

Amended Constitution and By-Laws of Lamar Soccer Club

This constitution and by-laws govern Lamar Soccer Club, Inc. (LSC), a non-profit corporation.

Article 1

Objectives

The purpose of Lamar Soccer Club (herein referred to as LSC) is to provide an opportunity for the youth of Fort Bend County to develop soccer skills, to foster proper attitudes toward competition and sportsmanship, to learn respect for rules, the value of teamwork, self-discipline, and the gaining of self-confidence through the improvement of their soccer skills. Most importantly, the purpose is to provide a fun, enjoyable, satisfying experience for all participants: players, coaches, referees and parents. Programs are organized for children based on their age and skill level.

Article 2

Affiliation

LSC shall affiliate with the Houston Youth Soccer Association (HYSA), the South Texas Youth Soccer Association (STYSA), and United States Youth Soccer (USYS) and shall comply with the requirements of membership for those organizations.

Article 3

Operating and Fiscal Year

The LSC operating and fiscal year shall be January 1 through December 31.

Article 4

Offices

LSC's mailing address is
PO BOX 544
Richmond, TX 77406-0544

Article 5

Membership

A. General Members

The members of LSC consists of each player, both parents and/or legal guardian (the player's guardian if under 18) registered on a LSC team with all necessary dues paid in full, each coach and each manager on a LSC team, and the Board of Directors. Regardless of how many ties to LSC an individual has, they only acquire one membership per person.

B. Voting Members

These members of each team shall select a minimum of 1 voting member per registered group. Any group of players shall have a voting member for every 15 players or part thereof. A member may hold up to 2 voting memberships from different groups allowing them to represent multiple teams for election purposes and cast 2 votes in such cases.

C. Discipline

Any player, parent, coach, officer, referee, or member being proved to the satisfaction of the Board to have been found guilty of any violation of the Laws of the Game, Rules, Regulations, or Constitution and By-Laws of LSC or HYSA or of any misconduct detrimental to the game or club will be liable to disciplinary action including expulsion by a two-thirds (2/3) majority vote of the Board of Directors. All allegations of misconduct shall be referred to the club's Rules and Standards Committee for review, investigation, documentation and recommendation of action by the Board.

D. Grievances

All grievances shall be presented to the Board addressed to the Secretary for inclusion on the agenda at least two (2) weeks prior to the next Board meeting. The matter shall be referred by the Secretary upon receipt to the Rules and Standards Committee for investigation. The Board shall have the power to resolve all such grievances. Any grievances involving a board member shall exclude the board member from voting on the resolution to the grievance.

Article 6

Board of Directors

A. Responsibilities

The Board of Directors (Board) is responsible for the management of LSC. General responsibilities of the Board include:

1. Interpreting and enforcing LSC's Constitution and By-laws, Rules, Policies, and decisions of the Board
2. Establishing all fees and charges
3. Establishing and administering all rules and policies

4. Resolving all external disputes, protests, and appeals except when LSC's authority to do so is preempted by HYSA, STYSA, USYS, or other organization
5. Adopting an annual budget and approving all expenditures
6. Managing all paid employees and contractors
7. Nominating and appointing positions as set forth in Article 8.
8. Carrying out all other duties and responsibilities as specified in this Constitution and these By-Laws

B. Number

The number of Directors shall be between seven (7) and eleven (11). The number of Directors may be increased by a vote of the Board for that serving year with all additional positions considered at large.

C. Elections

Elections shall be held annually

Any member of LSC may nominate a person between September 1 and the election, seconded by another member, and accepted by the nominee to serve in any board position. A person can be nominated for more than 1 but will only serve in the highest (first) level position elected to and will not be eligible for further positions on the Board. Any current board member does not need nomination in order to be considered for the position should they decide to run for another term.

Elections and affirmations will take place in odd years for the Vice President and Secretary and in even years for the President and Treasurer for a two-year term (referred to as the Executive Board) at the November scheduled monthly Board meeting (typically the first Wednesday in November)

Elections for the Soccer Operations Manager and any further at-large board positions approved by the incoming executive board for a one-year term will take place at the final scheduled monthly Board meeting (typically the first Wednesday of December) with the date of the (1) Election Date and (2) Nominations Deadline published on the LSC website home page by October 1.

