

BYLAWS
OF THE
GRAPEVINE-SOUTHLAKE
SOC CER ASSOCIATION

Amended May 2019

CHAPTER 1

ARTICLES OF INCORPORATION

The Articles of Incorporation for the Grapevine-Southlake Soccer Association are filed with the State of Texas in accordance with the Texas Nonprofit Corporation Act (hereinafter referred to as the “Act”). Such Articles are incorporated herein by this reference. Further, such Articles may be modified by the Grapevine-Southlake Soccer Association in accordance with the Act from time to time without the need to amend these Bylaws.

CHAPTER 2

2.1

OFFICES

2.1.1 Registered Office and Place of Business

Grapevine-Southlake Soccer Association (hereinafter referred to as the "Association" or "GSSA") shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

2.2

MEMBERSHIP IN ASSOCIATION

2.2.1 Membership in Association

This Association shall be comprised of adults and youths who have become members of the Association by application, in such form as the Board of Directors shall deem acceptable, to and approval of the Board of Directors and who also adhere to the Constitution, Bylaws, and Rules and Regulations of the Association. Any player and their parents or guardians may become a member of the Association upon submission to and approval by the Board of Directors of the Association of a properly executed application and release form and payment of all fees. Any adult who agrees to abide by the Constitution, Bylaws, Rules and Regulations of the Association may become a coach upon registering as a coach in accordance with the requirements set forth by the Board of Directors and the receiving of the approval of the Board of Directors. Such individual may then participate in the Association as a coach subject to removal for cause by the Association.

Any member of the Association (or coach, team or official) may be expelled and have their membership canceled, forfeited or suspended unilaterally by, and at the sole discretion of, the Association's Board of Directors, or through its consideration of a recommendation of the Appeals and Disciplinary Committee.

2.3

GOVERNMENT OF ASSOCIATION

2.3.1 Government of Association

This Association shall be governed by its voting members, which shall consist of the Board of Directors of the Association and one delegate from each team

in the Association that is registered and in good standing as of the date of any vote cast. For each team, the delegate shall be the team's registered head coach or registered assistant coach. Each team shall be entitled to one vote, and no individual may serve as a delegate for more than one team. No proxies will be accepted for voting purposes. Only the members of the Board of Directors and each team's voting delegate may participate in debate on any item at the meeting. Any Board of Directors or delegate may introduce anyone to speak provided he has the permission of the chair.

2.3.2 Affiliation with NTSSA

This Association shall be directly affiliated with, and comply with the Authority of, the NTSSA (hereinafter referred to as the "NTSSA") and shall represent all its members and respective interests in and before the NTSSA and its respective divisions. GSSA automatically adopts changes to Chapters 3-13 NTSSA's Rules and Regulations after 45 days.

2.3.3 Superseding Authority of NTSSA Rules

The Grapevine-Southlake Soccer Association, Inc. recognizes the superseding authority of the rules of the NTSSA. GSSA hereby adopts in their entirety the NTSSA Rules and Regulations included in NTSSA's Administrative Rule Book included in the following chapters, except as specifically provided in Article 2.12 - Exceptions to NTSSA's Rules and Regulation:

<u>Chapter</u>	<u>Title</u>
3	NTSSA Rules and Regulations
4	Rules for Registration of Youth Players
5	Indoor Soccer
6	Futsal
7	Team Travel Procedures
8	NTSSA Policy on Tournament Rules and Rosters
9	TOP Soccer
10	Miscellaneous
11.	Code of Ethics/Conduct
12.	Rules For Indoor Play
13.	Suggested Playing Rules For Youth Coed Play

as they exist On May 31,2004. Further GSSA automatically adopts any amendment to any such rule as may be amended from time to time upon expiration of the forty-fifth (45th) day after the date of adoption of such amendment.

2.3.4 Territory of the Association

The territory under the jurisdiction of this Association is defined as being that

part of Texas which includes the cities of Grapevine and Southlake. A map reflecting the territory under the jurisdiction of this Association shall be on file with NTSSA.

2.3.5 Jurisdiction

This Association shall have jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players and teams affiliated with it. Each member shall retain its own autonomy, but will adhere to the Bylaws and Rules and Regulations and will comply with the authority of GSSA. If GSSA is presented sufficient evidence that a member is not adhering to its Bylaws and Rules and Regulations, the Association may form a committee to investigate the allegations and make recommendations to the Board of Directors to correct the infraction(s). GSSA has the right to employ and terminate its own personnel for the purpose of coaching and/or administration.

