



KATY YOUTH SOCCER ASSOCIATION

CONSTITUTION

Approved on May 26, 2005

Amended May 10, 2019

ARTICLE 1 - NAME

1.1 The name of this organization shall be the KATY YOUTH SOCCER ASSOCIATION ("KYSA"), hereinafter referred to as the Association.

ARTICLE 2 - PURPOSE

2.1 It shall be the purpose of this Association to foster and promote youth soccer within the West Houston and Greater Katy area. KYSA shall teach good sportsmanship, educate youth participants in the fundamentals of the game of soccer, promote the game of soccer and conduct such other educational activities as shall be deemed appropriate to the promotion of youth soccer. The Association shall promote the play of soccer by youth within their own neighborhoods, with local guidance and administration.

Furthermore,

2.1.1 The Association is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and;

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

ARTICLE 3 – DISSOLUTION

3.1 The Association may be dissolved by a two-thirds (2/3) majority vote of the Member Clubs, provided that each club has received thirty (30) days written notice of the proposed action. Voting by the Member Club's shall be as defined in "ARTICLE 13 - ELECTION OF OFFICERS AND DIRECTORS".

3.2 In the event that the Association is dissolved or ceases to function, the Board shall make provisions to pay all Association liabilities. Assets of the Association shall be disposed of to pay Association liabilities and any balance remaining after payment of all known Association liabilities shall be disbursed to such organizations established exclusively for charitable, educational, religious or 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 law).

ARTICLE 4 - INDEMNITY AND INSURANCE

4.1 INDEMNITY OF DIRECTORS AND OFFICERS: The Board of Directors may authorize the payment of expenses incurred by, or may satisfy a judgment or fine levied against a present or former Director or Officer of the Association in an action brought by a third party against that person (whether or not the Association is joined as a party to the action). The action brought by a third party must be for a liability or penalty resulting from an act alleged to have been committed by the person to be indemnified while that person was a Directors or Officer of the Association, or by the Association, or by both. Payment under this section may also be made to a person for amounts paid and expenses reasonably incurred in settling any such action or threatened action; provided, that the Board of Directors determines in good faith that the Director or Officer was acting in good faith within what they reasonably believed to be the scope of their authority, and for a purpose which they reasonably believe to be in the best interest of the Association or its members.

4.2 INDEMNITY OF EMPLOYEES: The Board of Directors may authorize the payment of expenses incurred by, or may satisfy a judgment or fine rendered or levied against an employee or former employee of the Association in an action brought by a third party against that person (whether or not the Association is joined as a party in the action). The action brought by a third party must be for a liability or penalty resulting from an act alleged to have been committed by the person to be indemnified while that person was an employee or former employee of the Association, or by the Association, or by both. Payment under this section may also be made to a person for amounts paid and expenses reasonably incurred in settling any such action or threatened action; provided, that the Board of Directors determines in good faith that the employee or former employee was acting in good faith within what they reasonably believed to be the scope of their authority, and for a purpose which they reasonably believe to be in the best interest of the Association or its members.

4.3 INSURANCE: The Association may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any Directors, Officer, employee, or other person prescribed by the By - Laws against any such expense, liability or loss, whether or not the Association would have the power to indemnify them against that expense, liability or loss under the statutes of the State of Texas governing the Association.

ARTICLE 5 – AFFILIATION

5.1 The Association shall be approved by the South Texas Youth Soccer Association ("STYSA"). It and its Clubs shall be affiliated with STYSA and its other member associations and the United States Youth Soccer ("USYS").

ARTICLE 6 – KYSA JURISDICTION

6.1 KYSA shall have jurisdiction over all member associations, their leagues, clubs, teams, administrators, referees, coaches, players and supporters.