A simple majority (> 50%) vote of the voting membership present at the meeting shall elect or affirm to the position a Director. If no one receives a simple majority in the first vote, a second vote shall be held between the top two vote receivers for the position until one receives the majority of votes.

Each position shall be nominated individually and voted on before further positions are considered for nomination and vote. Voting shall be done by show of hands for each position unless a motion is made for a written election to determine a clear victor.

For the positions selected by the incoming board and affirmed by the voting members, any person not affirmed by the voting members with a simple majority (> 50%) shall immediately be open to nominations by the voting membership with elections held immediately thereafter including the nomination from the incoming board members.

Any spouse, child, or parent up for election for a subsequent position must disclose they are an immediate family member of an elected board member to the voting members prior to the vote being held. Only

one person per household may be a signatory on the club financial accounts. At no time shall more than one person per household be a signatory on any LSC account.

No more than two (2) members associated with the same team within the club may serve as a voting member of the board.

D. Term

The term of office for an LSC Director position is one year commencing January 1 the year following their election except as otherwise specified in the bylaws.

E. Removal

A Director of the Board may be removed by a two-thirds (2/3) majority vote of the Board or by petition containing two-thirds (2/3) of the voting membership's signatures.

Any Board member absent from three (3) successive board meetings without just cause, as determined by the President at the time the absences occurred, may have his/her position declared abandoned with a majority (>50%) vote of the Board in attendance. An abandoned seat must be filled according to Section F below.

F. Vacancies

Vacancies will be filled by election at the next scheduled meeting according to the nominations and election process for that position where there are more than 4 months remaining in the term of the director. Where there is less than 4 months remaining in a board position, the Executive Board shall select an individual to complete the term at the next scheduled meeting even when a quorum is not present.

A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

G. Rights and Responsibilities

The board of directors shall have specified rights and responsibilities limited to its authority. These shall include:

1. The right to make financial transactions including meeting the club's financial obligations, keeping accurate and accountable records, and preparing and administering an annual budget. All monies solicited on behalf of LSC, its members, or its teams must enter the club treasury for distribution at the discretion of the Board of Directors. The board shall create a schedule for teams raising their own funds and review this schedule annually.
2. The right to enter into any legal contract with other incorporations, businesses, organizations or individuals. This includes the solicitation and approval of bids for goods or services.
3. The right to negotiate with any legal entity, individual or organization.
4. The approval of appointments to the Rules and Standards Committee.
5. The approval of the coaching staff.
6. The right to authorize the establishment of tournaments and special events and to determine the rules and regulations that govern them.
7. The right to approve and administer any disciplinary action recommended by the Rules and Standards Committee toward any club member.

8. To administer any motion approved by the general delegation.

H. Prohibited Acts

No person acting in the capacity of an officer, director, employee or agent of LSC may:

1. Act in violation of this Constitution and By-Laws.
2. Act with the intention of harming LSC or any of its operations.
3. Engage in activities or use assets of LSC in manners that do not further one or more exempt purposes, as set forth in the Articles of Association and defined by the Internal Revenue Code and related regulations, rulings and procedures.
4. Serve a private interest other than one clearly incidental to an overriding public interest.
5. Devote more than an insubstantial part of his or her activities to attempting to influence legislation except as provided by the Internal Revenue Code and related regulations, rulings and procedures.
6. Distribute the assets of LSC on dissolution other than to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3).
7. Permit any part of LSC's net earnings to inure to the benefit of any officer, director, employee, agent of LSC or to any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose to LSC's primary, exempt purpose.

I. Compensation

Board members are volunteers and shall receive no salary or compensation of any type for their services as directors.

Article 7

Board of Directors Voting Positions

A. President

Nominated by the members and elected by the voting members in November.

1. The President of the Lamar Soccer Club, Inc. shall preside at all meetings.
2. The President shall only vote in the event of a tie at Board meetings or may waive the right to do so.
3. The President shall have the right to call extraordinary meetings.
4. President shall represent the club as a delegate at HYSA meetings.
5. President shall have the power to call for an audit of any Officer, their records or books.
6. President, as officer, shall be a signatory to all financial accounts unless President waives this option.
7. Positions in addition to the Board of Directors reporting to the President:
 - a. Director of Training – Selected by President and approved by Executive Board
 - i. The DOT is a volunteer and is unpaid. The DOT may be paid by LSC for any training sessions managed at an agreed rate.

