

# MAYA F.C. Constitution And By-Laws

*Revised 10/13/2013*

## MAYA F.C.

### Bylaws

#### Article 1 The Name

The name of this organization shall be the Maya F.C. (hereinafter referred to as THE CLUB).

#### Article 2 The Purpose

THE CLUB shall develop, promote and administer a youth soccer club for players residing primarily in Harris County. The Club is committed to promoting soccer in the Houston area by developing both the person and the athlete. The Club's recreational program does not turn away any player. The competitive side offers players the opportunity to develop their skills, physicality, and field sense while promoting good sportsmanship.

Maya F.C. is a nonprofit organization.

#### Article 3 The Seasonal Playing Year and Fiscal Year

The seasonal year of THE CLUB shall begin on the first day of August in each year and end on the last day of July in the following year. The Board of Directors shall determine the fiscal year.

#### Article 4 Membership

THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

##### 4.1 Types of Members and Memberships

Membership in THE CLUB is comprised of:

All registered players, parents and family members residing within the household;

all persons who participate directly in the work of THE CLUB;

other individuals who desire to promote soccer and advance knowledge of young players may apply to the board of directors for membership status.

4.1-1 Adherence to Standards Each Member of THE CLUB will adhere to the By-laws, policies and procedures of THE CLUB.

##### 4.2 Voting Rights.

Members who are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting and any special meeting of the membership of THE CLUB. A family unit of one player shall be

allowed one vote; two players shall have two votes, and so on for each ballot issue and nominated position. Votes may be submitted in person or on an official ballot form prior to the meeting if available.

#### 4.3 Membership Meeting.

##### 4.3-1 Annual General Meeting of Members.

THE CLUB shall have an annual general meeting of its members in the last quarter of the calendar year. The Board of Directors shall determine the date, time and location of that meeting. Written notification by: mail, e-mail, newsletter and/or posting at the playing fields of the Club to all Members shall be made at least ten (10) days prior to the Annual General Meeting.

Business at the Annual General Meeting will include the election of representatives to the Board of Directors and any other business. Board Members will take office on July 1.

##### 4.3-2 Special Membership Meetings.

The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by: mail, email, newsletter, or posting at the playing fields of the Club must be attempted in good faith to all Members at least ten (10) days in advance of the special meeting.

##### 4.3-3 Quorum for Membership meeting

A quorum shall consist of the smaller, 10 members or ten percent (10%) of the total number of Members, either in attendance or having submitted their votes on the official ballot form in a manner that ballot forms are in possession of the current Board at the time of the meeting.

##### 4.3-4 Vote Requirements

Action of the membership on general issues and nominations shall be by a simple majority of ballots cast, unless otherwise provided by the by-laws.

## Article 5 Board of Directors

### 5.1 General Authority

The business, property and affairs of the CLUB shall be managed and controlled by a Board of Directors. All authority of THE CLUB shall be vested in a Board of Directors unless specified otherwise in these by-laws.

The Board of directors is responsible for developing, reviewing, amending, and enforcing the by-laws, policies and activities of THE CLUB, including but not limited to decisions affecting finance, membership status and appeals procedures.

The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

The Board of Directors has the power to borrow money, raise funds and determine spending for THE CLUB and its members.

## 5.2 Board Composition.

5.2-1 There shall be *five* (5) elected Directors of THE CLUB, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board of Directors shall never be reduced to less than *three* (3) nor increased to more than *twelve* (12) Directors, except as otherwise provided in these By-Laws. All members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

## 5.3 Restrictions on Service on Board of Directors.

A. Members of the Board of Directors must be members of the Soccer Club and be at least 18 years of age.

B. No person convicted of a felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime: or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

C. Any person missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months shall be deemed to have immediately resigned as a member of the Board. Absences may be excused by the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these By-laws.

D. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with the company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the Board member has provided full disclosure and received authorization, approved or ratified by a majority of non-interested members of the Board.

## 5.4 Meetings.

### 5.4-1 Regular Board Meetings.

The Board shall hold regular board meetings. The President shall determine the time and location of these meetings, and give reasonable notice of the meetings. Reasonable notice but not be limited to the agenda, date, time and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the general membership may observe the meeting.

### 5.4-2 Special Board Meetings

Meetings for a special purpose may be called by the President or upon written application by on quarter of the Directors. A minimum twenty four-hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

### 5.4-3 Written Consents In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of

the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

#### 5.4-4 Teleconferencing and other electronic meetings

A Board Member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

#### 5.5 Quorum and Voting Requirements.

##### 5.5-1 Quorum

A quorum is a simple majority of the Board. A quorum must be present at all times during Board meetings in order to conduct business.

##### 5.5-2 Votes.

A member of the Board shall have one (1) vote.

##### 5.5-3 Vote Required.

A majority vote of the Board in attendance at a meeting shall be required for any action of the Board, unless otherwise specified in these By-laws.

#### 5.6 Officers

The Officers of THE CLUB shall consist of the President, Vice President, Secretary, and Treasurer, Referee Assigner. Officers shall be elected by vote of the Board of Directors following the annual General Meeting. The newly elected officers will take office July 1 and they will serve a 2 year term. To assure continuity of leadership, the officer elections should be staggered as follows whenever possible; President and Secretary elected in even numbered years, Vice Presidents and Treasurer elected in odd numbered years.

##### 5.6-1 President

The President shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of THE CLUB, the Board of Directors, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To appoint special or ad hoc committees, subject to Board approval.
- D. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- E. The President (or his delegate) will attend STYSA, HYSAs district/state meetings.
- F. Other duties as specified by THE CLUB policies.

#### 5.6-2 Recreational and Competitive Divisions Vice President.

The Vice Presidents shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President or during a temporary absence; or during the inability of the President to perform the functions of that office.
- B. To sign money disbursements made in the name of THE CLUB.
- C. Other duties as specified by THE CLUB policies.