ARTICLE 7 – MEMBERSHIP

7.1 The Association shall be composed of properly constituted youth soccer clubs within KYSA's territory, hereinafter known as "Member Clubs" and their duly registered players, the players' parents and/or guardians, coaches, board members and supporters within KYSA's defined territory. The Member Clubs will be organized exclusively for charitable and educational purposes and qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Each Member Club shall retain its own autonomy, however, each will adhere to the Association's Constitution, Bylaws, Rules of Competition and decisions of the Board. KYSA shall provide a coordinated focus for contact with STYSA and its other member associations.

7.2 Application and approval for Association membership. Each youth soccer club applying for membership in KYSA shall be furnished a copy of the KYSA Constitution, By-Laws and Rules and a copy of the By-Laws and Rules of STYSA. Any Club applying for membership must submit to the KYSA President and to the KYSA Secretary an application for membership, which shall include copies of; 1) the applicant's Constitution, By-Laws and Rules, 2) the applicant's annual budget for the first year of operation as a member, and 3) evidence of payment to KYSA of any application fee then prescribed. The KYSA Board of Directors must review and approve the application. Approval for membership in KYSA shall be by a majority of vote of the KYSA Board of Directors. Member clubs will have one year from the date of acceptance into the Association to secure exempt organization status under section 501(c)(3) of the Internal Revenue Code. A club registering less than 10 teams for two consecutive seasonal years will be requested, at the discretion of the Board of Directors, to join the nearest existing Club.

7.3 The voting delegates of the Member Clubs reserve the right to approve or disapprove the voting delegate(s) of any club requesting membership into KYSA.

7.4 Good Standing. Any Member Club that; 1) fails to cast all votes to which it is entitled for two (2) consecutive KYSA Board Meetings, 2) is delinquent in the payment to KYSA of any registration fees, fines or other fees, or 3) fails or refuses to comply with the authority of KYSA, shall be considered to lose good standing and shall have its voting rights automatically suspended until such rights are reinstated by a simple majority vote of the KYSA Board of Directors. Such business shall be the second item on the agenda. No club, team or individual registered with a member club not in good standing as a result of the above shall be allowed to participate in any competition sponsored by KYSA.

7.5 Member Clubs of the Association are:

7.5.1 Katy Youth Soccer Club

7.5.2 Albion Hurricanes FC West (AHFC)

7.5.3 CF Monterrey

7.5.4 Sports Group 1

7.5.5 KSA Academy

7.5.6 And such other Clubs as may from time to time be approved by the Association according to this Constitution

7.6 Any Member Club wishing to withdraw from membership in the Association shall notify the Association President in writing of its desire to withdraw. Withdrawal will become effective after the approval of a two-thirds (2/3) majority of the Association board and approval of the Member Club's membership as expressed in an Association supervised election, where one (1) vote per family for each registered player is cast by a parent or guardian of that player. Such Member Club's approval must be evidenced by the approval of at least a 66.6% affirmative vote to withdraw of the total eligible voters in the withdrawing Member Club. Upon settlement of all liabilities of the Club to the Association, the STYSA and the USYS the Club will be allowed to withdraw from membership in the Association. Notice of such withdrawal will be sent by the Association to all players registered in the withdrawing Member Club.

7.7 Upon a written request, signed by the President of a former Member Club, with up-to-date copies of its Constitution and Bylaws, the Board may, by the affirmative vote of a two-thirds (2/3) majority of the members in attendance at a duly constituted meeting, reinstate a former Member Club to membership on such terms and conditions as the Board may deem appropriate.

7.8 The Association shall have the authority to levy fees and fines on Member Clubs as set forth in its Constitution and Bylaws.

ARTICLE 8 – HEADQUARTERS

8.1 The headquarters of the Association shall be within KISD where the files and records of the Association shall be maintained.

ARTICLE 9 - TERRITORIAL BOUNDARIES

9.1 The Association's boundaries shall be defined as follows:

9.1.1 The Association will encompass all Youth within the Katy Independent School District (KISD) and the Royal Independent School District (RISD) as passed at the 1979 STYSA Governing Board Meeting.