- ii. The DOT shall work directly with the coaches and general managers and shall report to the President.
- iii. He/she shall be responsible for the curriculum and training of coaches including arranging of coaches' clinics as required.
- iv. The DOT shall assist the General Manager for that group and Coaches in the placement of players to specific teams.
- v. The DOT shall be responsible for the interviewing, scheduling and may recommend to the Board, the hiring of assistant trainers to satisfy the Club's training needs.
- vi. The DOT shall be a non-voting member of the board.
- b. General Managers – Selected for specific group by President and approved by Executive Board
 - i. The General Managers (GMs) shall be the direct liaison between the coaches and the Board.
 - ii. The review and approval of the HYSA bracketing forms.
 - iii. The GMs shall report directly to the Club President.
 - iv. General Managers may appoint an Assistant General Manager to help carry out duties if necessary to be approved by the board by simple majority.
 - v. If General Managers are unavailable, Assistant General Managers will assume their duties.
 - vi. General Managers may represent the club as Delegates at HYSA meetings.
 - vii. General Managers are voting members of the Board of Directors unless also holding a voting position (8.A.)
- c. Registrar - Selected by the Executive Board. The registrar should be vetted for proper qualifications prior to selection.
 - i. The Registrar shall be responsible for maintaining records of all registered players.
 - ii. The Registrar shall be responsible for verification of team structures in compliance with the rules of HYSA.
 - iii. The review and submission of the HYSA bracketing forms.
 - iv. The incoming registrar has the choice of taking a contract rate agreed upon by the Executive Board or being an at-large member of the Board of Directors.
 - v. Securing player birth eligibility forms as required by HYSA and STYSA.

B. Vice President

Nominated by the members and elected by the voting members in November.

1. The Vice President shall succeed to the powers of the President in the President's absence for any meeting.
2. The Vice President shall chair the Rules and Standards Committee. The Rules and Standard Committee shall be nominated by the Vice President and approved by the Board. Its purpose is to study problems of revisions to the policies, rules, regulations, Constitution and By-laws of the

Club. They are also responsible for hearing any grievances formally filed against any member of the club by another club member. This committee shall meet no less than once per year typically in the month of April with other meetings as warranted and called by the chair. This committee shall consist of a minimum of three members and a maximum of five members: The LSC Vice President as Chairperson, at least one referee, and up to three (but no less than one) active, licensed coaches (not a board member), with no two coaches from the same age group. The Committee will report their findings and recommendations to the Board of Directors at the following regular board meeting.

3. The Vice President is a voting member of the Board of Directors.
4. The Vice President is responsible for proper insurance for Lamar Soccer Club, Inc. and will make recommendations to the board for coverage as well as be the point person for interaction with the insurance company and its representatives.
5. The Vice President shall work closely with the Treasurer to ensure fiscal oversight and administrative duties.
6. Positions reporting to the Vice President:
 - a. Publicity Coordinator
 - i. The Publicity Coordinator shall coordinate and distribute all information concerning LSC to the general public through the various news media.
 - ii. The PC shall maintain LSC's Internet Web pages and social media sites.
 - iii. The PC shall receive direction from Board of Directors for Web site content.
 - iv. The PC shall maintain electronic backup files of Web content.
 - v. The Publicity Coordinator shall report to the Vice President.
 - b. Fund Raiser Coordinator
 - i. The Fund Raiser Coordinator shall be responsible for establishment and management of all fund-raising activities excluding sponsorships and concessions.

C. Secretary

Nominated by the members and elected by the voting members in November.

1. The Secretary shall record minutes of all meetings, attend to correspondence and keep records of the Club.
2. The Secretary shall keep a list of all officers, chairpersons and voting delegates, and coaching licenses.
3. The Secretary shall be responsible for maintaining records of the club statistics and reporting statistics to HYSA (Houston Youth Soccer Association) as applicable.
4. The Secretary shall give notice to all Board members, coaches, referees, committee chairmen and team delegates prior to each general board meeting. Coaches shall be ultimately responsible for the dissemination of information to their players and parents.
5. Secretary shall receive all grievances for the Board for inclusion in the agenda and immediately upon receipt send the grievance on to the Discipline committee.
6. Secretary shall be responsible for tracking voting members at each meeting.