#### 5.6-3 Secretary

The Secretary of THE CLUB shall have the following duties and responsibilities:

- A. To oversee communication between THE CLUB and its Members to insure that all are kept informed of the activities of THE CLUB.
- B. To maintain the official records of THE CLUB.
- C. To maintain the By-Laws.
- D. Will deliver (e-mail, mail, by hand).
- E. For informing members of meetings, handling correspondence of THE CLUB, and carrying out such other duties as shall be delegated.
- F. To sign money disbursements made in the name of THE CLUB.
- G. Other duties as specified by THE CLUB'S policies.

#### 5.6-4 Treasurer

The Treasurer of THE CLUB shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of THE CLUB.
- B. To oversee the financial (including budget process) policies and procedures for THE CLUB.
- C. To oversee the financial records, payment of bills and the investments of assets.
- D. To prepare the annual budget.
- E. To sign money disbursements made in the name of THE CLUB.
- F. To present a statement of account at every regular meeting of THE CLUB of the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- G. To serve as Chair of the Finance Committee.
- H. Other duties as specified by THE CLUB'S policies.

5.6-5 Other additional duties and responsibilities may be filled by members of the Board or by designee(s) of the Board of Directors if desired.

#### 5.7 Executive Committee.

The officers serve as the members of the Executive Committee. The Board of Directors may authorize the Executive committee to act on its behalf from time to time. In such cases, the executive committee will only retain such power and authority as specifically directed by the Board of directors.

#### 5.8 Registrar, and other Staff.

5.8-1 The Registrar is non-voting ex-official members of the board. The Registrar is expected to attend all board meetings exclusive of any meeting or portion of a meeting where they are the topic, unless the board invites them to said meeting.

5.8-2 The Registrar and other staff shall be hired, supervised and review annually by the Executive Committee. The duties and job descriptions of the Registrar, and other staff shall be specified in THE CLUB'S policies.

#### 5.9 Terms of Office.

5.9-1 Directors of THE CLUB shall take office on July1 after they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy.

5.9-2 Directors shall serve two-year staggered terms of office. Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms. Directors may not serve more than three (3) consecutive full terms.

#### 5.10 Vacancies

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. A vacancy in the Office of the President shall be filled by appointment by the Board. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacation Director.

#### 5.11 Nominations and Elections.

5.11-1 Each year, at the Annual General Meeting, all Directors positions needing to be filled will be elected in accordance with these By-laws. The Board shall present a list of proposed candidates for each position to the members at least 10 days prior to the Annual General Meeting of the Membership. The Board shall prepare a ballot of Directors for consideration by the members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled.

5.11-2 Any Member in good standing may make additional nominations for each position from the floor.

#### 5.12 Committees.

THE CLUB shall have the following standing committees, and by establish additional special committees as desired. The Board President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall serve as the chair of the Finance Committee. The Chair of the committee may select the other members of the committee. The Chair of the committee severs at the pleasure of the President of THE CLUB.

#### A. Finance Committee.

The Treasurer is chair of the Finance Committee which includes at least two (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve and major change in the budget.

Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public if requested. The Finance Committee will also recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor's recommendations.

#### B. Nominating Committee

The Nominating Committee will consist of at least two (2) Board members and is responsible for the preparation of priorities for Board composition. The committee will meet with prospective Board members, recommend candidates to the Board, recommend a slate for the Annual General Membership meeting to the Board, conduct orientation for new Board members, and suggest non-Board members for special committees formed by the Board.

### **Article 6 Indemnification**

To the extent not inconsistent with the laws of the State of Texas, every person (and the heirs estate, executors, administrators and personal representatives of such person who is or was a Director, officer of paid staff of the Corporation shall be indemnified by the Corporation as provided in the act.

### **Article 7 Parliamentary Authority**

“Roberts Rules of Order” may govern THE CLUB in all cases where they are not inconsistent with these By-laws or any special rules of the order THE CLUB may adopt, as well as State law.

### **Article 8 Amendments to By-laws**

8.1 Any proposed amendments of THE CLUB'S By-laws shall be submitted in writing to the Board at least thirty (30) days prior to the membership meeting at which the proposed amendments will be submitted for a vote.

8.2 Notice of any proposed Bylaw amendment must then be given to Members at least thirty (10) days prior to any Annual General Meeting membership meeting called or held to consider such proposed amendment. In order to adopt the proposed By-law, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.

8.3 Any proposed By-law amendment which is approved in accordance these by-laws will become effective on the date specified by the Board in the notice given to members, or at such later date as the Board may propose at the time of the vote (but not earlier) taken by the Members, or unless as otherwise adopted by amendment and approved at the time of the vote by the Members.

### **Article 9 Conflicts of Interest**

9.1 As the Club has an interest in avoiding conflicts of interest and in avoiding even the appearance of impropriety, business dealings with the Club are limited as follows:

- A. No member of the board of directors or any corporation or other business entity in which he/she is an officer or board member or of which he/she owns more than five percent of the stock, shall do business with the Club;
- B. This prohibition extends to all types of business, including but not limited to prohibitions against directors selling goods or services to the club;
- C. No person may be both a member of the board of directors and a contracted employee of the Club at the same time, with the exception of the Director of Coaching.
- D. No board member shall hold any paid position that is in a conflict of interest with the position he/she holds on the board of directors with the exception of regular service performed pursuant to a fixed fee structure.
- E. Prior to the beginning of Fall Season, the President shall appoint a committee of not less than three members, who will evaluate any/all board members seeking a paid position within the Club. After evaluation, the committee shall present its findings to the full board of directors as to whether or not their proposed activities or position constitute[s] a conflict of interest.