9.2 Association Member Clubs' boundaries shall be as follows:

9.2.1 Katy Youth Soccer Club – All of Katy Independent School District which encompasses the following: Southern boundary of Katy Independent School District along F.M. 1093 to Texas State Highway 6 to Interstate 10; along Interstate 10 east to Dairy Ashford; north on Dairy Ashford along the eastern boundaries of Katy Independent School District to Clay Road; westbound along Clay Road to Hickory Downs Drive; northbound on Hickory Downs Drive to Pine Mountain Drive; eastbound on Pine Mountain Drive to Hidden Springs Drive; northbound on Hidden Springs Drive to Whispering Falls Drive; westbound on Whispering Falls Drive to Eagle Trail Drive; northbound on Eagle Trail Drive to Addicks Satsuma Road; westbound on Addicks Satsuma Road to Texas State Highway 6; south bound on Texas State Highway 6 to Clay Road; westbound along Clay Road to Westfield Village Drive; northbound on Westfield Village Drive which serves as Katy Independent School District boundaries to Keith Harrow Blvd; turn west and head westbound to N. Peek Road; northbound on N. Peek Road to F.M. 529; straight north along Katy Independent School District boundaries to House Haul Road; westbound on House Haul Road along Katy Independent School District's Northern boundary to the Harris County line; south along Harris County line which serves as the Katy Independent School District boundaries to Stockdick Road; westbound on Stockdick Road to F.M. 2855; south on F.M. 2855 to U.S. Highway 90; west along U.S. Highway 90 which serves as the Katy Independent School District boundary ; south along the Katy Independent School District boundary to the Fort Bend County line; northeast along the Fort Bend County line to the southwest boundary of Katy Independent School District; south along the Katy Independent School District Boundary which is 2 miles west of FM 1463 down to southern boundary of Katy Independent School District which is F.M. 1093.

ARTICLE 10 - OFFICERS AND DIRECTORS

10.1 The business, property and activities of the Association shall be managed by a Board of Directors (the "Board"). The Board will consist of:

- A. President
- B. Executive Vice President
- C. Vice President Registration
- C. Vice President Scheduling & Scorekeeping
- D. Vice President of Referees
- E. Treasurer
- F. Secretary
- G. Club Presidents or their appointees
- H. President Emeritus – No Vote

10.2 The duties of the Board of Directors shall be as follows:

10.2.1 Interpret and enforce the Association's Constitution, Bylaws, Rules of Competition and decisions of the Board;

10.2.2 Establish all Association fees and charges;

10.2.3 Establish and administer all Association rules;

10.2.4 Resolve all disputes, protests and appeals there from, except as provided otherwise in the Association's Constitution, By laws and Rules of Competition or when KYSA's authority to do so is superseded by the STYSA or the USYS;

10.2.5 Establish and coordinate or approve all inter-association play and tournaments;

10.2.6 Adopt a budget and approve all expenditures not budgeted; and,

10.2.7 Carry out all other duties and responsibilities as specified in the Association's Constitution, Bylaws and Rules of Competition.

10.3 The term of office for elected officers shall begin upon their election and shall be for two (2) years or until a duly qualified replacement is appointed by the President or elected by the Member Clubs. Each elected officer may succeed themselves in office two (2) times. An exception to the succession limitation may be granted prior to each election by two-thirds (2/3) majority of the total board. The Board Members must be given twenty-one (21) days notice of the proposed exception and must vote in person. All officers will be elected in years as follows:

10.4.1 President Elected in even years

10.4.2 Executive Vice President Elected in odd years

10.4.3 Vice President Registration Elected in even years

10.4.4 Vice President Scheduling & Scorekeeping Elected in odd years

10.4.5 Vice President Referees Elected in even years

10.4.6 Treasurer Elected in odd years

10.4.7 Secretary Elected in even years

10.5 The President shall fill any vacancies on the Board by appointment, subject to approval by the Board. Voting for such approval shall be by the Club Presidents as outlined in "ARTICLE 13 - ELECTION OF OFFICERS AND DIRECTORS" of this Constitution.