2.4 MEETINGS OF ASSOCIATION

2.4.1 Place of Meetings

All meetings of the Association shall be held at such times and at such place as determined by the President.

2.4.2 Annual Meeting

An Annual Meeting of the Association shall be held each year on a day during the month of April or May to be selected by the President, at which they shall select officers in accordance with 2.7.1 hereof, and transact such other business as may properly be brought before the meeting. The order of business for such meeting shall be:

Roll Call and Vote Accreditation
Approval of Minutes of Last Meeting
Communications
Unfinished Business
Reports of Chairman of Standing Committees
Reports of Officers
Amendments to Bylaws
Election of Officers
New Business
Good of the Game
Adjournment

2.4.3 Special Meetings

Special meetings of the Association for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the President or by petition of twenty percent

(20%) of the designated delegates from registered teams in good standings. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting.

2.4.4 Notice of Special Meetings

At the direction of the President, a notice stating the place, day, and hour, of a special meeting, and the purpose or purposes for which the meeting was called, shall be posted not less than ten nor more than fifty days before any special meeting by posting the notice (or a conspicuous link thereto) on the home page of the Association's web site. Such posting alone shall constitute sufficient notice, but the President should also direct that additional notice be provided by email and social media distribution designed to reach the voting members of the Association.

2.4.5 Quorum

Any twenty (20) voting members in good standing, at least fifteen (15) of which must be designated delegates, shall constitute a quorum at an annual or special meeting.

2.4.6 Majority Vote; Withdrawal of Quorum

When a quorum is present at any meeting, the vote of the majority present at such meeting shall decide any question brought before such meeting, except those involving amendments to the Bylaws, a different vote is required (Ref. 2.11.8). In which case, such express provision shall govern and control the decision of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.4.7 Action Without Meeting of Directors or Committee

An action otherwise required to be taken at a meeting of the Board of Directors or any Committee thereof may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

2.5

EXECUTIVE COMMITTEE AND EXECUTIVE OFFICERS

2.5.1

Board of Directors

The business and affairs of the corporation shall be managed by its Board of Directors, which shall consist of the Executive Officers of this Association, each of whom shall be entitled to one vote, in accordance with 2.3 hereof. The Board of Directors shall transact all business of the Association and shall have the power to enforce the Laws of the Games, Rules of the USSF (hereinafter referred to as the “USFS”) and its respective divisions; and the Bylaws and Rules and Regulations of this Association. It also shall hear appeals of decisions made by the standing committees of the Grapevine-Southlake Soccer Association.

The President may from time to time designate individuals other than those elected to the Board of Directors to serve as Ex-Officio members of the Board of Directors. Ex-Officio members shall have the right to attend all meetings and participate in all discussions of the Board of Directors but shall have no voting rights therein. The term of office for Ex-Officio members shall be at the discretion of the President.

2.5.2 Change in Number

The Board of Directors shall be as stated in 2.7.1 hereof. A decrease in number of Board of Directors shall require a change in 2.7.1 by the membership.

2.5.3 Meetings

The meetings of the Board of Directors shall be held at the discretion of the President at a time and place appointed by him or her.

2.5.4 Removal

Any member of the Board of Directors shall be required to resign following a vote of no confidence in their ability to remain in office. Any three (3) Directors may petition for such a vote. The petition must be submitted in writing to the Board of Directors. The vote of no confidence must be passed by a two-thirds (2/3) majority of the Board of Directors. If an officer receives this vote of no confidence, he is automatically suspended from the board until the next membership meeting.

2.5.5 Grievance Against a Member of the GSSA Board of Directors for Unethical Misconduct

A member in good standing of a NTSSA member association (hereinafter referred to as "Member Association") may, if he believes he has just cause, bring a grievance against a Board of Director Member of GSSA. The following procedure must be followed before NTSSA will recognize or act on any grievance brought against any member of the GSSA Board of Directors.

1. The individual bringing the grievance must submit in writing and with necessary documentation to support the grievance to the President of GSSA. The President will then verify in writing that the individual filing the grievance is a member in good standing.
2. The President of GSSA will review the grievance with the members of the Board of Directors, and if approved by a 2/3 majority vote by the

Board, the grievance may then be submitted to the NTSSA Executive Committee for consideration.

