

**BYLAWS OF  
CLASSICS ELITE SOCCER ACADEMY, INC.,  
A TEXAS NON PROFIT CORPORATION**

**ARTICLE I.  
NAME**

The name of this non-profit corporation is CLASSICS ELITE SOCCER ACADEMY, INC. (hereinafter referred to as the "Academy").

**ARTICLE II.  
PURPOSE**

The purposes of the Academy shall be:

1. To create a premier level youth soccer academy in San Antonio for boys and girls;
2. To attract, employ and continue the education of the best soccer instructors in South Texas;
3. To create and develop competitive soccer teams for boys and girls of all ages and abilities across all levels of competitive and recreational soccer;
4. To develop and maintain practice facilities for all Academy players;
5. To prepare Academy players for participation at the collegiate level of play for all players so inclined;
6. To expose girls and boys under the age of eleven to the benefits of the Academy through training sessions, Academy-sponsored tournaments and other soccer events;
7. To promote the development of additional youth sports facilities in the greater San Antonio area;
8. To raise funds to promote youth soccer in the greater San Antonio area;
9. For such other purposes as are stated in the Articles of Incorporation of the Academy; and
10. Classics Elite Soccer Academy will register players of all ages and for all levels: competitive and recreational under STYSA and FIFA rules and guidelines.

**ARTICLE III.  
OFFICES**

**3.1. PRINCIPAL OFFICE.** The Corporation's principal office in Texas will be located at San Antonio, Texas. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation at any time. The Academy business office shall be maintained under the direction and authority of the President.

**3.2. REGISTERED OFFICE.** The Academy shall have and continuously maintain with the State of Texas a registered agent and a registered office, the location of which will

be designated by the Board of Directors and as required by the Texas Non-Profit Corporation Act. The registered agent shall be the sitting Academy President unless the Board of Directors designates another individual or entity to be the Academy registered agent in his/her place.

**ARTICLE IV.  
BOARD OF DIRECTORS  
AND EXECUTIVE COMMITTEE**

4.1. **NUMBER.** The Board of Directors of the Academy shall consist of no more than fifteen (15) nor fewer than thirteen (13) members.

4.2. **COMPOSITION.** The Board of Directors shall be composed of the following members: the President, the Executive Vice President, the Secretary, the Treasurer, the Registrar, Director of Coaching – Boys, Director of Coaching – Girls, the Vice President - Boys Programs, the Vice President - Girls Programs, the Vice President - Facilities, the Vice President - Fundraising and Development, the Vice President – Tournaments and Special Projects, the Member At Large - Boys, the Member at Large- Girls and the Referee Assignor.

4.3. **TERM.** Except for the Member at Large - Boys and the Member at Large - Girls, who each shall serve a one (1) year term, the remaining members of the Board of Directors shall serve two (2) year terms.

4.4 **TERM LIMITS.** There is no limit on the number of terms that an individual may serve as a member of the Board of Directors. Furthermore, there is no requirement that a member of the Board of Directors must have a child rostered with an Academy team in order to be eligible for the Board of Directors.

4.5 **DUTIES OF DIRECTORS.** Directors shall discharge their duties, including as committee duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Academy's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Academy or another person that has been prepared or presented by a variety of persons, including officers and employees of the Academy, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Academy or with respect to any property held or administered by the Academy, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**4.6. DUTY TO AVOID IMPROPER DISTRIBUTIONS.** Directors who vote for or assent to improper distributions are jointly and severally liable to the Academy for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Academy lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Academy is insolvent, other than in payment of Academy debts, or any distribution that would render the Academy insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Academy before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Academy; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Academy's assets to be at least that of their book value; or (3) in determining whether the Academy made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Academy.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

**4.7. INTERESTED DIRECTORS.** Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board of Directors or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

4.8. **ACTIONS OF BOARD OF DIRECTORS.** The Board of Directors will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.

4.9. **PROXIES.** A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after three (3) months from the date of its execution.

4.10. **COMPENSATION.** Directors may not receive salaries for their services. The Board of Directors may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board of Directors meeting. A director may serve the Academy in any other capacity and receive compensation for those services. Any compensation that the Academy pays to a director will be reasonable and commensurate with the services performed.