10.6 When the office of President becomes vacant the Executive Vice President shall succeed to the office of President, and the vacancy for Executive Vice President shall be filled as outlined above.

10.7 The President Emeritus shall serve until the incumbent President is no longer in office. This position shall be an advisory position and shall not vote.

ARTICLE 11 - SEASONAL AND FISCAL YEAR

11.1 The seasonal year shall be the same as the STYSA seasonal year.

11.2 The fiscal year shall begin on August 1 and end on July 31 of the following year.

ARTICLE 12 – MEETINGS

12.1 The Association shall meet quarterly or more often if the President so desires at a time and place made known to each of the Member Clubs. No notice of a regularly scheduled meeting shall be required unless a change of time or place is necessary.

12.2 Special meetings may be called by the President or by a simple majority of the Club Presidents by placing notice by mail, e-mail, or posting the association's website to all Board members at least ten (10) days prior to such special meeting. A special meeting may only attend to the specified business for which the meeting was called.

12.3 Board members must be present at any meeting to vote. Votes by proxy will not be allowed, except as otherwise set forth herein. On all matters except the election of officers each board member shall have one (1) vote.

12.4 Except as otherwise set forth herein, a majority vote of a quorum of the Board shall decide all matters except for amendments to the Constitution and Bylaws and discipline of an Officer, Director or Member Club.

12.5 The normal order of regular business meetings shall be as follows:

1. Call to order and roll call
2. Approval of minutes of previous meeting(s)
3. Guest(s);

4. Treasurer's Report
5. President's Report
6. Unfinished Business
7. New Business
8. Club Presidents' Reports
9. Vice Presidents' Reports
10. Committee Reports
11. Adjournment

12.6 The President may modify the order of presentation of any meeting's business to accommodate guests, Board members or to bring about the efficient handling of matters. All meetings shall be conducted in accordance with the most recent edition of Robert's Rule of Order, Revised unless specified elsewhere in this Constitution and Bylaws or STYSA or USYS rules of order.

12.7 Electronic meetings and voting (email/internet based or teleconference) are authorized provided they are conducted in accordance with rules established in advance by a majority approving vote of a quorum of the total Board.

ARTICLE 13 - ELECTION OF OFFICERS AND DIRECTORS

13.1 Election of officers and directors shall take place at the Association's May meeting.

13.2 The Association President shall appoint a Nominating Committee no later than the March meeting to find qualified candidates for those offices scheduled to become vacant in the coming year. The Nominating Committee shall report its results at the Association's April meeting. The proposed slate of officers shall be mailed to all Member Clubs no less than two (2) weeks prior to the May meeting.

13.3 Nominations from the floor may be made during the elections with the provision that persons nominated from the floor shall be present and affirm their willingness to serve if elected, or such person shall have stated in writing to the incumbent President their willingness to serve if elected.

13.4 Voting shall be by the Club Presidents or their appointed alternates each casting one (1) vote per registered fall season team within that Club. The fall season used to determine the number of votes shall be the most recently completed fall season. The number of teams (votes) registered in the fall season is to be determined by the Association's Administrator, if one exists, and if not, by the Vice President Registration.

ARTICLE 14 - DISCIPLINE OF MEMBER CLUBS, OFFICERS AND DIRECTORS

14.1 The Board may be a two-thirds (2/3) majority of a quorum, such majority including at least two-thirds (2/3) majority of all of the Member Club presidents, expel any Member Club when such Member Club's activities are not in accord with the Association's purpose as set forth in this Constitution and Bylaws or there have been numerous and knowing violations of this Constitution, Bylaws or Rules of Competition by the Club in question. Each Board member shall be given at least twenty one (21) days written notice of the proposed action to be taken at the next Association meeting. The Club in question and STYSA shall be notified in writing of any action taken by the Board. Any Officer or Director may be removed from their office in the Association after four (4) absences from regular Board meetings within a twelve (12) month period, or for gross neglect of assigned Association duties or misconduct. This action shall take place only after appropriate counseling with the individual and after a hearing by the full Board. A two-thirds (2/3) majority of a quorum of the Board is required to remove such officer or director from their position.