3. The grievance must be fully documented and accompanied by a check in the amount of \$100.00 made payable to NTSSA. The fee is to be used to cover the cost of the investigation, typing, office work, etc., and is not refundable.

2.5.6 Attendance at Meetings

Any Board of Director member not attending three (3) consecutive meetings, including regular meetings, of this Association or Board of Directors meetings, will have this office declared vacant unless such absences are excused by the Board of Directors. His office shall then be filled in accordance with 2.5.7 of this Article.

2.5.7 Vacancies

In the event any office of the Board of Directors becomes vacant, the President shall make an appointment to fill such vacancy until the next Annual or Semi-Annual meeting at which time a special election shall be held and an officer is elected to fill the vacancy.

2.5.8 Compensation

The Board of Directors shall serve without salary for their services. Any Board of Director member may be reimbursed for expenses previously approved by the budget and/or the Board of Directors.

2.5.9 Procedure and Quorum Requirements

The Board of Directors shall keep regular minutes of its proceedings. The Board of Directors will approve the minutes at the next scheduled meeting. The minutes shall be placed in the minute book of the Association. Eight (8) members of the Board of Directors constitute a quorum at any meeting of the Board, of which no fewer than five (5) must be in physical attendance, in order to transact any business of the Association.

2.5.10 Grievance Involving Board of Director Members

A member of the Board of Directors can be a member or official of a team, club, or Member Association. In the event of any grievance involving such organization, he may not act in its behalf nor be entitled to vote on the grievance.

2.5.11 Emergency Meetings

Subject to the provisions of applicable statutes and these Bylaws, the President and any three (3) voting members of the Board of Directors shall constitute an emergency Board of Directors on matters demanding immediate attention when it is impractical or impossible to call an Board of Directors meeting and shall report their actions to all Board of Directors members in writing.

2.5.12 Veto of Board of Directors' Action

The voting members of the Association may veto any Board of Directors action by a 2/3 vote of all the Association voting members and voting at the meeting following the action.

2.6 NOTICE

2.6.1 Manner of Giving Notice

Whenever, under the provisions of the statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any member of the Association, and no provisions are made as to how such notice shall be given, it shall now be construed to mean notice, shall be given by posting the notice (or a conspicuous link thereto) on the home page of the Association's web site. Such posting alone shall constitute sufficient notice, but the President should also direct that additional notice be provided by email and social media distribution designed to reach the voting members of the Association.

2.6.2 Waiver of Notice

Whenever any notice is required to be given to any member of the Association under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.7 OFFICERS, EMPLOYEES AND AGENTS: Powers and Duties

(Reference to the male gender within these bylaws and related rules, policies and procedures and the NTSSA Administrative Rule Book with respect to Officers, Employees,

Agents, Coaches, Administrators or Players is for simplification and refers to both males and females.)

2.7.1 Executive Officers

The Board of Directors shall be elected for a term of two (2) years (with the exception for Age Group Commissioners who are elected for one (1) year terms) and may succeed themselves in office. Any Board of Directors that desires to seek election to another office must first resign the Office he is holding, prior to the election. A candidate may only run for one Board position per election. Elections shall be held at the Annual Meeting with approximately one-half of the Board of Directors being elected each year in the following manner:

President	(Elected even years)
Vice President/Registrar (Recreational)	(Elected odd years)
Vice President/Registrar (Competitive)	(Elected even years)
General Counsel	(Elected Even Years)
Treasurer Competitive	(Elected odd years)
Coaches Commissioner	(Elected even years)
Referees Commissioner	(Elected odd years)
Equipment Manager	(Elected Odd Years)
Commissioner, Grapevine Facilities	(Elected odd years)
Commissioner, Southlake Facilities	(Elected even years)
Secretary	(Elected even years)
Immediate Past President	(Ratified even years)
Age Group Commissioner - Under 5	(Elected each year)
Age Group Commissioner - Under 6	(Elected each year)
Age Group Commissioner - Under 8	(Elected each year)
Age Group Commissioner - Under 10	(Elected each year)
Age Group Commissioner - Under 11 - 19	(Elected each year)
Age Group Commissioner – Adult	(Elected each year)

All officers shall be elected by the general membership. Executive Officers must be at least 18 years old. The Board shall have no more than two (2) Executive Officers at any time affiliated (board member, coach or staff) with any outside soccer club or team. President and vice-President cannot be affiliated (board member, coach, or staff) with any outside soccer club or team (excluding public or private school). Any person who desires to run for a Board position must declare their candidacy in writing to the GSSA nominating committee by the close of the April Board of Directors meeting.

