



BYLAWS

OF THE

GULF COAST YOUTH SOCCER CLUB

Amended March 3, 2019

ARTICLE I

Name and Objective

- Section 1. The name of the organization shall be, "Gulf Coast Youth Soccer Club"; hereinafter referred to as GCYSC or "Gulf Coast Soccer".
- Section 2. The mission of the organization is "To provide each player the opportunity to play soccer in a supportive and rewarding environment that emphasizes fun, enjoyment and skill learning at a level that fits his/her interest and ability, and to create a challenging environment for talented players who aspire to reach their full potential".
- Section 3. In promotion of the mission, this club shall be affiliated with other soccer clubs/associations in Texas and the United States through the Spindletop Youth Soccer Association, South Texas Youth Soccer Association, United States Youth Soccer Association, and/or other affiliates of the United States Soccer Federation (USSF).
- Section 4. The club may hold or dispose of such property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping. The club may purchase, acquire and dispose of such property as it may deem necessary to carry out the purpose of the club and may manage, control and utilize as the Board of Directors deems necessary.

ARTICLE II

Governance & Management

- Section 1. The Board is responsible for the governance, fiduciary, and strategic vision and oversight of the club. This includes the ratification of bylaws and overseeing budget management and strategic planning. The Board has an obligation to membership and the donating public for ensuring that the club stays in alignment with its mission and operates effectively and efficiently in the best interest of all members.
- Section 2. The management of this club shall be vested in a Board of Directors consisting of seventeen (17) Board members who are twenty-one (21) years of age or older.
- Section 2. The Board of Directors shall be responsible to the members of the club. No contract, debt, or obligation shall be binding unless contracted under the authority of the Board of Directors.

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- Section 3. The Board of Directors shall designate various Committees to support the operations of the club and specific strategic initiatives that have been approved by the Board of Directors, per Article III.
- Section 4. Directors and Appointed Directors shall receive no compensation for their services.
- Section 5. In accordance with applicable incorporation legislation and with these By-laws, the Board is empowered to make policies and procedures to manage the affairs of the organization, to discipline Members, and to manage and handle disputes within the organization.

The Role of Staff

- Section 1. The Board maintains the authority to hire “direct” employees or to “contract out” staff positions to provide core jobs or functions within the club that may not be adequately filled with volunteers or require specialized skills to help fulfil the club’s mission and objectives. The decision of whether to hire a “direct” or “contract” staff person should be made based on the overall cost to the club, the legal and tax liability and the managerial burden and oversight required.
- Section 2. Staff positions, whether “direct” or “contract”, are retained to provide specific services or functions to the club. Staff are not members of the Board and by way of their compensation have a legitimate conflict of interest, and therefore, are not eligible to serve on the Board.
- Section 3. The club President shall have first line of supervision and oversight of all direct staff positions and contracts; except, that staff positions are intended to be self-managed based on a detailed job description with daily, weekly, monthly and seasonal objectives clearly written for each position to serve as a day-to-day work flow guide.
- Section 4. The President with input from the Board and Club Planning Committee will be responsible for setting annual objectives, goals, and measurable milestones for all staff positions to assure they are fulfilling their contractual duties and the club is delivering on its mission and promise to membership.
- Section 5. The President with input from the Board and Club Planning Committee will be responsible for conducting bi-annual reviews of each direct staff position in

January and June each year. These high-level reviews are intended to identify any problem areas, funding restrictions, or other impediments that may prevent us from achieving the goals we set for the club and to make necessary adjustments as needed.

ARTICLE III

Committees

Role of Committees

GCYSC may charter standing or special Committees as needed to support key functions of the club's operation. Each Committee is responsible for researching and studying issues in its area of expertise and recommending decisions and actions to the full Board. Each Committee's charter shall include its mission, authority and responsibilities, composition and how and when meetings will be held, and how meeting minutes will be written and approved.

Section 1. A Committee can only do what its charter has authorized it to do. It cannot act independently of the Board. However, if the Committee originates an idea that it feels will benefit the club, it can and should bring the idea to the Board in the form of a motion or written report.

Section 2. The President has the power to appoint Committee members, its chairman (unless stated in the bylaws) and to fill vacancies.

Section 3. It is the Secretary's duty to let members know of their appointment to a Committee, and to give the Committee chairperson the proper documents (if any) so that the Committee can perform its assigned work. If a motion is referred to Committee, the Secretary will provide a copy of the motion and any instructions to the chairperson.

Section 4. The Committee chairperson should preserve all documents provided to him/her and return them to the Secretary in the same condition they were provided. Each Committee should keep a record of its activities and place them in an electronic folder on the club's server. This file becomes the continuous record of the activities of the Committee.

Section 5. **Standing Committees** are a permanent part of the club. The Committee members may change when new officers are elected, but the purpose of the Committee and its functions and duties do not change. Each Standing Committee has certain functions to perform that are essential to the harmonious operation of the club. When the Board receives business that is handled by a Committee, the business may be delegated to the appropriate

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Committee. The Committee investigates and then reports back to the Board its findings and/or recommendations.

Section 6. **Special Committees** may be formed to perform a specific task by the Board and may be dissolved when the task is completed, and the final report is given. The Board should not create a Special Committee to perform a task that is already within the designated function of an existing Committee. Special Committees may serve two functions. One is to “investigate” and the other is “to carry out” an action the Board has adopted.