ARTICLE 15 – COMMITTEES

15.1 The formation of standing committees as well as any Special Committees shall require the approval of the Board. It shall be the duty of these committees to perform such services as defined in the Constitution and Bylaws or as instructed by the Board.

ARTICLE 16 – AMENDMENTS

16.1 Amendments to the Constitution and Bylaws can be made at any meeting by a two-thirds (2/3) majority of a quorum. Such majority must include a two-thirds (2/3) majority of the Member Clubs' presidents and must be a two-thirds (2/3) majority of the total Board even if all members of the Board are not present at the meeting. Each Board member shall be given twenty-one (21) days written notice of the proposed amendment(s). Votes must be cast in person at the meeting by each Board member.

ARTICLE 17 – ENACTMENT

17.1 This Constitution, Bylaws and Rules of Competition shall supersede all previous Constitutions, Bylaws and Rules of Competition of the Association.

ARTICLE 18 - AUTHORITY TO CREATE RULES

18.1 The Association shall adopt and publish such regulations for youth players as may be required by the STYSA or the USYS and/or the needs of the Association to operate an orderly soccer program. All competitions sponsored by the Association shall be planned and administered in cooperation with the STYSA in accordance with STYSA and USYS rules and regulations.



KATY YOUTH SOCCER ASSOCIATION

BY-LAWS

Originally Approved on May 26, 2005

And Amended on May 10, 2014

SECTION 1 - DUTIES OF OFFICERS AND DIRECTORS

1.1 The **President** shall:

1.1.1 Preside at all meetings of the Board;

1.1.2 Appoint, subject to the approval of the Board, and supervise the activities of the Administrator;

1.1.3 Supervise the activities of the Vice Presidents;

1.1.4 Provide guidance to Member Clubs regarding rules and regulations other than the Laws of the Game;

1.1.5 Appoint, subject to Board approval, such committees as may be required for the proper operation of the Association;

1.1.6 Represent the Association at all meetings of the STYSA;

1.1.7 Represent the Association at all public functions requiring Association attendance;

1.1.8 Present a written annual report on the operations and financial condition of the Association at the Annual General Meeting, and;

1.1.9 Perform such other duties as may be assigned by the Association.

1.1.9 Shall cast the deciding vote in the event of a tie vote at the Board and Association meeting, or the President may waive the right to do so.

1.2 The **Executive Vice President** shall:

1.2.1 Act in the absence of the President with the same powers and authority;

1.2.2 Supervise the activities of the Association relative to publicity, awards, tournaments, camps and any other activity in which the Association may participate;

1.2.3 Represent the Association at meetings of the STYSA or appoint a designee

1.2.4 Shall serve or appoint someone to serve as the Chairperson of the KYSA Appeals Committee;

1.2.5 Act as chairperson of the Association scholarship committee so long as scholarships are offered by the Association;

1.2.6 Appoint members to assist as needed in accomplishing the above activities, and;

1.2.7 Perform such other duties as may from time to time be assigned by the President.

1.2.8 Organize, develop and supervise a coordinated training program for all Association coaches;

1.2.9 Organize, develop and supervise a coordinated skills program for Association players

1.3 The **Vice President Registration** shall:

1.3.1 Oversees Registration processes of Member Clubs and collect registration fees from Member Clubs.

1.4 The **Vice President Scheduling & Scorekeeping** shall:

1.4.1 Organize and coordinate the scheduling of each age division throughout the Association;

1.4.2 Prepare schedules for all inter-club and Association playoff play;

1.4.3 Coordinate all games played by members of this Association shall be under the jurisdiction of this Association, and no club or registered player thereof can participate in any other game unless permission is given by the Board. Exempt from this rule, however, are National Cup Games, or any other games arranged by the South Texas Youth Soccer Association, or the United States Soccer Federation.

