BYLAWS OF
GRAPEVINE-SOUTHLAKE SOCCER ASSOCIATION, INC.
(A Texas Nonprofit Corporation)
Proposed: May 15, 2025

ARTICLE 1
DEFINITIONS

Section 1.1. Common Terms.

- **Board**: The Board of Directors of the Association.
- **Director**: A member of the Board.
- **Officer**: An individual elected to the roles of President, Vice President, Secretary, or Treasurer.
- **Voting Member**: As defined in Article 3, a team delegate or Board member eligible to vote.
- **Quorum**: The minimum number of Voting Members or Directors required to conduct business as defined in Articles 4 and 5.

ARTICLE 2
NAME, OFFICE, ARTICLES OF INCORPORATION, AND MANAGEMENT OF ASSOCIATION

Section 2.1. Name.
The name of the Association is Grapevine-Southlake Soccer Association, Inc. (the "Association" or "GSSA").

Section 2.2. Office.
The Principal Office of the Association shall be within Tarrant County, Texas, as determined by the Board of Directors of the Association.

Section 2.3. Articles of Incorporation.
The Articles of Incorporation for the Association are filed with the State of Texas in accordance with the then-Texas Nonprofit Corporation Act (now Texas Business Organizations Code). Such Articles are incorporated herein by this reference.

Section 2.4. Management.
Pursuant to such Articles, the Association shall be governed and managed by the Board of Directors.

ARTICLE 3
AFFILIATION WITH NTSSA AND AUTHORITY TO ADOPT POLICIES

Section 3.1. NTSSA Affiliation.
The Association shall be affiliated with and comply with the authority of the North Texas State Soccer Association ("NTSSA") as it may properly require of its affiliated associations. To the extent the Association is permitted to, the Association adopts the NTSSA Rules and Regulations included in NTSSA's Bylaws and Rules, including future amendments. The Association will, at all times, recognize the authority, rules, rulings, constitution and bylaws of NTSSA, which comply with the authority of the USSF, and its National Associations of which NTSSA is a member.

Section 3.2. Geographic Territory.
The Association's territory shall consist of the cities of Grapevine and Southlake, Texas, unless altered by the Association and NTSSA.
Section 3.3. GSSA Policies and Rules.
Where NTSSA is silent or specifically permits member association rulemaking, the Association may adopt local rules of the game and policies specific to the needs of GSSA. Any such policy shall remain in force for a period of two (2) years unless ratified by a majority vote of the Board of Directors. Policies not ratified at or before the two-year mark shall automatically expire.

ARTICLE 4
MEMBERSHIP

Section 4.1. Classes of Membership.
Membership in the Association consists of:

- **Players and Parents/Guardians:** Any player and their parent(s) or guardian(s) may become a member of the Association upon registration and payment of all required fees.
- **Coaches:** Any adult who agrees to abide by Bylaws, Rules, Regulations, and Policies of the Association may become a member upon registration and completion of all requirements (including background checks and other certifications).

Section 4.2. Voting Rights.
The Board of Directors and one delegate (head coach or assistant coach) from each registered team in good standing shall be considered Voting Members, entitled to one vote per team at the annual general meeting or on matters pertaining to bylaws. Only a head coach of two or more teams may serve as a delegate for more than one team. No proxy voting is permitted.
Only officers and directors shall vote on matters put to the Board at regular Board meetings and special meetings. Each member of the Board of Directors shall be entitled to one vote on matters put to the Board for a vote regardless of how many positions they hold on the Board.

ARTICLE 5
ANNUAL GENERAL MEETING OF MEMBERS

Section 5.1. Annual General Meeting.
An annual general meeting of Members shall be held each year during April or May, as set by the President. The order of business includes director elections, reports, bylaws, and other properly raised matters.
Section 5.2. Special Meeting.
Special meetings may be called by the President, the Board of Directors, or by petition of 20% of Voting Members.
Section 5.3. Notice Requirements.
Notice for the annual general meeting must be sent to Voting Members no fewer than ten (10) days

and no more than sixty (60) days prior to a meeting, specifying the time, place, and purpose (for special meetings).

Section 5.4. Meeting Format.

The Association prefers in-person meetings. However, remote meetings may be held using videoconferencing or electronic platforms, provided they allow full participation and identity verification.

Section 5.5. Quorum and Voting Procedures.

A quorum consists of ten (10) Voting Members. Majority vote of those present decides all matters unless otherwise required.

ARTICLE 6
BOARD OF DIRECTORS

Section 6.1. General Authority and Composition.

The affairs of the Association are governed by the Board. Each director has one vote. Directors are considered to be Voting Members of the Association but are not otherwise required to be a member of the Association.

The Board should consist the following voting positions to support the operational needs of the Association to be filled by holding elections at the annual general meeting:

Executive Officers

- President
- Immediate Past President (ratified, not elected)
- Vice President of Recreation
- Secretary
- Treasurer

Directors

- Age Group Commissioner for each of the following youth divisions:
    - U4–U5
    - U6
    - U7–U8
    - U9+.
- Commissioner for Adult League
- Southlake Partnership Commissioner
- Grapevine Partnership Commissioner
- Uniform Commissioner
- A&D Commissioner
- Tournament Commissioner
- Education and Development Program Commissioner
- Communication Commissioner

Any other director positions should include a title that reflects the responsibilities of the position and by a majority vote of the Board. A person may hold more than one director position simultaneously, and an officer may also serve in one or more than one director position in addition to their position as an officer.

Section 6.2. Number and Terms.

The Board shall consist of not less than four nor more than fourteen directors. The number may be changed by the Board.

Section 6.3. Election Process.