4.11. **REMOVING DIRECTORS.** The Board of Directors may vote to remove a director at any time, but only with good cause. Good cause for removal of a director includes but is not limited to the unexcused failure to attend three (3) Board of Directors meetings in any twelve (12) month period. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda and the notice will state the proposed cause for removal.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Academy will consider possible arrangements for resolving the problems that are in the mutual interest of the Academy and the director.

A director may be removed by the affirmative vote of 51 percent of the Board of Directors.

4.12 **EXECUTIVE COMMITTEE.** The Board of Directors shall appoint an Executive Committee to act on matters pertaining to the daily operation of Academy in concert with existing policies of the Board of Directors. An Executive Committee meeting may be called by the President or by a majority of the Executive Committee upon not less than twenty-four hours notice (written or oral). The Executive Committee shall have no more than seven (7) nor less than five (5) members to allow for operating efficiency on a daily basis. The Executive Committee shall consist of the President, the Executive Vice President, the Treasurer, the Secretary and the Registrar.

4.13. **MEETING AGENDA.** The Executive Committee shall construct an agenda for each upcoming Board of Directors meeting and annual general meeting and shall post a copy of the agenda at the Academy's offices one (1) week prior to the meeting.

4.13.1. The Agenda for any meeting of the Board of Directors shall be prepared in accordance with *Roberts Rules of Order Newly Revised* in the following format:

- A. Call the meeting to order
- B. Approve minutes
- C. Committee Reports
- D. Old Business
- E. New Business
- F. Announcements
- G. Adjournment

4.13.2. Except for items which are (i) of an emergency nature or (ii) so time-sensitive as to require inclusion on the agenda of a meeting of the Board of Directors as determined by a majority of the Executive Committee, items not on the regular agenda must be given to the Secretary in writing at least seven (7) days prior to a regularly-scheduled meeting of the Board of Directors, or such items shall appear on the agenda of the next meeting

4.13.3. Issues relating to governance, finance, disputes, and performance are the most appropriate issues to bring before the Board of Directors. Issues related to specific team operations or problems are not appropriate for consideration by the Board of Directors except upon the recommendation of the Executive Committee or the Discipline and Protest Committee. As a general rule, operational issues are the responsibility of the respective officer and should not be discussed during a Board of Directors meeting except in the form of a motion or report.

## **ARTICLE V. VOTING**

### **5.1. VOTING POWERS**

5.1.1. Registered Teams. Each team registered through the Academy shall have one (1) vote at the annual general meeting of the Academy.

5.1.2 Directors and Officers. Each Member of the Board of Directors, and each Academy officer, as listed in the By-laws, shall have one (1) vote at the annual general meeting of the Academy.

5.1.3. One Vote Per Person. Each person who holds a directorship or represents a registered Academy team may hold and cast only one vote, regardless of the number of eligible voting positions held by such person.

5.1.4. Individual Members. No individual associated with the Academy shall be entitled to vote unless such individual holds a right to vote as described in this section 5.1.

5.2. **METHOD OF VOTING.** Voting shall be under the general direction of the Secretary. Three (3) neutral individuals who are not candidates for office shall be appointed talliers and shall be responsible for counting votes at each annual general meeting. The counting shall take place in open forum and may be witnessed by members of the Board of Directors.

5.2.1 The voting representative for each team shall be the then current team manager. The Secretary, or his/her designee, prior to voting, must credential each eligible voting member.

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

5.2.3. The slate of candidates for elected office shall be provided to the voting members prior to voting. All candidates must sign the consent to serve form prior to taking office. Nominations from the floor are allowed during the general meeting as long as the person is present and consents to serve. Write-in votes for individuals who have not consented to serve are invalid for that position.

5.2.4. Voting for officers shall be by paper ballot and shall protect the privacy of the voter.

### 5.3. **QUORUM**

#### 5.3.1. **Quorum Requirements:**

5.3.1(a) Board of Directors. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board of Directors meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

5.3.1(b) Executive Committee. A majority of the number of members of the Executive Committee then in office constitutes a quorum for transacting business

at any meeting of the Executive Committee. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is never present at any time during a meeting, a majority of the members of the Executive Committee present may adjourn and reconvene the meeting once without further notice.