1.4.4 Coordinate and disseminate all necessary information relating to inter-club play and play-offs to all coaches and/or club schedulers, and;

1.4.5 Perform such other duties as may from time to time be assigned by the President.

1.4.6 Collect game reports, verify scores, keep accurate records and distribute standings of all inter-club play on a regular basis;

1.4.7 Submit a list of all cautions and ejections recorded on the game reports to the Chairperson of the Appeals Committee;

1.4.8 Coordinate the purchase of awards and/or patches to be distributed to Association teams, and;

1.4.9 Perform such other duties as may from time to time be assigned by the President.

1.5 The **Vice President Referees** shall:

1.5.1 Coordinate a program to recruit and train referees to officiate Association sanctioned play;

1.5.2 Develop a coordinated system to assure that all Association sanctioned play is properly officiated;

1.5.3 Act as a liaison between the Association and all other referee associations in the STYSA, and;

1.5.4 Perform such other duties as may from time to time be assigned by the President.

1.6 The **Treasurer** shall:

1.6.1 Prepare the Association budget and present it at the May Association meeting;

1.6.2 Maintain all financial records of the Association;

1.6.3 Provide quarterly financial statements to all officers and directors;

1.6.4 Coordinate the filing of all state and federal tax returns;

1.6.5 Account for all receipts and disbursements of the Association. The treasurer shall keep the financial books and records of the Association in accordance with generally accepted accounting principles. Payment shall only be made for expenses approved by the Board and all checks in excess of \$1000 drawn against an Association account shall bear the signature of any two of the Association Administrator, if one exists, Treasurer, Executive Vice President or the President;

1.6.6 Retain the services of a Certified Public Accountant to prepare an annual review of the books and record of the Association, and;

1.6.7 Perform such other duties as may from time to time be assigned by the President.

1.7 The **Secretary** shall:

1.7.1 Maintain and keep all records and correspondence of the Association;

1.7.2 Record minutes of all Association Meetings;

1.7.3 Post agenda of all Association Board Meetings at least four (4) day in advance;

1.7.4 Chair Association Risk Management Committee and administer the STYSA KidSafe program within the Association

SECTION 2 - BOARD POWERS AND ADMINISTRATION

2.1 The Board shall transact all business of the Association and shall have the power to enforce the Constitution, Bylaws and Rules of Competition of this Association, the STYSA and the USYS. It shall have the power to decide and settle all disputes, appeals and protests.

2.2 A quorum will exist to transact the business of the Association if 2/3 of the voting members of the Board of Directors are present.

2.3 The Board has the responsibility for fiscally prudent management of the funds of KYSA and reporting on the financial condition of the Association in accordance with generally accepted accounting principles (GAAP).

SECTION 3 - STANDING COMMITTEES

The following shall be a standing committee of the Association:

3.1 Appeals Committee:

The KYSA Appeals Committee shall utilize STYSA's Discipline, Grievance and Appeal Procedures in all disciplinary or appeals matters;

3.1.2 Each Member Club shall provide five representatives for a one year term beginning August 1st and ending July 31st. These representatives will serve as the Appeals Committee pool of members to be appointed by the Association Executive Vice President;

3.1.3 The KYSA Appeals Committee shall consist of the Executive Vice President and two additional Committee Members. The Executive Vice President may appoint a Chairperson to replace him or herself on a Committee;

SECTION 4 – FINANCES

4.1 The Association shall administer its own budget, formulated and approved by the Board.

4.2 The Association shall have the authority to determine appropriate assessments on Member Clubs to permit it to function. Assessments will cover, among other things, such items as: state and national registration fees; administrative expenses authorized by the Board; the cost of Association provided equipment and awards; insurance for players, coaches, referees, officers and directors and such other expenses as may from time to time be approved by the Board. Unless otherwise noted, assessments shall be based on the number of registered players. Generally, assessments will be determined prior to registration and will be collected at the time of registration.