Section 7. The President is a de facto member of all Committees and should be included in all meeting notices, minutes and correspondence. The President is not required to attend Committee meetings unless his/her presence is needed. If the President is required to attend and is unable to do so, the Vice-President should attend in his/her place. In absence of the President or Vice-President attendance, the President may appoint another Board member to attend in his/her place or call-in or participate by electronic means.

Section 8. All Board members should be notified of Committee meetings and agendas and be given the opportunity to attend if they have an interest in the topic or agenda. There is no limit on the number of Committees a member may serve on.

Section 9. Minutes and documents should be taken at all Committee meetings in the same form and fashion as a Board meeting and stored in the appropriate location on the file server and accessible to all Board members within 14 days.

Section 10. All Committee functions and activities should be conducted with openness and transparency with the full Board of Directors. Committees are most effective when there is 100% openness and transparency and a dedicated commitment to the club vision, mission and values.

Standing Committees

Budget & Finance Committee

Section 1. The Budget & Finance Committee shall consist of the Treasurer of the club, who will serve as Chairperson, President, Vice-President, Fundraiser Director, Sponsorship Director and other Board Members or club members as needed or if they have an interest or desire to serve per Article III, Section 2.

Section 2. The Budget & Finance Committee shall:

- a) Understand the club's short- and long-term financial needs and goals, including the recurring operating budget, emergency cash minimum, capital spending goals and schedules, current and future staff needs, etc.
- b) Be responsible for preparing the annual operating budget with recommendations from other Committees.
- c) Be responsible for recommending revenue targets to the Board and Committees for registration, fundraising, sponsorships and grants to meet the demands of the budget.
- d) Ensure that the club's books and financial records are kept and maintained and are consistent with Generally Accepted Accounting Practices (GAAP) to ensure the club retains its Non-Profit 501 C (3) status.
- e) Ensure an annual Audit is performed of the Club's financials.

Section 3. The Finance Committee Chairman shall make the financial/Committee report at the full Board meetings.

Club Planning Committee

Section 1. The Club Planning Committee shall consist of the President, Vice-President, Marketing and Communications Director and other members of the Board, club members, as needed or if they have an interest or desire to serve per Article III, Section 2.

Section 2. The Planning Committee shall assist the Board to develop and monitor the club's performance and documentation and ensure it remains in alignment with its vision, mission and strategic goals and objectives.

Section 3. The Planning Committee shall assist the Board in developing and maintaining the club's short- and long-range strategic plans and documentation including the **Club Plan (CP), Facility Master Plan (FMP) and Club Operations Manual (COM)**. The Board or Planning Committee may enlist the help of additional members or consultants as needed to help complete the CP, FMP and COM documents.

Section 4. Review and assess annually the club's success in achieving long-term funding for improvements as articulated in the club's vision, mission and strategic **CP** and **FMP** as adopted by the Board.

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- Section 5. Review annually the club's vision, mission and strategic planning documents and recommend modifications to the Board as the Committee deems appropriate, prior to the budget being developed for the next fiscal year.
- Section 6. The **Club Plan (CP)** articulates the club's vision, philosophy, values, and mission statements to ensure they are engrained in everything we do. The CP will provide an on-going analysis and measurable goals and objectives for improvements in all areas of the club including programming, administration, coaching, player development, parent education, refereeing, facilities, and community outreach. **The CP shall be a working document and updated at least once per year.**
- Section 7. The **Facility Master Plan (FMP)** shall be a supplement to the Club Plan and be in alignment with the club's vision, philosophy, values, and mission statements. The FMP plan will provide an on-going analysis of existing facilities, brief overview of community demographics, programs, facility improvements needed, etc. **The FMP shall be a working document and updated at least once per year.**
- Section 8. The **Club Operations Manual (COM)** documents the club's core processes and procedures and how various tasks and duties are done, i.e. *The Gulf Coast Way*. The COM will document each core process, break down and document what happens and when in each one, and compiles into the manual for everyone in the club to benefit from. The COM should also be in alignment with the club's vision, philosophy, values, and mission statements.

Marketing & Communications Committee

- Section 1. The **Marketing & Communications Committee** shall consist of the club's Marketing and Communications Director, who will serve as the Committee chair, Secretary and other members of the Board, club members, as needed or if they have an interest or desire to serve per Article III, Section 2.
- Section 2. The Marketing & Communications Committee shall:
- a) Ensure the club's vision, mission and values are incorporated and promoted into all club marketing, communications and publicity outlets including websites, social media, brochures/flyers, documentation, videos, advertisements, etc.
 - b) Be responsible for planning, developing and executing the club's marketing plan, branding guide and activities, including
 - Managing and updating the club website to serve as the club's primary place of record on the web.
 - Managing and maintain all social media accounts (Facebook, Instagram, Twitter, YouTube, etc.) on behalf of

the club to provide regular news updates and dialog with club members.