5.3.1(c) General Meeting. At any general meeting of the Academy, a majority of the members, directors and officers entitled to vote ("Voting Members") constitutes a quorum for transacting business at any general meeting. The Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Voting Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the Voting Members required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Voting Members present may adjourn and reconvene the meeting once without further notice.

5.3.2. Other Committee Meetings. A simple majority of the members of any committee or group shall constitute a quorum at such meetings.

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

5.5. **GOOD STANDING.** To vote, a member holding a right to vote must be in good standing.

5.6. **ABSENTEE VOTING.** No absentee voting will be allowed.

5.7. **VOTING AT AAYSA MEETINGS.** Depending upon the number of votes that the Academy can cast at AAYSA meetings, the following Academy officers listed in the order of priority may cast votes: President, Executive Vice President, Secretary, Treasurer, and Registrar. For example, if the Academy has three votes and if the first four officers listed attend the meeting, the President, Executive Vice President and Secretary would cast one (1) vote and the Treasurer would not vote. If fewer officers attend an AAYSA meeting than the number of votes provided to the Academy, the highest-ranking officer shall exercise extra votes if permitted to do so.

## **ARTICLE VI. ELECTED OFFICERS**

6.1. **OFFICER POSITIONS.** The Academy's officers will be a president, an executive vice president, a secretary, one or more vice presidents, a treasurer and a registrar, all

offices as determined by the Board of Directors. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

**6.2. ELECTION AND TERM OF OFFICE.** The Academy's officers will serve two (2) year terms, such terms to be staggered among the elected officers so as to permit continuity in the operations of the Academy. Any offices that become vacant because of the expiration of a term shall be filled by election at the annual general meeting, which meeting shall be held the first Tuesday in April. If officers are not elected at this time, they will be elected as soon thereafter as possible. Each officer will hold office until a successor is duly elected and qualifies. An officer may be elected to succeed himself or herself in the same office. An officer by virtue of his or election to an Academy office does not automatically become a member of the Board of Directors.

**6.3. REMOVAL.** Any elected officer may be removed by the Board of Directors with or without good cause.

**6.4. VACANCIES.** The Board of Directors may select a person to fill a vacancy in any office for the unexpired portion of such officer's term.

**6.5. GENERAL DUTIES AND RESPONSIBILITIES.** All elected officers will:

- Act under the rules and regulations of the Academy Bylaws and the governing documents of the Academy's parent organizations as well as all relevant laws of the State of Texas and the United States of America.
- Act in a manner and try to make decisions that benefit all players and members of the Academy fairly and evenly, to the best extent possible.
- Act and make decisions that shield the Academy from future liability.

**6.6. PRESIDENT.** The President shall be the Chief Executive Officer of the Academy and shall have the following duties and responsibilities:

6.6.1. shall preside at all meetings of the Academy including General Meetings, Board of Directors meetings, and Executive Committee meetings;

6.6.2. may appoint committees or special task forces to study projects;

6.6.3. at any meeting at which he/she presides, shall cast the deciding vote in the event of a tie or may waive the right to do so;

6.6.4. shall be the primary liaison to external organizations and may appoint delegates to any member club meetings;

6.6.5. shall submit an annual report in writing at the Academy annual general meeting to all members in attendance, and the report shall become a part of the minutes;

6.6.6. with the Treasurer(s), shall assist in preparing and overseeing budgets, approving all expenses for payment, and jointly signing all checks in excess amount of \$5,000.00 for expenditures;

6.6.7. shall annually recommend to the Board of Directors individuals to serve on an auditing committee to examine the Treasurer's books to verify his/her financial report before the April general meeting;

6.6.8. shall have overall responsibility for new area development and sponsorships;

6.6.9. shall serve as the chairperson of a Nominating Committee to be appointed by the Board of Directors for the purpose of nominating the Academy officers;

6.6.10. unless another officer is designated by the Executive Committee or the Board of Directors, shall sign contracts and agreements on behalf of the Academy after the contracts or agreements have been approved by the Academy Executive Committee or the Board of Directors as appropriate;

6.6.11. shall be responsible for the oversight of the Academy's principal office and all contracted services; and

6.6.12. shall exercise such other duties and responsibilities, which are necessary or appropriate for the proper management of the Academy or as assigned by the Board of Directors.