4.3 The Association shall maintain a 501(c) 3 non-profit status with the Internal Revenue Service and the State of Texas. Additionally, the Association shall obtain and maintain exempt status from Texas Sales Tax.

4.4 The Treasurer of the Association shall arrange for an annual review of the books and records of the Association by an independent certified public accountant. In addition the Treasurer shall arrange for an audit of the Association's books and records at least once every two (2) years.

4.5 Officers and Directors who are authorized to collect and disburse funds shall be bonded.

SECTION 5 - MEMBER CLUBS

5.1 Each Member Club shall adopt an official name and register this name with the Association. Names of Member Clubs shall be sufficiently different from the Association's name and the names of other Member Clubs to preclude confusion.

5.2 Each Member Club shall adopt a constitution and bylaws and file them with the Association. The constitutions and bylaws shall not conflict with the Association's Constitution and Bylaws.

5.3 Each Member Club shall incorporate as, and maintain status as, a standalone 501(c)(3) non-profit organization in the State of Texas. The Member Club will have one (1) year to obtain its standalone 501(c)(3) non-profit status or be placed in a probationary status for one (1) year. If at the end of the probationary period, either for a prospective new member or a Member Club has failed to obtain its standalone 501(c)(3) status, the probationary member will be required to withdraw from the Association or combine with an existing Member Club.

5.4 Each Member Club shall abide by the Association rules and regulations in effect at the time of its application for membership or as may be subsequently adopted by the Association. Reasonable sanctions, including the expulsion of a Member Club, may be imposed by the Board for failure to comply with Association rules and regulations.

5.5 Member Clubs shall strive to field both boy's and girl's teams in all divisions of play sponsored by the Association (This includes a Recreational and Competitive Program) for the Good of the Game. A minimum of ten (10) teams shall be required for admission to membership in the Association. Such membership shall be considered probationary for a period of one (1) year after acceptance into the Association. If a Member Club's participation should fall to ten (10) or fewer teams, such Member Club will be considered to be in a probationary status for one (1) year. If at the end of the probationary period, either for a prospective new member or for a Member Club, participation has not increased substantially, the probationary member will be required to withdraw from the Association or combine with an existing Member Club.

5.6 Each Member Club shall have a territory within the jurisdiction of the Association that shall be determined upon joining the Association. The Member Club shall treat this territory as a franchise, granted

by KYSA, giving them the exclusive right to promote and regulate USYS soccer, set fees, fundraise, and otherwise promote the interests of KYSA, STYSA and USYS within the clubs jurisdiction, subject to the overriding policies of KYSA.

5.7 An area within one Member Club may be transferred to another member club provided that:

5.7.1 The area to be transferred is contiguous to the Member Club requesting the transfer;

5.7.2 The area to be transferred is clearly defined by school/school district area, municipally, primary arteries or subdivisions;

5.7.3 The transfer is approved by a two-thirds (2/3) majority of the coaches/managers of those registered fall season teams in the affected area casting votes. The referendum is to be conducted under the direction of the Association. If a Member Club fails to maintain teams, players and fields registered with the Association within its assigned boundaries and the area being transferred, 5.7.3 does not apply. This will be decided by the Association Board of Directors.

5.7.4 The transfer and transfer plan is approved by a two-thirds (2/3) majority of the Member Clubs' boards of directors directly involved in the transfer. If a Member Club fails to maintain teams, players and fields registered with the Association within its assigned Boundaries and the area being transferred, 5.7.4 does not apply. This will be decided by the Association Board of Directors.

5.7.5 The transfer and transfer plan is approved by a two-thirds (2/3) majority of the Association Board of Directors;

5.7.6 The transfer and transfer plan is approved at all levels no later than April 30 to become effective for the next fall playing season.