7. Secretary is a voting member of the Board of Directors.

D. Treasurer

Nominated by the members and elected by the voting members in November.

Prior to taking office in January, a treasurer must pass a background check and credit check. Should they fail the tests, the position will go back up for nominations and voting at the next possible board meeting.

1. The Treasurer shall have charge of all monies of the Club and will keep a detailed account of the income, expenditures and investments thereof.
2. The Treasurer shall submit a monthly report of the finances to the Board.
3. He/she shall pay all bills properly passed upon and approved by the Board.
4. The Treasurer shall assist in preparing an annual budget proposal for the Board. The fiscal budget of LSC shall be based on a calendar year, with the outgoing Treasurer preparing the following year's budget to be approved at the January banquet or the February board meeting, whichever comes first.
5. All expenditures over \$100 must have prior Board approval except on reimbursements from team accounts. Transactions up to \$100 may be reimbursed by the Treasurer and reported to the Board.
6. All checks over \$100 require two signatures. Approved signors shall be President, Treasurer, Secretary and Vice President, if required.
7. The Treasurer is responsible for ensuring all proper tax documents are filed with the federal and state governments.
8. All club investments must have prior Board approval.
9. Treasurer is a voting member of the Board of Directors.
10. Positions reporting to the Treasurer:
 - a. Team Pictures Coordinator
 - i. The Team Pictures Coordinator shall be responsible for the scheduling and distribution of team pictures and procurement of a professional photographer for the Team Pictures.

E. Soccer Operations Manager (SOM)

Nominated by the incoming President, Vice President, Secretary, and Treasurer, then affirmed in the December election.

1. The Soccer Operations Manager shall be responsible for the continuing soccer operations within LSC.
2. The SOM shall be responsible with input from the general managers for the scheduling and assignment of the practice fields immediately following the annual bracketing meeting following the *practice field assignment guidelines*.
3. The SOM shall be responsible for closing the fields due to weather conditions and shall be responsible for coordinating with the HYSA Rain-out Coordinator the rescheduling of LSC games cancelled due to weather or field conditions.

4. The SOM shall be responsible for tracking and reporting all club statistics to the Board and club members through the coaches.
5. The SOM is a voting member of the Board of Directors.
6. The SOM may represent the club as Delegates at HYSA meetings.
7. Positions reporting to the Soccer Operations Manager:
 - a. Referee Coordinator - Nominated by the SOM then affirmed by the Executive Board annually in December.
 - i. The Referee Coordinator must be an actively licensed referee.
 - ii. The Referee Coordinator shall be responsible for the recruitment and training of referees for LSC.
 - iii. He/she shall schedule referees as needed by LSC.
 - iv. Referee Coordinator has the choice of taking a contract rate agreed upon by the Executive Board or being an at-large member of the Board of Directors.
 - v. The Referee Coordinator must provide payment information to the Treasurer.
 - vi. The Referee Coordinator must provide an annual listing of club and HYSA referees to the registrar prior to the fall season.
 - b. Field & Equipment Manager
 - i. The Field & Equipment Manager shall be responsible for the procurement, distribution and storage of game and field equipment.
 - ii. He/she shall be responsible for the upkeep and marking of the fields.
 - iii. He/she shall be responsible for oversight in the upkeep and maintenance of all LSC equipment and properties.
 - iv. Field & Equipment Manager shall succeed the Soccer Operations Manager in canceling matches due to field conditions.
 - v. Field & Equipment Manager has the choice of taking a contract rate agreed upon by the Executive Board or being an at-large member of the Board of Directors.
 - vi. Shall present annual field maintenance schedule and budget for Board approval.

Article 9

Meetings

A. Regular Meetings

The regular meetings of the Board of Directors shall be scheduled during the last meeting of the fiscal year by the incoming board for the subsequent fiscal year. A regular meeting schedule shall be posted on the LSC web site.

B. Special Meetings

Special meetings of the Board of Directors may be held at the discretion of the President or by call of two (2) directors at a time and place designated by the President with a 24hr notice. Business transacted at all special meetings shall be confined to the purpose of the called special meeting.

C. Place of Meetings

The President may designate any place as the place for any regular or special meeting of the Board of Directors. The Board may hold any meeting electronically or by telephone conference call.