6.7. **EXECUTIVE VICE-PRESIDENT.** The Executive Vice-President shall succeed to the duties and responsibilities of the President in his/her absence and additionally shall have the following duties and responsibilities:

6.7.1. shall assist and learn the duties of the President;

6.7.2. shall be in charge and coordinate Special Projects in coordination with other officers and volunteers;

6.7.3. shall coordinate Academy tournaments in coordination with other officers, committees and volunteers;

6.7.4. may appoint other individuals as needed to carry out his/her duties and responsibilities;

6.7.5. in the event either the President or Treasurer is unavailable or unable to sign checks for expenditures, the Executive Vice-President may do so;

6.7.6. shall serve as the chairman of the Academy Discipline & Protest Committee;

6.7.7. fill in for the President at meetings when the President is unable to attend and assist the President as alternate liaison to other organizations; and

6.7.8. be responsible for all Academy team managers and shall be the first line of contact for any Academy team manager having questions or complaints. The Executive Vice-President may remove or replace a team manager from his or her duty only with the concurrence of a majority of the Executive Committee.

6.8. **SECRETARY.** The Secretary shall:

6.8.1. record the minutes of General Meetings, the Board of Directors, and Executive Committee meetings;

6.8.2. attend to all correspondence not handled by the Academy Administrator;

6.8.3. maintain or oversee the records of the Academy;

6.8.4. keep a complete list of members of the Board of Directors, officers, and volunteers of the Academy as specified herein; and

6.8.5. organize and oversee the conduct of each Academy meeting of the Executive Committee, Board of Directors, and General Meeting to ensure such meetings comply with the requirements hereof;

6.9. **TREASURER.** The Treasurer shall:

6.9.1. collect all funds due to the Academy;

6.9.2. responsibly manage all funds of the Academy;

6.9.3. keep a detailed account of income and expenditures in accordance with generally accepted accounting principles consistently applied;

6.9.4. serve as chairperson of the Academy Budget Committee and assist in preparing and overseeing the annual budgets and any other budgets pertaining to Academy operations;

6.9.5. submit a financial report at each regular Board of Directors and at each Executive Committee meeting and at the request of the President;

6.9.6. with the President, review, approve and pay all bills of the Academy in excess of \$500.00;

6.9.7. cooperate in supplying promptly when requested the financial books and records to appointed auditors, the President or Executive Committee for examination, audit and/or tax related matters; and will also recommend an annual audit and/or a CPA firm to prepare and file all forms and returns required by the Internal Revenue Service; and

6.9.8. oversee the concessions and minor fundraising operations of the Academy, supported by the fundraising chairman and committee who shall provide written reports to the Treasurer.

The Board of Directors may appoint several assistant treasurers to assist with the finances of the Academy and delegate accounting duties for the boys' teams, girls' teams and recreational teams.

6.10. **REGISTRAR.** The Registrar shall:

6.10.1. with the assistance of the Academy Office, maintain records of all duly-registered players and teams of the Academy;

6.10.2. educate coaches, parents, players, and volunteers on registration and rostering rules to insure compliance with and consistency in the application of Academy/AAYSA/WDDOA/STYSA registration requirements;

6.10.3. provide to the other officers and to the Board of Directors timely reports on the players registered in the Academy;

6.10.4. in coordination with the Executive Committee, establish, publish and distribute in a timely manner to the members information concerning annual registration procedures and dates for the Academy;

6.10.5. work with the Treasurer to calculate player fees owed by or to parent and external organizations;

6.10.6. in coordination with the Executive Committee, manage adult volunteer registration programs and distribute the necessary credentials; and

6.10.7. provide the necessary information and forms to the Academy Vice Presidents to conduct team-seeding meetings.