5.8 Member Clubs may divide themselves into two or more clubs provided that each new club meets the membership provisions of the Association Constitution and Bylaws and obtains all necessary approvals from the Association. A two-thirds (2/3) majority approving vote of the Member Club's presidents is required prior to the division of an existing Club. Such division of an existing Member Club shall not result in one of the Member Clubs being placed in a probationary status, as defined above, due to an insufficient number of teams.

5.9 Membership in the Association shall not be transferable or assignable.

5.10 Each Member Club shall be responsible for registering players. A player shall be considered "registered" when all required fees have been paid to the club by the player, all required paperwork has been completed and presented to the Club and the player's date of birth has been verified by a Club Registrar or Administrator. Member Clubs shall be responsible for forming teams from registered players in accordance with applicable Association rules and procedures. Each Member Club must have a Club Registrar or Administrator.

5.11 Each Member Club shall establish its own schedule of fees for its players. Each club shall be responsible for the prompt payment of Association levies and fees. Such fees shall be due when the player is registered with the Association.

5.12 Each Member Club shall provide and maintain a sufficient number of playing fields to support its intra-club play. Such fields shall be of the proper size dictated by the age of the players. Fields shall be marked in accordance with Association guidelines. Member Club fields, practice or training facilities must be within its boundaries as outlined in ARTICLE 9 - TERRITORIAL BOUNDARIES of the Association Constitution unless otherwise approved in advance by the Board.

5.13 Member Clubs shall maintain and promote good sportsmanship and conduct at all games.

5.14 Each Member Club is expected to provide a minimum uniform to each registered recreational player.

5.15 Each Member Club may engage in promotions, solicitations for sponsorships and fund raising activities with approval of the Member Association.

5.16 Each Member Club shall provide the Association vice President Scheduling & Scorekeeping a list of teams and affiliated referee prior to the start of the second half of each playing season.

5.17 Each Member Club must maintain, one (1) active certified referee for every two (2) registered teams.

5.18 Member Clubs not complying with the above criteria will be limited as to the number of Association playoff slots allocated to the Member Club in direct proportion to the percentage of active certified referees available relative to the required number of referees. Clubs exceeding the above requirements will be allocated the unfilled slots based on criteria developed by the Vice President scheduling and Scorekeeping.

5.19 Member Club Coaches and Managers to each team will have access to a copy of the Constitution and By-laws. All Coaches are required to achieve minimum of a USYS Youth Module that is age appropriate, or an equivalent course approved by the STYSA within 1 year of beginning to coach. Failure to do so will result in being ineligible to continue coaching within the Association.

5.20 Member Club advertisements, flyers, tryout brochures, and publications, must first be approved by the Member Association to insure they meet STYSA approval and do not violate other Member Club territorial boundaries.

5.21 Member Clubs may not conduct tryouts for Division I, Super II, or Division II within another Member Club's territorial boundaries, unless written consent is obtained in advance from the Member Club within whose boundaries the proposed tryouts are to be held. Member clubs may not recruit Division IV and Division III players outside its own territorial boundaries as outlined in STYSA 3.3 of the Registration and Procedures.

5.22 Each Member Club must submit a quarterly financial report to the Treasurer of Katy Youth Soccer Association.

5.23 A club seeking membership for competitive-only soccer (a club consisting only of some combination of Division I, Division II, or Super II teams) may be accepted as a Member Club (Competitive) without being assigned or restricted to a specific territory or boundaries, provided 1) it meets all of the other membership provisions of the Association Constitution and Bylaws (including playing fields, per Bylaw 5.12), 2) it does not create Division III or Division IV teams, and 3) it meets all other conditions as may be established by a two-thirds (2/3) majority approving vote of the total Board.

SECTION 6 - AMENDMENTS

6.1 The KYSA Rules of Competition shall govern play of the game within the Association.