2.7.2 Written Reports

With the exception of the President, all Board of Directors of this Association shall report the functions of their office in writing at each regular meeting of the Association.

2.7.3 **Regions, Sub-Regions, Districts**

This Association shall be divided into such regions, sub-regions and districts as agreed to by the Board of Directors and the Member Associations involved. Such districts shall be identical for the purposes of administering the affairs of any committee to the Board or this Association.

2.7.4 **President**

The President of the Association shall preside at all Association meetings. He shall appoint all Service Committees. He will serve as an *ex officio* member of any committee of the Association. He shall cast the deciding vote in the event of a tie at any meeting, or he may waive the right to do so. He may appoint delegates to any meetings of the Member Associations. He shall submit an annual report in writing at the Annual Meeting and said report shall become a part of the minutes of such meeting. He shall be responsible for insuring that all members with check signing authority be bonded. He shall be the liaison between the Board of Directors and Staff. He shall be responsible for seeing that an adequate staff is maintained and that the administrative policies and operations of the Association are carried out.

In order to be eligible to run as president, an individual must have previously served as a GSSA board member for a minimum of twelve (12) months.

2.7.5 **Vice President**

2.7.5.1 **First Vice President/Registrar (Recreational)**

The First Vice President/Registrar (Recreational) shall succeed to the office of President in the President's absence. The First Vice President/Registrar (Recreational) shall also act as Parliamentarian using "Robert's Rules of Order, Newly Revised" as a guide.

The First Vice President/Registrar (Recreational) shall, after approval of the Board of Directors, appoint such members as he deems necessary to carry out the functions of his office. He shall be responsible for seeing that an Association representative be available for assisting any group interested in affiliating with this Association. He shall have primary responsibility for the marketing, public relations, and publicity of the Association.

The First Vice President/Registrar (Recreational) shall be responsible for the registration and eligibility of all recreational players and teams within the jurisdiction of the Association.

The First Vice President/Registrar (Recreational) shall serve as the Association's Communications Director and shall be responsible for the Association's written, electronic, and social media communications with our GSSA families.

In order to be eligible to run as First Vice President/Registrar (Recreational), an individual must have previously served as a GSSA board member for a minimum of six (6) months.

2.7.5.2 Second Vice President/Registrar (Competitive)

The Second Vice President/Registrar (Competitive) shall succeed to the office of President in the absence of both the President and the First Vice President/Registrar (Recreational).

The Second Vice President/Registrar (Competitive) shall be the GSSA member to serve on the Competitive Leadership Committee for collaboration. Committee members will represent GSSA in joint collaborative decision-making. They will be kept fully informed regarding the operation of the competitive programs, and will facilitate the commitment of GSSA's resources as needed to support program operations for the organization.

In order to be eligible to run as Second Vice President/Registrar (Competitive), an individual must have previously served as a GSSA board member for a minimum of six (6) months.

2.7.6 Legal Counsel

The Legal Counsel will be a voting member of the Board. This person must be a licensed attorney. The Legal Counsel will advise the GSSA Board on any matters where needed.

2.7.7 Treasurer

He shall serve as the financial officer of the Association and shall be responsible for coordinating budget appropriations, financial reconciliation and reporting in writing, prior to each scheduled membership meeting.

He shall provide a Budget, Profit and Loss, Income Statement, Balance Sheet and/or any reports to help the Association in decision making. All checks are required to have two (2) authorized signatures. The person or persons receiving the check may not be either of the authorized signatures on the check.

2.7.8 Coaches Commissioner

The Coaches Commissioner shall have oversight responsibility for the coaches of GSSA and shall report the activities of this group at each regular monthly meeting of this Association.

In order to be eligible to run as Coaches commissioner, an individual must have previously served as a GSSA board member for a minimum of six (6) months.