6.11. **REFEREE ASSIGNOR.** The Referee Assignor shall:

6.11.1. assign referees to all games where necessary;

6.11.2. manage the resource list of referees;

6.11.3. coordinate referee certification and recertification classes;

6.11.4. train new referees;

6.11.5. handle referee problems and complaints; and

6.11.6. provide periodic reports to the Board of Directors concerning issues related to referee activities and needs.

6.12. **VICE-PRESIDENT OF FACILITIES.** The Vice-President of Facilities shall:

6.12.1. act as a liaison between the Academy and external entities for issues relating to facilities and equipment;

6.12.2. manage a committee of volunteers to maintain fields and equipment;

6.12.3. coordinate each season's needs with the field layout; reconfiguring fields as needed;

6.12.4. ensure that the safety conditions of the field are sufficient and that all goals are securely anchored;

6.12.5. coordinate fieldwork days to prepare fields; and

6.12.6. keep up with the field inventory (goals, nets, etc..) and replace items as needed.

6.13. **SCHEDULER.** The Scheduler shall:

6.13.1. schedule all games and practices in coordination with the Facilities Coordinator, Referee Assignor, and the respective Academy Vice Presidents;

6.13.2. publish the seasonal schedule and post such schedule a minimum of two (2) weeks prior to the season start whenever possible; and

6.13.3. coordinate rescheduling of games between the respective team managers, commissioners, Facilities Coordinator, and league Vice Presidents.

6.14. **VICE PRESIDENT – BOYS AND GIRLS PROGRAMS (one each).** The Vice President - Boys and the Vice President - Girls shall:

6.14.1. organize and manage each age bracket assigned;

6.14.2. organize and manage the team-seeding meeting for the assigned age bracket; disseminating information from the Board of Directors to the coaches and vice-versa;

6.14.3. work to resolve conflicts in respective age bracket or bring them to the appropriate Vice President; and

6.14.4. attend Board of Directors meetings and represent the needs and interests of the respective age bracket assigned.

Commissioners (who shall not be officers or members of the Board of Directors) may be assigned for each of the recreational league age groups as determined by the Board of Directors.

**6.15. VICE PRESIDENT FOR FUNDRAISING & DEVELOPMENT.** The Vice-President for Fundraising & Development shall:

6.15.1. coordinate and oversee Academy team and league sponsorship campaigns;

6.15.2. chair the Academy fundraising and sponsorship committee;

6.15.3. periodically report to the Board of Directors the status of sponsorship campaigns and make recommendations to improve the organizations performance in this area;

6.15.4. work with the Treasurer(s) to return written letters of receipt (donation receipts) to each sponsor and donor that comply with IRS guidelines;

6.15.5. oversee the delivery of sponsor plaques and other items of recognition; and

6.15.6. coordinate sponsor recognition activities and signage at fields and events.

**6.16. VICE PRESIDENT FOR TOURNAMENTS AND SPECIAL PROJECTS.** The Vice President of Tournaments and Special Projects shall:

6.16.1. organize and promote all tournaments;

6.16.2. oversee tournaments and sponsors;

6.16.3. coordinate referees with the Referee Assignor and all tournament logistics; and

6.16.4. prepare a financial report after each tournament showing revenues and expenses.

**6.17. OFFICER PROHIBITED ACTIONS.** No loans or disbursements shall be made by the Academy to any officer. A director, officer, or committee member of the Academy may not lend money to--and otherwise transact business with--the Academy except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Academy has the same rights and obligations relating to those matters as other persons transacting business with the Academy. The Academy may not borrow money from--or otherwise transact business with -- a director, officer, or committee member of the Academy unless the transaction is described fully in a legally binding instrument and is in the Academy's best interests. The Academy may not borrow money from, nor otherwise transact business with a director, officer, or committee member of the Academy without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction. Any officer found to be in violation of this section 6.17 may face reprimand from the Board of Directors up to and including removal from office.