- Manage and develop all club brochures/flyers, documentation, advertisements, etc.
 - Manage and organize the development and acquisition of the club's library of photo images and videos
 - Design and develop all advertising opportunities and collateral for the club, including brochures, flyers, and signage.
 - Work with the Spirit Store Coordinator to identify, design, and procure "spirit gear" items (such as shirts, jackets, hats, bag chairs, and window stickers) that reflect and support the club's brand.
- c) Meet at least twice per year, preferably in January and July, to discuss and plan the clubs marketing needs and initiatives for upcoming seasons.

Bylaw Committee

Section 1. The **Bylaw Committee** is responsible for the creation and maintenance of the club's bylaws per Article X.

Section 2. The President shall appoint the Bylaw Committee as needed to review proposed amendments. (repeated from Article X)

Section 3. The Bylaw Committee may meet and consider changes at any time, however, motions or votes for amendments to the bylaws may only be considered by the Board during the offseason (defined as between December 1-March 15 or between June 1-August 15 each year).

Section 4. Amendments of the bylaws:

- a) The Bylaw Committee may review the clubs past operations to determine if there are any changes needed that the bylaws can provide to improve the operation, efficiency or security of the club. If so, propose any changes to the full Board.
- b) The Bylaw Committee may also research the bylaws and operations of other non-profits or clubs that provide similar functions and services to determine if there are any changes needed that the bylaws can provide to improve the efficiency or productivity of the club. If so, propose any changes to the full Board.
- c) Proposed bylaw changes should be circulated to Board members a minimum of one week prior to the meeting they are to be discussed.

- d) Once discussion and modifications by the full Board are completed, proposed changes are tabled for one month (defined as the next regularly scheduled Board meeting) before a final vote can be tallied.
- e) A 2/3 affirmative vote by the Board members present is required to amend the bylaws. In addition, at least one previous notice of the proposed changes must be given at a previous regular Board meeting (where a quorum is present) prior to the final vote to amend (repeated from Article X).

Facilities Maintenance Committee

Section 1. The **Facilities Maintenance Committee** shall consist the club's Facility Maintenance Director, who will serve as the Committee chair, the Vice-President, and other members of the Board, club members, as needed or if they have an interest or desire to serve per Article III, Section 2.

Section 2. The Facilities Committee shall:

- a) Be responsible for managing, monitoring, delegating and/or contracting all facility maintenance (run and maintain) activities as needed to meet the needs of the club as approved and budgeted by the Board.
- b) Maintain a listing of all equipment/assets including serial numbers, photos of the equipment and mfg. nameplates if available and provide replacement planning. These records should be documented in the **Club Operations Manual (COM)** and a copy stored on the club's server.
- c) Maintain a list of fields, sizes, layouts, marking dimensions per USSF guidelines. These records should be documented in the **Club Operations Manual (COM)** and a copy stored on the club's server.
- d) Maintain a work schedule and manpower needs for mowing, marking, fertilizing, and over-seeding of all playing fields.
- e) Maintain a work schedule and manpower needs for mowing and maintaining all non-playing areas inside and outside the fence line as well as parking areas.
- f) Maintain a work schedule and manpower needs for maintaining the barn, main building, restrooms, meeting rooms, pump-house and sprinkler systems.
- g) Keep facility records current and documented in the Club Operations Manual (COM) and a copy of all photos, support documents, manuals, etc. should be stored on the club's server.

- h) Maintain, update and keep current the Facilities Section of the Club Operations Manual (COM).
- i) Participate and provide ongoing input into the Planning Committee's Facility Master Plan document.

Section 3. The Facilities Committee Chairman shall make reports/recommendations at the full Board meetings.

Programs/Player Development Committee

Section 1. The **Programs/Player Development** Committee shall consist of the clubs Director of Coaching/Technical Director, who will serve as the Committee chairman, plus Competitive/Academy/Recreational/Micro Program Directors, Referee Director/Assignor, and other Board Members or club members as needed or if they have an interest or desire to serve per Article III, Section 2.

Section 2. The **Programs/Player Development** Committee shall be responsible for:

- a) Developing and administering a player, team and club development philosophy, curriculum and training methodology.
- b) Ensuring the club's programs, coaching and training methodologies are functioning to optimize the enjoyment and development of all players in the club.
- c) Reviewing and evaluating the club's programs and player development practices after each fall and spring season, hosting meetings and/or conducting surveys of staff, coaches and parents for feedback on the effectiveness of each program, coaching, curriculum and training staff (where applicable) to ensure they are all in alignment with the club's vision and player development philosophy and the unique objectives and methodologies of each program.
- d) Developing and implementing a strategy to improve the recruitment and retention of professional staff coaches within the club.
- e) Developing and implementing a strategy to improve the recruitment and retention of volunteer team coaches within the club.
- f) Monitoring and recommending additions to the club's training tools and equipment inventory.
- g) Reviewing and proposing rules/game changes as needed.
- h) Develop and administer the club's parent education program and maintain and update the **GCYSC Parent Handbook** as needed.
- i) Screening and making hiring recommendations for training staff.

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Section 3. The **Programs/Player Development** Committee Chairman shall make reports/recommendations at the full Board meetings.

Fundraising Committee

Section 1. The **Fundraising Committee** shall consist of the club's Fundraising Director, who will serve as the Committee chair, Treasurer, and/or other Board Members but not limited to any member of the club.

