Board positions are the oversight of their listed duties and may take charge of them if they so desire.

3.3.1 The members of the Governing Board may also elect up to (3) Member at Large representatives. Their duties will vary and shall be assigned on an as needed basis by the President.

3.3.2. The following positions may be elected as Member at Large Positions or may be Collateral Duties assigned to already filled Governing Board Positions. These positions must be defined to best protect and serve the membership of BYSO. #1 Child/Volunteer Protection Advocate (CVPA), #2 Game Rules Committee Chair, #3 Scholarship/Finance Audit Committee Chair (Treasurer may participate in scholarship decisions but may not chair or serve on Audit Committee to ensure financial integrity.

3.4. Term: All Governing Board positions shall take office immediately following the June Meeting of the calendar year in which he/she is elected and remain in office until the end of one year or until a successor has been duly elected, whichever occurs later, unless said officer is recalled by the Governing Board as described in the Constitution. Officers may succeed themselves.

3.5. Organization Integrity: To protect the integrity of the organization, no related members of the Board of Directors shall hold similar positions during the same fiscal year (i.e. brother/sister on the finance committee, husband/wife hold the President/Vice President Positions).

3.6 Vacancy: In the event any office becomes vacant, the office shall be filled by a simple majority vote of the remaining Governing Board members. The person filling the vacancy shall serve until the next regular election.

3.7. Recall: The Governing Board shall have the power to recall any member of the BYSO Governing Board. This power may be exercised at any regularly or properly called special meeting of the BYSO Governing Board. A recall motion must be adopted by at least 2/3 majority of the Governing Board members in good standing.

3.8. Any member of the governing board who has missed three (3) consecutive Regular meetings shall automatically be deemed to have resigned. Provided however, if a board member provides a written notification for good cause of anticipated absences, the Board may vote to retain said Director.

ARTICLE IV. BOUNDARIES

4.1. BCYSA geographical boundaries shall be the county of Bandera.

ARTICLE V. SEASON

5.1. The seasonal year of BCYSA shall be from the BCYSA regular meeting held in June to the BCYSA regular meeting held the following calendar year in June.

ARTICLE VI. JURISDICTION

6.1. BYSO shall have jurisdiction over all administrators, clubs, teams, referees, coaches, players and supporters.

ARTICLE VII. MEMBERSHIP

7.1. The membership of BCYSA will include all parents and/or guardians of registered players, whose financial accounts are fully paid, and who have maintained positive fulfillment of the Parent Code of Conduct.

7.1.2 Membership by registration is valid from the opening of the Fall Season until the opening of the Spring season. It is then again valid from the opening of the Spring season to the opening of the Fall season.

7.2. It will also include any head coach or assistant coach, as well as any participant/non-participant who has attended 2 of the previous 6 business meetings.

7.3. All voting members, established by 7.1- membership through registration, will be entitled to one vote per paid registration, with a maximum of one voter per person. All members described in Section 7.2. without a registered child in the league will be entitled to one vote.

7.4. It will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin;

ARTICLE VIII. MEETINGS

8.1. The regular meetings of the BYSO Governing Board shall be held monthly, on the second Sunday of the month, at a time designated by the President. With at least a 72 hour notice to the membership and Board, the monthly meeting may be moved up to (1) week before or after the regularly scheduled date.

8.2. Special meetings of the Governing Board may be held at the discretion of the President or may be called by the Governing Board members representing a majority of the voting power. Only the subject(s) the meeting was called for may be discussed at any special meeting.

8.3. The order of business for regular meetings shall be as follows:
1. Roll call
2. Prayer/Storytime

3. Approve minutes from last meeting
4. Unfinished business
5. Financial and budget review
6. Reports from Committees, if any
7. Reports from Officers
8. Election of officers at June meeting of calendar year.
9. New business
10. Adjournment

8.4. The president may modify the order of presentation of any meeting's business to accommodate guests and to bring about the efficient handling of matters to be presented. All other aspects of the meetings of BYSO shall be conducted in accordance with Robert's Rules of Order, latest edition.

8.5 Quorum. A majority of the total membership which comprises a board committee or other group as of the date of the meeting (Governing Board, committee or otherwise) shall constitute a quorum at all meetings.

Article IX. FINANCE

9.1 A business checking account, with Wells Fargo, has been established and will be maintained. It's the main depository of the organization funds. The President and Treasurer shall serve as executors of the BCYSA checking account along with (1) additional Executive Board Member. The BCYSA Governing Board shall oversee the dissemination or usage of funds.

9.2. All checks require two signatures.

9.3. The Fiscal year of the Organization shall be the same as the Election Year Second Sunday of June through Second Sunday of June.

9.4. The Treasurer shall present at each Board Meeting a current set of financial reports to be reviewed and approved. Reports will include Profit and Loss, Bank Statements and Quickbooks Account Summary.

9.5. Any proposed expenditure over \$1,000.00 shall require more than one bid presented to the Board of Directors (e-mail is acceptable) prior to expense approval.

9.6. Upon the close of each fiscal year the treasurer will prepare all financial documents for tax filing purposes.

9.7. Members of the Board, or persons designated by the President, may claim mileage reimbursement at each monthly business meeting. Mileage is to be paid at the government standard rate of \$.54 per mile, and is only to be collected for long distance, out of county, trips. Examples of approved mileage reimbursements are legal consultations and Sam's Club trips for concessions.

ARTICLE X. AMENDMENTS

10.1 Any proposals or motions to amend the Constitution must be made in writing to the Secretary. Amendments to this Constitution may be made at any regular Governing Board meeting by 2/3 majority of the voting power of the Governing Board membership.

ARTICLE XI. DISSOLUTION

11.1 In the event that BYSO shall be dissolved or cease to function, the Governing Board shall, after paying or making provision for payment of all liabilities of the Organization, dispose of all assets of BYSO exclusively for the purpose of BYSO in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall the time qualify as an tax exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law) as the Governing Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court in which BYSO is then located, exclusively for such purposes or to such organizations as the Court shall determine which are organized and operated exclusively for such purposes.

Appendix A: BCYSA Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Bandera County Youth Soccer Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.