2.7.9 Referee Commissioner

The Referee Commissioner shall be a registered USSF referee, shall have oversight responsibility for the referees of GSSA and shall report the activities of this group at each regular monthly meeting of this Association.

2.7.10 Equipment Manager

The Equipment Manager will be responsible for procurement, maintenance and distribution of equipment for association players and coaches at the direction of the President or Vice President in accordance with the needs and approved equipment by the officers of the Association.

2.7.11 Commissioner, Grapevine Facilities

The Commissioner, Grapevine Facilities shall keep a record of the size of the Association's Grapevine fields, and provide reproducible maps to all such fields. He will also inventory, maintain and requisition all field equipment as well as issue equipment, assign practice fields, and have oversight responsibility for the Grapevine fields, including coordination of the care of the fields in the Association's assigned Grapevine properties.

2.7.12 Commissioner, Southlake Facilities

The Commissioner, Southlake Facilities shall keep a record of the size of the Association's Southlake fields, and provide reproducible maps to all such fields. He will also inventory, maintain and requisition all field equipment as well as issue equipment, assign practice fields, and have oversight responsibility for the Southlake fields, including coordination of the care of the fields in the Association's assigned Southlake properties.

2.7.13 Secretary

The secretary shall attend meetings of the Board of Directors and of the membership and record all business transactions at such meetings in a minute book to be kept for that purpose and shall perform like duties for the standing

committees when required. The secretary shall give, or cause to be given, notice of all meeting of the membership and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

2.7.14 Age Group Commissioners

Age Group Commissioners' duties shall consist of assisting the Vice-President/Registrar in the registration and formation of teams, and assist the Coaches Commissioner in recruitment and development of coaches. The Age Group Commissioners are responsible for communication with the team coaches of the appropriate age bracket. The Age Group Commissioners may also assist the scheduler in his duties.

2.7.15 Immediate Past President

He shall be an *ex officio* (non-voting) member of the Executive Committee and shall serve as an advisor to the President.

2.7.16 Employees/Staff

The Board of Directors shall be authorized to employ such employees, as it deems necessary to carry out the functions of the Association. Employees shall not have a vote in any business of the Association. The term of employment for all employees shall be at the will of the Board of Directors.

2.8

STANDING COMMITTEES

2.8.1 Standing Committees

The Standing Committees set forth below shall be appointed or elected, as the case may be, at the first General Meeting following the Annual Meeting in May of each year. Vacancies on such committees shall be filled by appointment or election, as the case may be, within thirty (30) days of occurrence of such vacancy. In case of an emergency, the President shall have the power to fill vacancies on any committee by appointment until such vacancy can be filled in accordance with normal procedures. Any committee empowered to hold disciplinary hearings may investigate and enforce any code(s) of conduct or ethics that may be adopted for the Association by the Board, from time to time. Members of Standing Committees must be in good standing with all local, state, and national soccer associations. Persons under suspension or probation are ineligible for committee positions.

2.8.1.1 Appeals and Disciplinary Committee ("A&D Committee")

It shall be comprised of no less than three disinterested Board members appointed as needed by the President, or in his stead, the Vice-President/

Registrar, and shall be chaired by the concerned director (i.e., Coaches Commissioner for coach issues, Referee Commissioner for referee issues, or Vice-President for player and member issues). Three members of this A&D Committee shall constitute a quorum. Should it be impossible for a quorum to be had in order for the A&D Committee to make a ruling within a reasonable period of time, then the chairman or any other member, if the chairman is unavailable, shall appoint any other impartial Board of Director to serve temporarily on the A&D Committee. In such event, the President shall approve the interim appointments. The chairman shall notify GSSA immediately, in writing, of the rulings of the A&D Committee. All reports will be heard in a timely manner by the committee and in no event shall this time period exceed fourteen (14) days.

The Referee Commissioner shall appoint a representative who will serve as an advisor to the A&D Committee.

2.8.1.2 Bylaws, Rules and Regulation Committee

It shall be comprised of the Vice-President, as Chairman and four (4) members. It shall be responsible for annually reviewing the Association's Bylaws, Rules and Regulations contained in the GSSA Administrative Rule Book and proposing changes, as required, to such Bylaws and Rules at the meeting immediately preceding the Annual Meeting of this Association. The Committee will also be responsible for approving the Constitution, Bylaws, and Playing Rules of Member Associations.