**6.18. ADVISORY MEMBERS (EX OFFICIO).** The Board of Directors may appoint additional individuals from the youth soccer teams, other non profit associations, city or county representatives or local businesses as non-voting members of the Board of Directors to serve in an advisory capacity. In addition, the immediate past president of the Academy shall serve as an advisory member and shall:

6.18.1. attend meetings when possible and provide insight and direction as to past experiences;

6.18.2. advise and counsel the President and the Board of Directors; and

6.18.3. oversee special projects as requested by the Board of Directors.

**6.19. PROHIBITED ACTS.** As long as the Academy exists, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Academy may:

(a) do any act in violation of these By-laws or bind the Academy to an obligation;

(b) do any act with the intention of harming the Academy or any of its operations;

(c) do any act that would make it impossible or unnecessarily difficult to carry on the Academy 's intended or ordinary business;

(d) receive an improper personal benefit from the operation of the Academy;

(e) use the Academy's assets, directly or indirectly, for any purpose other than carrying on the Academy 's business;

(f) wrongfully transfer or dispose of Academy property, including intangible property such as good will;

(g) use the Academy's name (or any substantially similar name) or any trademark or trade name adopted by the Academy, except on behalf of the Academy in the ordinary course of its business; or

(h) disclose any of the Academy's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE VII. EXECUTIVE DIRECTOR / PERSONNEL**

The Academy may employ an Executive Director. The Executive Director shall serve at the discretion of the Executive Committee and shall report to the President. If no Executive Director is employed by the Academy, any and all duties of the Executive Director shall fall to the President, who may delegate such duties to other officers as he/she sees fit. The Executive Committee and/or Board of Directors may choose to hire full time/part time employees for specific tasks and duties.

The Executive Committee may recommend the employment of an Administrator and/or Secretary for the Academy to provide information on the Academy and file documents with various organizations on behalf of the Academy as may be required.

## **ARTICLE VIII. RULES AND PROCEDURES**

From time to time the Board of Directors may approve rules and procedures for the orderly functioning and to accomplish the purposes of the Academy. rules and procedures must be made in writing to the Secretary. Proposed amendments to the rules and procedures of the Academy may be offered for consideration and discussion at any regular meeting of the Board of Directors by a majority vote of the eligible Board of Directors members in good standing. However, each member of the Board of Director must be given at least seven (7) days notice in writing of the proposed amendments and their purpose. Votes on amendments may be cast in the same manner as other votes are cast as provided herein. Amendments to the rules and procedures shall include an effective date.

## **ARTICLE IX. AMENDMENTS**

Any proposals or motions to amend the By-Laws must be made in writing to the Secretary. Amendments to these By-Laws may be made at general or special meeting of the Academy by a two-thirds (2/3) majority vote of the membership entitled to vote thereon as prescribed herein. All voting members shall be given at least thirty (30) days notice in writing of the amendments and their purpose. Amendments to the By-Laws shall include an effective date.

## **ARTICLE X. CODE OF CONDUCT**

All Academy players, coaches, parents, and officials shall follow the respective STYSA Codes of Conduct, except as further modified in this section of the By-laws.

## **ARTICLE XI. REGISTRATION OF PLAYERS**

11.1. Academy players shall be registered according to STYSA rules except where STYSA rules are further restricted by AAYSA or as restricted in this section of the Academy By-laws.

11.2. Interpretations of rules must cite the governing document and rule number.

## **ARTICLE XII. COMPETITIVE TEAMS**

12.1. Competitive teams shall follow STYSA, WDDOA and AAYSA rules except as further restricted in this section of the By-laws.

12.2. Division I and Premier League teams shall be registered through WDDOA and shall follow its rules and regulations.

## **ARTICLE XIII. COMMITTEES**

13.1. The Academy shall create and empower committees as necessary to conduct the business of the Academy. The President shall appoint members to committees and shall serve as an ex officio member on all committees.

13.2. **STANDING COMMITTEES.** The following committees are standing committees and shall have the membership and duties as specified.

13.2.1. Nominating Committee. This committee shall be chaired by the President and shall be responsible for recruiting and recommending officers within the Club. The nominating committee will have a minimum of three members and they will present a slate of officers at each general meeting in April of each year.