Section 2. The Fundraising Committee shall:

- a) Be responsible for planning and executing the club's fundraising activities to meet its financial goals as outlined in the operational budget submitted by the Budget and Finance Committee and approved by the Board.
- b) Monitoring, delegating, and managing all fundraising activities of the club including the seasonal parent fundraisers, local business fundraisers, gift cards, online and onsite stores, etc. as approved by the Board.
- c) Recruit Board or member helpers as needed to execute the fundraisers.

Sponsorship & Grant Committee

Section 1. The **Sponsorship & Grant Committee** shall consist of the club's Sponsorship Director, who will serve as the Committee chair, Treasurer, Marketing & Communications Director and/or other Board Members but not limited to any member of the club.

Section 2. The Sponsorship & Grant Committee shall:

- d) Be responsible for planning and executing the annual sponsorship sales campaign and seeking grant opportunities to meet the club's financial goals as outlined in the operational budget submitted by the Budget and Finance Committee and approved by the Board.
- e) Monitoring, delegating, and managing all sponsorship sales activities of the club including advertisement signs at the complex, team sponsorships (if applicable), club or complex sponsors as approved by the Board.
- f) Building and maintaining a database of current and potential sponsors and send out annual solicitation letters, followed up by email or phone call.

- g) Building and maintaining a database of current or potential grant sources, including annual calendar of submittal dates.
- h) Send out thank you letters and/or plaques to sponsors and grantors.
- i) Recruit Board or member helpers as needed to execute the sponsorship and grant activities

Registration Committee

Section 1. The **Registration Committee** shall consist of the club's Registrar, who will serve as the Committee chair, Marketing and Communications Director and/or other Board Members but not limited to any member of the club.

- Section 2. The Registration Committee shall:
- a) Be responsible for planning and executing the club's seasonal registration drives to meet the annual membership goals as outlined in the **Club Plan (CP)** and operational budget submitted by the Budget and Finance Committee and approved by the Board.
 - b) Planning and managing all registration activities of the club including the online and in-person registration periods and events, working with Marketing Director to develop flyers, brochures, signs, advertisements, postcards, email blasts, social media posts, webpages, etc. as needed.
 - c) Recruit Board or member helpers as needed to execute registration events.

Spirit Store, Concessions & Uniform Committee

Section 1. The **Spirit Store, Concessions & Uniform Committee** shall consist of the clubs Fundraising Director, who will serve as the Committee chair, Registrar, and/or other Board Members but not limited to any member of the club.

- Section 2. The Spirit Store, Concessions & Uniform Committee shall:
- a) Be responsible for planning and running the club's online and onsite Spirit Store to meet the Fundraising Committee goals as outlined in the operational budget submitted by the Budget and Finance Committee and approved by the Board.
 - b) Work with the club's Marketing Committee to identify, design and procure "spirit gear" items that reflect and support the club's brand to be sold in the onsite and online club store.
 - c) Be responsible for planning and organizing the concession stand menu and operation for the club.

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- d) Be responsible for assisting the Registrar in planning and organizing the uniform purchase and distribution each year.
- e) Recruit Board or member helpers as needed to execute the fundraisers.

Discipline/Protest Committee

Section 1. The Discipline/Protest Committee shall consist of the Vice President, who will serve as Chairman, the Director of Coaching/Technical Director, and Referee Director/Assignor.

Section 2. The Discipline/Protest Committee shall:

- j) Be responsible for receiving and reviewing all official game protests from in-house games played at GCYSC.
- k) Will review any and all disciplinary problems with players, coaches or guests during games/practices.
- l) Make recommendation to the full Board of Directors on any discipline/protest required actions.

Section 3. The Discipline/Protest Committee shall make a report to the full Board of Directors during/when an incident happens.

ARTICLE IV

Meetings

Section 1. The regular meeting of the Board of Directors shall be held once each month at a time and date at the discretion of the Board. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 2. Special meetings may be called by the President of the Board of Directors or upon written request by three (3) Directors. The object of such meetings shall be stated in the Call. Notice of such meetings must be posted and submitted to every Board of Directors at least seven (7) days to prior to the meeting via regular mail or electronic mail.

Section 3. A request for meeting agenda items should be sent out to Board members at least 7 days prior to the Board meeting and a list of agenda items should be

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sent to Board at least 48 hours in advance by the Secretary. If Secretary is unable to do so, the President will send out the requests.

Section 4. Reports of Board Members or Committees shall be made in writing and shall be filed with the Secretary.

Section 5. Rules of Procedure. Robert's Rules of Order (current edition) shall apply to the conduct of GCYSC regular or special meetings.

Section 6. Order of Business. The normal order of regular business meetings for GCYSC shall be as follows:

1. Roll call and vote accreditation
2. Introduction of guests
3. Reading and acceptance of minutes of the previous meeting
4. Report of the Treasurer
5. Report of other Officers and/or Committees
6. Report of Staff
7. Special Reports
8. Unfinished business
9. New Business
10. Communications
11. Adjournment

ARTICLE V

Duties of Officers

Section 1. The duties of the **President** shall be to:

1. Preside at all Board of Directors and special meetings.
2. Represent GCYSC at meetings of all local and state association meetings.
3. Represent GCYSC at public functions.
4. Appoint Standing Committees or Special Committees as needed for operation of the club.
5. Appoint a Board Election Nominating Committee per Article VII, Section 4.