D. Notice

Notice shall have been accomplished when the LSC President or his/her designate sends written notice to the members of the Board of Directors, properly addressed, via text, electronic mail and/or U. S. Postal Service, with sufficient postage where each recipient has the ability to receive such notification type. Unless stated otherwise, all meetings shall require ten (10) days written notice; excluding special meetings.

E. Waiver of Notice

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

F. Order of Business

Unless the President determines that the presentation of any meeting's business should be modified to accommodate Board Members, guests, or to bring about the efficient handling of matters to be presented, the order of business shall be as follows:

1. Roll call and vote accreditation
2. Reading of minutes of last meeting
3. Unfinished business
4. Reports, if any, of chairpersons of standing committees
5. Report of officers
6. Amendments, if any, to Constitution and By-Laws or Rules and Policies
7. New business
8. Adjournment

G. Meeting Rules

All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, latest edition.

H. Quorum

Unless otherwise specified in this Constitution and By-Laws, a simple majority of the Board of Directors must be present to conduct business requiring a vote of the Board.

Article 10

Amendments

Any proposal to amend LSC's Articles of Association or Constitution and By-laws must be made in writing by a member of LSC to the Vice President at least 30 days prior to any vote on the proposal. The Vice

President shall provide notice of the proposal to the Board of Directors and Membership at least ten (10) days prior to any vote on the proposal at the next regular scheduled meeting. Such notice shall contain the amendments proposed, as well as the date, time and place of the meeting.

The proposal shall be reviewed by the Rules and Standards committee in the 30 days prior to any vote on the proposal. They shall make a recommendation regarding the proposal and any suggested modification(s) to be presented at the vote meeting.

The board may also make a recommendation regarding the proposal and any suggested modification(s) to be presented at the vote meeting.

Amendments to the Articles of Association or Constitution and By-laws must be approved by a two-thirds (2/3) vote of the voting members of LSC in attendance at the May board meeting or November board meeting.

Article 11

Books and Records

A. Required Records

1. LSC shall keep correct and complete books and records of account for at least three years after the end of each fiscal year. The books and records include:
2. Articles of Association, Articles of Amendment, Constitution and By-Laws, and other rules adopted by LSC
3. Minutes of the meetings of the Board of Directors
4. A list of the names, telephone numbers, and addresses of the members of LSC
5. Financial records reflecting the source and use of all funds received by LSC
6. Resolutions of LSC
7. All contracts, agreements, and correspondence relating to the business of LSC

B. Other Records

1. Club and team statistics shall be maintained (WLT) for all teams involved in play at an interclub level.

Article 12

Indemnification

LSC may indemnify a member of the Board of Directors or a person to whom the Board has delegated specific management responsibilities of LSC to the extent permitted by law who was, is, or may be named as a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in LSC, provided that the person acted in good faith and reasonably believed that his or her conduct was in compliance with this Constitution and By-Laws and LSC's best interests.

LSC shall not indemnify a person the Board of Directors determines is liable to LSC or whose liability is based on improperly receiving a personal benefit from LSC.

Before LSC may pay any indemnification expenses, the Board of Directors of LSC must specifically determine that indemnification is permissible and the amount of indemnification expenses that should be paid. LSC shall make these decisions by:

1. A majority vote of a quorum consisting of directors who, at the time of the vote, are not named as defendants or respondents in the proceeding

or

2. Determination by legal counsel selected by a majority vote of all directors.

LSC shall advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification.

Article 13

Legal Construction

This Constitution and By-Laws shall be construed under the laws of the state of Texas. To the greatest extent possible, this Constitution and By-Laws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit associations. If any By-law provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and this Constitution and By-Laws shall be construed as if they had not included the invalid, illegal or unenforceable provision.

CERTIFICATE OF PRESIDENT

I certify that I am the duly elected and acting President of the Lamar Soccer Club and that this Amended Constitution and By-Laws were duly adopted by the board (per the effective constitution at the time) on May 9, 2018. These bylaws take effect immediately. Those currently serving as voters on the board as of this date will hold their positions until the next election cycle at which time the new board format will be instituted. Those whose positions now warrant consideration as board members will immediately be voted on separately.

Jason D Moore

President

Lamar Soccer Club