Any proposed changes to Bylaws and Rules will be voted on by the members at the Annual Meeting each year. All proposed rules shall be presented to the delegates for two-thirds (2/3) approval of the delegates present. This committee shall maintain a list of rules and regulations enacted by the GSSA and its respective divisions and shall provide all Member Associations with a copy of such rules and regulations and an interpretation of the applications of such rules and regulations in state competitions, regional competitions, national competitions, and international competitions, on request. This Committee shall be available to meet with any Member Association and act in an advisory capacity in setting up such Member Association rules of competition, on request.

2.8.1.3 Risk Management Committee

It shall be comprised of the President as Chairman and members appointed by the Chairman and approved by the Board of Directors. The President may

appoint an alternate Chairman to this Committee for the purpose of holding meetings.

This Committee shall collect and forward any required application or consent for background checks to NTSSA for review.

2.8.1.4 Budget Committee

The Budget Committee shall be comprised of five Members of the Board, two of whom act as check signers. The committee chair will be appointed by the President. This committee will review budgetary needs and documents from Strait Financial on a quarterly basis.

The Budget Committee will prepare a yearly budget to be presented to the Board for approval in July for Fiscal year (2.11.5). The Budget Committee will review budget quarterly (July, October, January, April) and submit any changes for approval. The reporting will be itemized by category and listed in the following manner: Activity for month, Accumulative to date, Approved Budget (plus or minus).

2.9

SERVICE COMMITTEES

2.9.1 Nominating Committee

This committee shall present a slate of officers twenty-one (21) days prior to the Annual Meeting. It shall be appointed by the President. Each Member Association will provide at least one candidate for office if so requested by the Nominating Committee.

2.10

RULES, REGULATIONS, PROCEDURE FOR APPEAL

2.10.1 Procedure for Filing Appeals

Procedure for filing appeals with the A&D Committee shall be as follows:

1. All appeals to the A&D Committee must be submitted in writing and received within five (5) days of the appealed decision. All appeals shall be accompanied by an appeal fee of \$100.00 (cash or cashier's check only).

If the appeal is upheld by the A&D Committee, the fee will be returned. If it is denied, the fee will be forfeited to the treasury of this Association. In the case of appeals regarding individual suspensions, the A&D Committee may waive or modify the appeal fee.

2. The A&D Committee may, at its discretion, when requested in writing to do so, waive the time limit for filing appeals but in no case shall an extension of more than ten (10) days be granted.
3. All appeals to the A&D Committee must be made in writing to the Chairman of the A&D Committee who will then notify the involved Member Association or Associate Member and all the members of the A&D Committee. In cases of controversy as to timely receipt of appeals, the postmark date (postage meter not acceptable) will govern.
4. Upon receipt of appeal, properly submitted, the Chairman of the A&D Committee shall set a time and place for the hearing and will advise all appropriate parties. Such hearing settings are solely the responsibility of the Committee, but all such hearings must be scheduled within ten (10) days of receipt of the appeal and the appealing party is bound to present all information and evidence relative to the appeal at the hearing.
5. Decisions of the A&D Committee may be appealed to the Board of Directors of this Association. Procedures for filing appeals with the Board of Directors shall be exactly as for filing with the A& D

Committee except that all material shall be submitted to the President, which shall notify all concerned parties of the receipt of the appeals and the time and place for the hearing as set by the President.

6. Any appeal concerning the action of the particular commissioner shall be made directly to the President of the GSSA and such complaint shall be acted upon within fifteen (15) days by said Board of Directors.
7. Decisions of the Board of Directors may be appealed to the NTSSA under its “Procedures for Filing Appeals”.
8. All decisions at all levels of the appeal process shall stand and be of full force and effect until changed by a higher authority.
9. In no event shall any person or persons or organizations under the jurisdiction of GSSA invoke the aid of the Courts in the United States, without first exhausting all available remedies and appeals within the appropriate soccer organizations including a final appeal to the Annual General Meeting of the USSF National Council. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines, and shall be liable to GSSA for all expenses incurred by the GSSA and its officers and employees and its members in defending each court action, including but not limited to court costs, attorney's fees, reasonable compensation for time spent by GSSA officers, employees and members in responding to and defending against allegations in the action, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the Court action.