Section 2. The duties of the **Vice President** shall be to:

1. Act in the absence of the President with the powers/duties to perform as President.
2. Perform such other duties as may be assigned by the Board of Directors.
3. Serve as the Chairman of the Discipline and Protest Committee.

- Section 3. The duties of the **Marketing and Communications Director** shall be to:
1. Manage and administer the club's marketing, communication and publicity plans, needs and initiatives.
 2. Manage and administer the club's website, social media, and all marketing flyers, newsletters and communications as required.
 3. Manage and administer the club's community engagement activities and events.
 4. Manage and supervise any contract marketing services or personnel.
 5. Chair the **Marketing & Communications Committee**.

- Section 4. The duties of the **Treasurer** shall be to:
1. Manage and oversee the financial affairs of the club, including, but not limited to
 - a. bank and savings accounts
 - b. credit accounts, outstanding bills or debts owed
 - c. reconciling bank statements
 - d. managing cash flow
 - e. review and assist in obtaining and managing leases
 2. Create and maintain systems for ensuring the club's solvency and oversee the development of the club's financial policies including check signing authority, expense reimbursement, credit card or ATM usage, and petty cash policies for the club store and concession stand.
 3. Maintain a current financial status of the club and submit a monthly report at the Board of Directors meeting.
 4. Lead and assist in the preparation of an annual budget that supports the club's goals and drives decision-making toward effectuating the club's mission.
 - a. The budget shall be reviewed and approved by the Board annually.
 - b. The budget shall be regularly monitored to compare actual revenues and expenses incurred against the approved budget (monthly).
 5. Ensure that the club's books and financial records are kept and maintained and are consistent with Generally Accepted Accounting Practices (GAAP) to ensure the club retains its qualification for its Non-Profit 501 C (3) status.
 6. Ensure an annual Audit is performed of the Club's financials.
 7. Ensure the completion and filing of required financial reporting forms (including the IRS Form 990) in a timely manner and making these forms available for the Board's review.

8. Maintain financial files, including but not limited to, receipts, bank statements, and financial documents and store them on the club server.
9. Chair the **Budget and Finance Committee**

Section 5. The duties of the **Secretary** shall be to:

1. Know and comply with meeting notice requirements and scheduling meetings to accommodate the Board of Directors, per Article IV.
2. Develop and distribute a Board perpetual calendar at the start of each year and keep it current.
3. Maintain a Board binder containing the governing documents, bylaws, key governance policies, minutes of Board meetings, and written consents.
4. Provide active communication between the Board and membership, by giving proper notice of any meetings and timely distribution of material such as agendas and meeting minutes, per Article IV.
5. Record suitable minutes of each Board of Directors meeting or special meeting and reproduce and distribute copies to each Director.
6. Attend to the official/legal correspondence of the club.
7. Act as custodian for the club's records, files, and servers.
8. Assist in meeting legal requirements, such as annual filing deadlines, including filing with Secretary of State, Attorney General and IRS.
9. Administer all voting procedures and elections and to tabulate and account for all votes.
10. Maintain a current roster of Committee members for each Committee.
11. Maintain a schedule of mandatory or planned Committee meetings on behalf of the Board.
12. Notify members of their Committee appointments, give the Committee chairperson the proper documents (if any) to perform its assigned work per Article III, Section 3.

Appointed Directors

Section 6. The duties of the **Competitive/Select Program Director (Division I/II)** shall be to:

1. Manage and oversee the administrative functions of the Competitive/Select Program including;
 - a. Assist with player evaluations/tryouts registration
 - b. Coordinate field and practice scheduling
 - c. Schedule distribution

- d. Communication of playoff and Spring Cup schedules and deadlines.
- e. Identification and communication of tournaments, jamborees, etc.
2. Assist in recruitment and retention of qualified team coaches/managers within the U11-U19
3. Facilitate communication between the Board of Directors, Director of Coaching/Technical Director, and other coaches in the Competitive/Select program.
4. Participate in the Programs/Player Development Committee.

Section 7. The duties of the **Senior Recreation Program Director (Division III)** shall be to:

1. Manage and oversee the administrative functions of the Senior Recreational program including
 - a. Registration assistance, if available
 - b. Coaching recruitment and retention
 - c. Coordinate field and practice scheduling
 - d. Schedule distribution
 - e. Identification and communication of tournaments, jamborees, etc.
 - f. Communication of playoff and Spring Cup schedules and deadlines.
2. Assist recruitment and retention of qualified coaches within the U11-U19 age groups.
3. Facilitate communication between the Board of Directors, Director of Coaching/Technical Director, and other coaches in the Division 3 Recreational program.
4. Participate in the Programs/Player Development Committee.

Section 8. The duties of the **Junior Recreation Program Director (Division IV)** shall be to:

1. Manage and oversee the administrative functions of the Junior Recreational program including
 - a. Registration assistance, if available
 - b. Coaching recruitment and retention within the U7-U10 age groups
 - c. Coordinate field and practice scheduling
 - d. Schedule distribution
 - e. Identification and communication of tournaments, jamborees, etc.
2. Facilitate communication between the Board of Directors, Technical Director, and other coaches in the Division 4 Recreational program.
3. Participate in the Programs/Player Development Committee.