Elections are held at the annual general meeting. Any Voting Member may nominate a candidate with a second from another Voting Member. Candidates with the most votes are elected. Should the election process at the annual general meeting not fill all the positions described in Article 6.1, the President may appoint individuals to fill the named positions in Article 6.1 until the next annual general meeting.

Section 6.4. Removal and Vacancies.

Any officer or director position shall be deemed vacant if the officer or director misses three consecutive meetings without being excused by the President. Directors may be removed by vote of the Membership or the Board.

Director vacancies may be filled by appointment of the President to serve until the next annual general meeting.

Directors may be removed by vote of the Membership or the Board. Vacancies are filled by the Board.

Section 6.5. Board Meetings and Quorum.

Meetings require email notice. At least four regular meetings must be held annually, but the board should strive to meet on a monthly basis. A majority of the Board constitutes a quorum.

Section 6.6. Compensation and Reimbursement.

Directors serve without compensation but may be reimbursed for Board-approved expenses.

Section 6.7. Powers and Responsibilities.

The Board may manage funds, authorize borrowing, enter contracts, administer Association affairs, and apply the bylaws, rules, and policies of the Association. If one person holds multiple positions within the Board, that person is only entitled to one vote on matters put before the Board for a vote.

ARTICLE 7
EXECUTIVE OFFICERS

Section 7.1. Titles and Separation of Roles.

The executive officers of the Association shall include a President, a Vice President, a Secretary, and a Treasurer. Each office must be held by a different person. No individual may hold more than one officer position at the same time.

Past President is an emeritus and voting position subject to ratification at the annual general meeting. Past President may also hold the position of Secretary or Treasurer.

Section 7.2. Election and Term.
Officers are elected annually at the annual general meeting and serve until their successors are elected or until earlier removal or resignation.
Section 7.3. Qualifications.
The President must have served at least 24 months on the Board unless no such candidate is available. The Vice President, Secretary, and Treasurer must have served at least 12 months on the Board unless no such candidate is available.
Section 7.4. Removal and Vacancies. Officer vacancies may be filled by appointment of the President and majority vote of the Board until the next annual general meeting.
Section 7.5. Duties and Powers.
Officers shall carry out duties customary to their office and apply generally acceptable Rules of Order to Board meetings.

ARTICLE 8
COMMITTEES

Section 8.1. Board Committees.
The Board may create committees composed of at least three members, a majority of whom must be Board members. Committees may exercise Board-delegated authority and shall be identified in Board minutes.
Section 8.2. Limitations on Authority.
Committees may not amend bylaws, remove directors, authorize major transactions, or take other non-delegable actions.
Section 8.3. Advisory Committees.
The President may form advisory committees without Board authority.
Section 8.4. Term and Removal.
Committee terms and membership may be set by the Board. Members may be removed at the discretion of the appointing authority.

ARTICLE 9
INDEMNIFICATION

Section 9.1. Scope of Coverage.
The Association shall indemnify its Directors, Officers, and Committee Members to the fullest extent permitted by law against any legal or administrative claims arising from their service.
Section 9.2. Non-Exclusivity.
Indemnification under these Bylaws is not exclusive of other rights.

Section 9.3. Insurance and Arrangements.
The Association may maintain insurance or other financial arrangements for indemnification purposes.

ARTICLE 10
MEMBER DISCIPLINE

Section 10.1. NTSSA Procedures.
The Association shall follow the Appeals and Disciplinary Procedures promulgated by the North Texas State Soccer Association, Inc. (NTSSA) for all member discipline matters. No local deviation shall be permitted unless NTSSA expressly allows.

ARTICLE 11
FINANCIAL MANAGEMENT

Section 11.1. Fiscal Year.
The fiscal year of the Association shall be fixed by the Board of Directors.
Section 11.2. Accounting Standards.
The Association shall maintain accurate books in accordance with generally accepted accounting principles.
Section 11.3. Budget and Oversight.
A budget shall be prepared annually and reviewed quarterly. The Board may authorize contracts and financial obligations as needed.

ARTICLE 12
CONFLICT OF INTEREST POLICY

Section 12.1. Duty to Disclose. Any director, officer, or committee member who has a direct or indirect financial interest in a proposed transaction or arrangement must disclose the existence and nature of that interest to the Board prior to consideration.
Section 12.2. Recusal. An interested person must recuse themselves from any discussion or vote on matters in which they have a conflict of interest.
Section 12.3. Documentation. The minutes of meetings involving potential conflicts of interest must reflect the disclosure and recusal process.

ARTICLE 13
RECORDS AND INSPECTION RIGHTS

Section 13.1. Recordkeeping. The Association shall maintain accurate books, minutes, financial statements, and governing documents.
Section 13.2. Inspection by Members. Upon written request, a Voting Member may inspect the Association's records at a reasonable time and place as determined by the Board, provided the request is made in good faith and for a proper purpose.

ARTICLE 14
NON-DISCRIMINATION POLICY

Section 14.1. Equal Access. The Association shall not discriminate on the basis of race, color, religion, national origin, sex, age, disability, sexual orientation, or any other protected status in any of its programs, activities, or operations.

ARTICLE 15
AMENDMENTS TO BYLAWS

Section .1. Amendment and Ratification Process.
These Bylaws may be amended or ratified by a two-thirds vote of Voting Members present at any meeting with quorum, following 21 days' advance notice to the Voting Members. Notice is sufficient once the Bylaws are published to the Association website. The Association should try to submit the Bylaws for ratification or amendment at the annual general meeting. However, if the bylaws are submitted for amendment or ratification at regular board meeting, any Voting Member as defined in Section 4.2 who is present may vote.