13.2.2. General Meeting Committee. This committee shall be chaired by the Secretary and be responsible for planning and implementing all General Meetings.

13.2.3. Tournament and Operations Committee. This committee shall be chaired by the Executive Vice-President and shall be responsible for organizing and coordinating daily operations of both the recreational and competitive leagues and supervising the tournament committee activities.

13.2.4. By-laws Committee. This committee shall be chaired by the President and shall be responsible for maintaining the By-laws. It shall evaluate all proposed changes to the By-laws and report its findings with a recommendation to the Board of Directors or general meeting. This committee will be composed of a minimum of five members and an attorney who may be an ex-officio member.

13.2.5. Budget and Finance Committee. This committee shall be chaired by the Treasurer(s) and shall be responsible for formulating and maintaining the financial policies and procedures of the Academy. It shall also be responsible for developing and proposing a budget each fiscal year.

13.2.6. Fundraising Committee. This committee shall be responsible for organizing and coordinating the major fundraising and sponsorship activities of the Academy.

13.2.7. Facilities Committee. This committee shall be chaired by the Vice-President of Facilities and shall be responsible for overseeing and managing the facilities used and maintained by the Academy. This committee will be responsible for developing volunteers to maintain and continue to make improvements in all fields including lighted fields, bathroom facilities, etc.

13.2.8. Discipline and Protest Committee. This committee shall be responsible for hearing and adjudicating all matters regarding discipline and protest of Academy affairs. Rules of procedure for this committee shall be developed the Discipline and Protest Committee and presented to and approved by the Executive Committee.

13.2.9. Evaluation Committee. The Evaluation Committee shall be responsible for reviewing all aspects of Academy operations and programs and shall make recommendations directly to the Board of Directors as to how such operations may be improved or modified. The Evaluation Committee shall act independently of all other committees.

13.3. **REMOVAL.** The members of any committee may be removed by the Board of Directors whenever in its judgment the best interests of the Academy shall be served by such removal.

13.4. **VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

#### **ARTICLE XIV. FISCAL YEAR**

The fiscal year of the Academy shall end June 30 of each year.

#### **ARTICLE XV. COMPLAINT AND INQUIRY PROCEDURES**

15.1. All complaints, inquiries and specific team operations issues or problems received by the Academy shall be investigated by the Discipline and Protest Committee, documented, and the results reported to the Board of Directors and to the complainant or inquirer by the Executive Committee.

15.2. Complaints that meet the definition of a protest or a grievance shall be referred to the appropriate association discipline and protest committee for disposition.

15.3. The Board of Directors reserves the power to resolve complaints and enforce penalties and discipline on its members.

15.4. Responses to complaints and inquires regarding rules, policies, or procedures must cite the specific rule and reference document to be valid and enforceable by the Board of Directors.

#### **ARTICLE XVI. MINUTES, RECORDS AND REPORTS**

16.1. The Academy will keep correct and complete books and records of account. The books and records include:

- (a) A file-stamped copy of all documents filed with the Texas Secretary of State relating to the Academy, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these By-laws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.

- (d) A list of the names and addresses of the directors, officers, and any committee members of the Academy.
- (e) A financial statement showing the Academy's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing the Academy's income and expenses for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Academy's federal, state, and local tax status.
- (h) The Academy's federal, state, and local tax information or income-tax returns for each of the Academy's three most recent tax years.

Any team manager, director, officer, or committee member of the Academy may inspect and receive copies of all the corporate books and records required to be kept under the By-laws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Academy. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the Academy receives a proper written request. The Board of Directors may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed fifty cents per page. The Academy will provide requested copies of books or records no later than five working days after receiving a proper written request.

16.2. The Academy will not sell or provide its player, volunteer, or parent information for commercial purposes.

## **ARTICLE XVII. FINANCIAL**

**17.1. POLICIES AND PROCEDURES.** The Board of Directors shall adopt policies and procedures outlining the financial policies of the Academy as recommended by the Budget and Finance Committee or as required by law. A list of all financial policies will be kept by the treasurers and by the Club Academy in the Academy offices.