Section 9. The duties of the **Academy Program Director** shall be to:

1. Manage and oversee the administrative functions of the Academy program including

- a. Registration assistance, if available
 - b. Coaching recruitment and retention within the U7-U10 age groups
 - c. Coordinate field and practice scheduling
 - d. Schedule distribution
 - e. Identification and communication of tournaments, jamborees, etc.
2. Facilitate communication between the Board of Directors, Director of Coaching/Technical Director, and other coaches in the Academy program.
 3. Participate in the Programs/Player Development Committee.

Section 10. The duties of the **Micro Program Director** shall be to:

1. Manage and oversee the administrative functions of the Micro Recreational program including
 - a. Registration assistance, if available
 - b. Coaching recruitment and retention within the U5-U6 age groups
 - c. Coordinate field and practice scheduling
 - d. Schedule distribution
 - e. Identification and communication of tournaments, jamborees, etc.
2. Facilitate communication between the Board of Directors, Director of Coaching/Technical Director, and other coaches in the Micro program.
3. Participate in the Programs/Player Development Committee.

Section 11. The duties of the **Registrar** shall be to:

1. Arrange for, organize, and administer/manage all registration events for the club, including:
 - a. Leading the Board's planning and selection process of online registration dates/windows and in-person registration events.
 - b. Leading the Board's planning and selection of all in-person registration events and locations.
 - c. Coordinate with club Marketing and Communication Director to plan registration marketing and publicity.
 - d. Leading the Board's planning and execution of all online and in-person registration events including:
 - i. Ordering registration forms, supplies, materials needed for registration events
 - ii. Planning and organizing Board, staff and volunteers to man registration events.
2. Register all GCYSC players with the Spindletop Youth Soccer Association ("SYSA") or other USSF league sanctioning body.

3. Assist league sanctioning bodies in registering all GCYSC member players with appropriate state and national organizations.
4. Organize and manage coach and player card creation and distributions for all players and coaches in the club.
5. Organize and manage background checks and sideline passes for all coaches and regulated adults in the club to meet all appropriate state and national association requirements.
6. Organize and manage team formations per the appropriate club and league rules.
7. Work with the Micro, Recreational, Academy, and Select Program Directors in assigning coaches/players to each team.
8. Chair the **Registration Committee**

Section 12. The duties of the **Referee Director/Assignor** shall be to:

1. Organize and manage the club's referee recruitment, retention and training/development programs.
2. Coordinate with the Board, Staff and Marketing and Communication Director to publicize and promote the club's referee needs and recruitment efforts and to schedule referee course/certification events.
3. Organize and manage a system to assure that referees are scheduled to officiate all GCYSC games.
4. Communicate with the Board of Directors.
5. Serve on the **Disciplinary and Protest Committee**.

Section 13. The duties of the **Sponsorship Director** shall be to:

1. Organize and manage the club's sponsorship and grants program and the solicitation of both for the club.
2. Ensure that sponsorship signs, plaques or deliverables are ordered, installed and fulfilled.
3. Plan and execute a seasonal campaign outlining the club's funding needs and sponsorship goals and communicate this to the Board of Directors, coaches, team managers and members.
4. Work with the Treasurer to track all club sponsorships funds.
5. Work with the Board, Marketing and Communications Director to seek out grants to support the clubs needs and goals.
6. Chair the **Sponsorship and Grant Committee**

Section 14. The duties of the **Fundraising Director** shall be to:

1. Plan, organize and manage the club's fundraising activities to meet the financial goals outlined in the club's annual operational budget.
2. Coordinate and manage the club's seasonal fundraising activities.
3. Coordinate and manage the club's online and in-person spirit stores.
4. Assist in planning and organizing the uniform and concession activities.
5. Work with the Treasurer to track all club fundraiser, spirit store and concession sales income.
6. Plan and execute seasonal fundraising and spirit store sales campaigns outlining the club's funding needs and fundraiser goals and communicate this to the Board of Directors, coaches, team managers and members.
7. Chair the **Fundraising, Spirit Store, Concessions & Uniform Committee**

Section 15. The duties of the **Volunteer Coordinator** shall be to:

1. Plan, organize and administer the club's seasonal volunteer needs.
2. Coordinate the club's volunteer activities, maintaining email and phone communications with team managers.
3. Work with the team managers to recruit volunteers to meet club needs
4. Maintain volunteer tracking logs and records as required.
5. Plan and execute seasonal volunteer drive campaigns outlining the club's volunteer needs and communicate this to the Board of Directors, coaches, team managers and members on a regular basis.

Section 16. The duties of the **Facility Maintenance Director** shall be to:

- 1) Plan, organize and manage the club's facility maintenance activities per the **Club Operations Manual (COM)**, including, but not limited to:
 - a) Coordinating and managing volunteer and paid staff
 - b) Complex mowing and weed eating
 - c) Field marking
 - d) Application of fertilize, weed and feed, pesticide, reseeding, etc.
 - e) Trash and debris removal, etc.
- 2) Work with the Board of Directors to determine and administer the year-round and seasonal facility maintenance plan.
- 3) Work with the Board and Volunteer Coordinator to recruit, organize and supervise volunteer or paid staff to handle primary run and maintain activities and functions of the club.
- 4) Manage and supervise any contract facility maintenance services or personnel.
- 5) Chair the **Facility Maintenance Committee**

- Section 17. The duties of the **Scheduler/Scorekeeper** shall be to:
1. Work with the Board of Directors to create and maintain in-house game schedules and to represent the club in the creation and management of association managed schedules.
 2. Retrieve, record and manage weekly game score cards and keep league standings current.