2.10.2 Rules of Play

Except as otherwise specified herein, Rules of Play of the USSF and its respective divisions, amateur and youth, will apply in all competitions under the jurisdiction of the GSSA and its affiliated members. However, the Board of Directors shall have the right to approve special “Rules of the Competition” agreed upon by two or more Member Associations conducting a special competition.

2.11 MISCELLANEOUS

2.11.1 Conduct of Association as Nonprofit Corporation

This Association shall conduct its business in a manner conforming to the purposes as set forth in 1.4 of its Articles of Incorporation, being careful to comply with all rules and regulations as set forth under Section 501(c)(3) of

the Internal Revenue Code so as to maintain its status as a nonprofit corporation.

2.11.2 Dissolution of Corporation

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated for scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Rule or Regulation), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association 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.

2.11.3 Distribution of Net Earnings

No part of the net earnings of the Association shall inure to the benefit of any private individual, member or officer of the Association (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no private individual, member or officer of the Association shall be entitled to a share in the distribution of any of the corporate assets on dissolution of the Association.

2.11.4 Association will not Attempt to Influence Legislation

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.11.5 Fiscal Year

The fiscal year of the Association shall be from September 1 to August 31.

2.11.6 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of all meetings at its registered office.

2.11.7 Resignation

Any director, committee member, officer or agent may resign by giving written notice to the President. The resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.11.8 Amendments to Bylaws

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Association at which a quorum is present by a two-thirds (2/3) vote of the total present membership; provided, however, that all members have been given twenty-one (21) days written notice, including a written copy of the proposed changes.

Notwithstanding the foregoing, in the event that NTSSA adopts a change to its Rules and Regulations included in NTSSA's Administrative Rule Book – Chapters 3 through 13, inclusive, after May 31, 2004, and in the event that the Board of Directors determines that such change should not be adopted by GSSA, then the Board of Directors is empowered to alter, amend or repeal any portion of these Bylaws or to adopt new Bylaws on an interim basis in order to nullify such NTSSA change. Such interim change shall only be effective until the first Annual General Meeting that occurs after such interim change at which time such change must be ratified by the Association. If such interim change is not adopted by the Association at the Annual General Meeting, such interim change shall expire at the end of such meeting.

2.11.9 Who May Propose Bylaw Changes and Amendments

Any proposal to amend the Bylaws or add new Bylaws may be made only by GSSA Board of Directors or properly constituted committees of GSSA. Changes submitted by a member of a properly constituted committee must pertain to the duties and scope of that committee. Any proposed changes must be submitted to the Vice-President in writing twenty-one (21) days prior to the next meeting of this Association for review and distribution to the membership within the allotted time required in rule 2.11.8.

2.11.10 Lawsuits Against the Association

Any person who threatens to file or does file a lawsuit or invokes the aid of the courts on their own behalf or as the representative for another person against GSSA, or its officers, employees, or members or representatives of any of its officers, employees, or members, shall be subject to the sanction of immediate suspension from membership and from all soccer activities within the jurisdiction of GSSA and its affiliates. GSSA adopts the policy that it is

allowed to take full advantage of rights permitted to it by the laws of the State of Texas for "Not-for-Profit" organizations.

11. Policies and Procedures of GSSA; Enforcement

The Board of Directors may adopt policies and procedures that are reasonable, necessary, or usual and customary to soccer associations in order to govern its operations. Such policies and procedures shall not be inconsistent with these Bylaws. The Board shall adopt or ratify all procedures or policies (other than those procedures that are truly administrative in nature) by a majority vote. The Board shall also be empowered to take any reasonable means to enforce such policies and procedures. The policies and procedures of GSSA shall made available for review by any member of the Association.

2.12 EXCEPTIONS TO NTSSA RULES AND REGULATIONS

1. With respect to **Article III** this Association may adopt its own modified rules for Under 6 Play, Under 8 Play and Under 10 Play related to the following:

1. Number of players
2. Throw-in
3. Goal Kick
4. Corner Kick
5. Goalkeeper

Such modifications shall be adopted with the approval of the Association of the Board of Directors and made part of the Association Team Formation Guidelines without need to amend or further modify these Bylaws. As a result, the Association is not required to follow any rule under **Article III of the NTSSA RULES AND REGULATIONS** which would conflict with the modified rule that the Association has created and adopted related to the number of players, throw-ins, goal kicks, corner kicks or goalkeepers.