17.1.1. Two signatures will be required on all Academy checks in excess of \$5,000.00.

**17.2. EMERGENCY FUND AND CASH RESERVE.** The Academy shall maintain a minimum cash balance in its bank account in an amount sufficient to cover anticipated expenses between seasons. The Treasurer(s) shall recommend the specific amount annually and the Board shall ratify this amount during adoption of the annual budget.

17.3. **EXCESS REVENUES.** Excess revenues, or profits, from the previous fiscal year shall be used in the following fiscal year according to the priorities listed below:

- A. Pay for special projects, including field improvements
- B. Purchase or replace equipment and supplies for field safety
- C. Add to Capital Reserves
- D. Other expenditures as deemed appropriate by the Board of Directors

All such reserves shall be created and held in such a way as to not jeopardize or threaten the Academy's designation as a 501(c)(3) corporation.

No part of the earnings of the Academy shall inure to the benefit or, or be distributable to its members, trustees, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this documents, the Academy shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

17.4. **BUDGET.** The Board of Directors shall adopt annually a budget and fee schedule prior to the beginning of its fiscal year. The budget shall be organized by fund and expenditure and shall specify the following:

- A. The minimum cash balance
- B. Fees paid to volunteers and contractors
- C. The player fee schedule

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

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

17.5.2. Copies of the Club governance documents and required legal filings shall be made available to the public as required by law. These documents may be posted on the Club's website.

17.6. **LOANS.** No loan shall be contracted on behalf of the Academy and no evidence of indebtedness shall be issued in its name unless authorized by a specific resolution of the Board of Directors.

## **ARTICLE XVIII. DISSOLUTION**

Upon dissolution of the Academy, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Academy is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIX. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **19.1. When Indemnification Is Required, Permitted, and Prohibited**

(a) The Academy will indemnify a director, officer, member, committee member, employee, or agent of the Academy who was, is, or may be named 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 the Academy. For the purposes of this article, an agent includes one who is or was serving at the Academy's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Academy will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Academy's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Academy will not indemnify a person who is found liable to the Academy or is found liable to another on the basis of improperly receiving a personal benefit from the Academy. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Academy.

(c) The Academy will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Academy in connection with the person's appearance as a witness or other participation in a proceeding involving

or affecting the Academy when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Academy may indemnify a director, officer, committee member, employee, or agent of the Academy to the extent permitted by law. However, the Academy will not indemnify any person in any situation in which indemnification is prohibited by paragraph 20.1.(a), above.

(e) The Academy may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 20.3.(c), below, have been satisfied. Furthermore, the Academy will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Academy or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

**19.2. EXTENT AND NATURE OF INDEMNITY.** The indemnity permitted under these By-laws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Academy, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

### **19.3 PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS.**

(a) Before the Academy may pay any indemnification expenses (including attorney's fees), the Academy must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Academy may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by the same vote as provided in sub subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Academy will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 19.1., above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Academy will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Academy may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Academy if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

## **ARTICLE XX. MISCELLANEOUS**

**20.1. PARLIAMENTARY PROCEDURE (ROBERT'S RULES OF ORDER).** In all cases where the parliamentary procedure of the Academy is not provided by these By-laws, *Robert's Rules of Order Newly Revised* shall govern.

**20.2 HEADINGS.** Headings used in these By-laws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

20.3. **LEGAL AUTHORITIES.** These By-laws will be construed under Texas law. All references in these By-laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

20.4. **LEGAL CONSTRUCTION.** To the greatest extent possible, these Bylaws 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 corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

20.5. **NUMBER.** All singular words include the plural, and all plural words include the singular.

20.6. **SEAL.** The Board of Directors may provide for a corporate seal. Such a seal would consist of the words "Classics Elite Soccer Academy, Inc."

20.7. **POWER OF ATTORNEY.** A person may execute any instrument related to the Academy by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

20.8. **PARTIES BOUND.** The By-laws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Academy and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Classics Elite Soccer Academy, Inc. and that these Bylaws constitute the Academy's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on September 12, 2005.

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Kim McCullough, Acting Secretary