ARTICLE VI

Elections

Section 1. The annual election of the Board of Directors shall be held at the November Board meeting. Each member in attendance, as defined in Article VI, Section 1, may cast a vote via secret ballot to fill each position on the Board of Directors that is up for election at that time.

Section 2. To be eligible to serve as President, Vice-President, or Treasurer, members shall have served a minimum of one full year on the Board. All other Board positions may be filled without prior Board experience.

Section 3. Nominations. The President shall appoint a Nominating Committee on or before the October meeting to seek out qualified candidates for elected Officers and Appointed Directors for the coming year(s). The Nominating Committee shall ascertain from each nominee his/her willingness to serve, if elected. The Nominating Committee shall report its results at the November Board meeting. Nominees shall be present and shall affirm their willingness to serve, if elected or appointed, or such person shall have stated his/her intentions in writing and this intention is presented to the President at the time the nomination is made.

Nominations from the floor may be made at the November Board meeting, with the provision that the person nominated from the floor shall be present and shall affirm his/her willingness to serve, if elected or appointed, or such person shall have stated his/her intentions in writing and this intention is presented to the President at the time the nomination is made.

Section 4. All open Elected and Appointed Board positions should be published on the website, by email to membership and on social media platforms to ensure all members are aware of the openings.

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Section 5. **Voting.** Voting shall be by the majority vote of eligible ballots cast. Eligibility is determined by Article VII, Section 1.

Section 5. **Vacancies.** The President of the Board of Directors shall have power to fill, for the unexpired terms, all vacancies occurring between annual elections. All such appointments shall be confirmed by a majority vote of the Board of Directors before taking effect.

Section 6. **Term of office.** Each position on the Board of Directors shall have a term of two (2) years. An individual may serve consecutively in a single Officer position (President, Vice-President, Marketing and Communications Director, Treasurer, or Secretary) for two (2) full terms plus any portion of an unexpired term. An individual may serve consecutively in a single Appointed Director position (all non-Officer positions) for an unlimited number of terms.

Section 7. **Election Cycle:** The terms of the President, Marketing and Communications Director, Secretary, Micro Program Director, Senior Recreation Program Director, Academy Program Director, Sponsorship Director and Facility Maintenance Director are to begin on January 1 of odd numbered years.

The terms of the Vice-President, Treasurer, Registrar, Referee Director/Assignor, Fundraising Director, Junior Recreation Program Director, Competitive/Select Program Director, Volunteer Coordinator and Scheduler are to begin on January 1 of even numbered years.

ARTICLE VII

Voting

Section 1. **Voting Members.** Members shall be entitled to exercise one vote for each Director up for election at the members' annual meeting and shall have no other vote in the governance of the organization. "Voting member" is defined as a participant in our program within the current seasonal year of the club (August 1 – July 31). Each household will receive one vote.

Section 2. **Voting Powers to the Board of Directors.** The Board of Directors is elected to vote on behalf of the members for all management aspects of the club. In addition, the Board of Directors is elected to vote on all fundamental changes to the organization, including but not limited to, amendment of these By-Laws,

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sale of substantially all assets of the club, mergers, consolidations, dissolutions, and joint ventures.

Section 3. **Votes Required.** For all matters before the Board of Directors, a quorum is required.

ARTICLE VIII

Finances

Section 1. The Board of Directors shall be responsible for all financial operations. They shall determine fees charged to participants. No officer shall obligate the club for any indebtedness not provided for in the budget without specific authorization by the Board of Directors. They shall review financial reports monthly.

Section 2. The **Budget and Finance Committee** support the Boards effort to manage the club's finances, per Article III.

ARTICLE IX

Amendments

Section 1. A two-thirds affirmative vote of the Board members present is required to amend these By-laws. In addition, at least one previous notice of proposed changes must be given at a previous regular Board meeting (where a quorum is present) prior to the final vote to amend.

Section 2. The President shall appoint the By-law Committee as needed to review proposed amendments.

Section 3. Proposed bylaw amendments can be proposed at any time, but amendments can only be adopted in the offseason period (defined as between December 1-March 15 or between June 1-August 15 each year).

ARTICLE X

Discipline of Members, Officers, and Directors

Section 1. Any Board member shall be removed from office after three (3) consecutive, or five (5) total unexcused absences from regular meetings of the Board. An absence is considered excused if the President is notified of the absence prior to the meeting, but this should not be abused so that the Board can conduct business on behalf of the club.

Section 2. The Board may reinstate a removed Board member that has subsequently been re-nominated for an open position, per Article VI.

Section 3. The Board may, by a two-thirds vote of all Board members, remove an Officer for gross neglect of assigned duties or misconduct. This action shall be taken only after counseling with the Officer affected, and after he/she has had the opportunity to be heard by the Board.

ARTICLE XI

Conflict of Interest Policy

Section 1. **General.** All directors, officers and staff owe a duty of loyalty to the club. The duty of loyalty requires that they exercise their powers in good faith and in the best interest of the club, rather than in their own interests or the interests of another entity or person.

Conflicts between the interests of the Club and the personal or financial interests of a Covered Person may arise from time to time. Some conflicts of interest are illegal or may subject the Club or its directors and officers to liability. Some conflicts of interest may be legal, but also unethical or may create an appearance of impropriety. Some conflicts of interest may be in the best interests of the Club so long as certain procedures are followed. This Conflict of Interest Policy is designed to assist the directors, officers and others in the club in identifying conflicts of interest and in handling them appropriately.

Neither the Club nor any Covered Person shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with this Conflict of Interest Policy.

Section 2. **Conflict of Interest.** A conflict of interest arises whenever the interests of the Club come into conflict with a competing financial or personal interest of a Covered Person or an affiliated party (as defined below), or otherwise whenever a Covered Person's personal or financial interest could be reasonably viewed as affecting their objectivity or independence in fulfilling their duties to the club.

While it is not possible to anticipate all possible conflict situations, conflicts of interest typically arise whenever a Covered Person, or any affiliated party has (directly or indirectly):

1. a compensation arrangement or other interest in a transaction with the club.
2. a compensation arrangement or other interest in or affiliation (subject to *de minimis* exceptions) with any entity or individual that:
 - (a) sells goods or services to, or purchases goods or services from, the club;
 - (b) competes with the club; or

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(c) the club has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;

3. used his or her position, or confidential information or the assets of the Club to his or her (or an affiliated party's) personal advantage or for an improper or illegal purpose;
4. solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);
5. acquired any property or other rights in which the Club has, or the Covered Person knows or has reason to believe at the time of acquisition that the Club is likely to have, an interest;
6. an opportunity related to the activities of the Club that is available to the Club or to the Covered Person, unless the Board has made an informed decision that the Club will not pursue that opportunity;
7. been indebted to the Club, other than for amounts due for ordinary travel and expense advances; or
8. any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.

Section 3. **Affiliated Party.** "Affiliated party" means a member of the Covered Person's family (including spouses (and their siblings), lineal ancestors and descendants, spouses of lineal descendants, siblings (and their spouses and children), and domestic partners), or any entity in which the Covered Person (or any affiliated party) is a director, officer, or has a beneficial interest of more than 5%.

Section 4. **Disclosure of an Actual, Potential or Apparent Conflict of Interest.**

1. Conflict identification and analysis can be difficult and, therefore, Covered Persons and other staff are at all times expected to err on the side of caution and bring to the attention of the Board all material facts of any matters that may involve conflicts of interest or be perceived by others to raise questions about potential conflicts even if the person does not believe that an actual conflict exists. **Disclosures should be made in advance, before any action is taken on the matter.**
2. In addition, each Covered Person who currently serves as a Director or Officer, (or as an employee, volunteer or independent contractor, or who is currently a substantial contributor) or any person who currently has the ability to exercise substantial influence over the club shall complete a Questionnaire Concerning Conflicts of Interest (attached)

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each year of their affiliation with the club, disclosing any actual, potential or apparent conflicts, and affirming that they have read, understand, and have and will continue to adhere to this Conflict Policy. They shall also submit a new Questionnaire disclosing any relevant change in circumstances. The Questionnaires shall be reviewed by the President and presented to the Board of Directors.

Section 5. Evaluation of an Actual, Potential, or Apparent Conflict of Interest. The President and the Board will evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested person shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decisionmakers relating to the matter. However, as a member of the Board or committee, an interested director may be counted in determining the establishment of the quorum at a meeting relating to the matter.

Section 6. Resolution of an Actual, Potential, or Apparent Conflict of Interest. The Club may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest only if at a duly held meeting of the Board, a majority of those Directors (if a quorum is present at such time) who have no interest in the transaction or arrangement, approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

1. entering into the transaction or arrangement is in the best interests of the Club, while considering the Club's mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the Club (even if there is no actual conflict or wrongdoing);
2. the transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to the Club;
3. after consideration of available alternatives, the Club could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;
4. the transaction or arrangement furthers the Club's mission and charitable purposes; and
5. the transaction or arrangement is not prohibited under state law, and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

Section 7. Records of Conflict Disclosures and Proceedings. The minutes of the Board or any committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the

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final decision and not of particular directors' positions. In addition, certain related party transactions are required to be disclosed in the notes to the Club's audited financial statements and its annual federal tax filing on Form 990.

Section 8. **Compliance.** If the Board, the Audit Committee, or the President has reasonable cause to believe that a Covered Person has failed to comply with this Conflict Policy, they may make such further investigation as may be warranted in the circumstances and if they determine that a Covered Person has in fact failed to comply with this Conflict Policy, they shall take appropriate action which may include removal from office or termination.

Section 9. **Amendment.** This Conflict of Interest Policy may be amended only by the Board.

ARTICLE XII

Dissolution

Upon the authorized dissolution of the club as specified by these By-Laws, all the club's funds, assets, property, and its books and records shall be transferred to a neighboring club, other non-profit organization, or similar organization.

Adopted by the Board of Directors, March 3, 2019, to which I certify

President

Attest: Secretary