

CONSTITUTION AND BYLAWS

1. **Name.** The name of the organization is the Texas State Soccer Association - South ("Texas-South").

2. ***Jurisdiction and Affiliation.***

(A) The authority of Texas-South shall extend to the administration of adult soccer generally covering the Southern portion of the State of Texas defined as the counties of Loving, Ward, Crane, Upton, Reagan, Tom Green, Concho, McCullough, Jasper, San Saba, Mills, Lampasas, Coryell, Bells, Falls, Robertson, Leon, Sabine, Houston, Angelina and all counties south of these counties to the Gulf of Mexico or to the border with Mexico.

(B) Texas-South is affiliated with the United States Adult Soccer Association ("USASA") and, through the USASA, the United States Soccer Federation ("USSF") and, through the USSF, the Federation International de Football Association ("FIFA")

3. **Purpose.** Texas-South shall have such purposes as permitted under Texas law, including, without limitation:

(A) Texas South shall develop policies and best practices to promote and foster the integrity and the goodwill of the sport of soccer played by adults within the jurisdiction of Texas-South regardless of the type of competition, race, color, religious belief, sexual orientation, or national origin;

(B) Texas-South shall govern, coordinate and administer the sport of soccer and shall develop policies and best practices to promote and foster the development of players, coaches, teams and tournaments;

(C) Texas-South shall comply with the requirements of affiliation with USASA, USSF and FIFA and, to the maximum extent required, shall respect and promote the statutes, decisions, directives, rules, regulations and policies of USASA, USSF and FIFA;

(D) Texas-South shall comply with the requirements of the Amateur Sports Act as memorialized in the policies and practices of the USSF and USASA; and

(E) Texas-South shall provide for the prompt and equitable resolution of disputes among the leagues, teams, players and coaches within the jurisdiction of Texas-South based upon the basic principles of due process of notice and an opportunity to be heard (although there is no obligation to provide an actual live hearing).

4. **FIFA Laws of the Game.** The Laws of the Game ("LOTG") and the implementing policies and standards (including, without limitation, the exceptions to the LOTG) promulgated by FIFA apply to all soccer matches.

5. ***Governance.***

(A) Texas-South shall be governed and managed by its Member Leagues (then in good standing) administratively sitting as the League Council.

- (B) The League Council shall elect a President, Vice-President, Treasurer and Secretary. The Men's Division shall elect a Men's Commissioner. The Women's Division shall elect a Women's Commissioner. The COED Division shall elect a COED Commissioner. Board of Direct. Each elected officer shall comprise the Board of Directors and shall manage the daily activities of Texas-South.
- (C) Texas-South may contract with a State Administrator and/or a Webmaster who shall report to the Board of Directors as provided in the contract of engagement as independent contractors.
- (D) The League Council may add or delete which officers comprise the Board of Directors.

6. **Office.** Texas-South shall maintain a registered office at the address of the State Administrator or at such other addresses as may be determined by a majority vote of the Board of Directors.

7. **Calendar and Fiscal Year.**

- (A) The calendar and fiscal year for Texas-South shall start on September 1 of one year and end on August 31 of the following year (a "Year").
- (B) A player registered with Texas-South shall remain registered for the remainder of the Year.
- (C) Each Member League may adopt eligibility requirements which provide that a player may not be eligible to register as a player in that Member League until a certain date, but once that player reaches the eligibility date and is registered, then that player is registered for the remainder of that Year.

8. **Use of Name and Logo.** Only Texas-South, and those persons with written permission from the President, may use the name and/or logo of Texas-South. Texas-South has used its logo for over twenty-five (25) years and reserves and retains all secondary meaning and other right, title and interest in, to and under the logo.

9. **Membership.** The member Leagues shall comprise the members of Texas-South. Each League shall consist of the teams, players and coaches participating in a competition recognized by USAS, USSF and/or FIFA (outdoor, indoor, men's women's COED, U-21, short-sided, beach, tournament only, extra-territorial, cross-jurisdictional and/or international) who are duly registered with Texas-South in that League as follows:

- (A) Full Member: A Full Member is any League which has been accepted by the League Council as a member League at a League Council by a majority vote of the Full Members in attendance after a quorum is reached; and
- (B) Provisional Member: A Provisional Member is any League accepted by the Board of Directors as a Member League prior to a vote on the acceptance or rejection of the Provisional Member at the next meeting of the League Council following acceptance by the Board of Directors. Each Provisional Member shall have the same rights, duties,

responsibilities and obligations of a Full Member, but shall have the right to vote on the acceptance or rejection of the Provisional Member as a Full Member; and

- (C) Other Member. Any other league accepted by the League Council at a as a Member League other than a Full Member. An Other Member shall not have the right to vote, unless the League Council grants the right to vote as part of the acceptance of the application of the Other Member. It is contemplated that a League, regardless of the type of League (outdoor, indoor, men's women's COED, U-21, short-sided, beach, tournament only, extra-territorial, cross-jurisdictional and/or international) shall apply for membership through the Provisional Member-Full Member process. At the same time, the Board of Directors may propose application for membership of an Other Member as is necessary to promote the sport of soccer.
- (D) Any Full Member and Provisional Member must have at least six (6) teams in active scheduled competition registered with Texas-South, at all times, and must be current in all amounts owed to Texas-South to be considered an active Member League.
- (E) Any Member League which fails to timely and completely pay all amounts due and owing to Texas-South or fails to substantially comply with rules, regulations and Texas-South may be disciplined up to and including the imposition of fines, placement on probationary status, the whole or partial suspension of rights of Membership, or expulsion from Membership.

10. *Small Sided Leagues*. Notwithstanding any other term or provision in the Constitution or Bylaws, a Small Side League shall be a Full Member if it has at least (4) teams in active schedule competition and shall have the right to one (1) vote regardless of the number of registered players and shall be entitled to additional votes once it registers the minimum number of players for two or more votes respectively.

11. *Rights, Duties, Responsibilities, and Obligations of a Member League*.

- (A) Each Full Member and each Provisional Members (except when excluded) shall have the number of votes at each meeting of the League Council allocated to that member League based upon the number of active, registered teams in that member League as determined by a majority vote of the League Council as follows:

- 1 Vote: Every Member League in good standing has one (1) vote regardless of the number of registered players.
- 2 Votes: 251-500 players
- 3 Votes: 501-750 players
- 4 Votes: 751-1499 players
- 5 Votes: 1500 players and up

Each Full Member or Provisional Member, as applicable, may vote the allocated votes by one or more persons appearing on their respective behalf at a meeting of the league Council. An Other Member may only vote if that right was granted to the Other Member.

- (B) Each Member League shall pay all membership fees, all player fees, and all other fees, costs, fines, or expenses timely and completely and on or before the deadlines established by Texas-South;

- (C) Each Member League shall provide truthful, accurate and complete information and data;
- (D) Each Member League, and its constituent teams, players and coaches, agree to comply fully with the decisions, directives, rules, regulations and policies of USSF, USASA and Texas-South;
- (E) Each Member League, and its constituent teams, players and coaches, agree to act in a sporting manner consistent with the integrity of the sport of soccer showing respect for administrators, officials, referees, players, coaches and fans;
- (F) **Each Member League, and its constituent teams, players and coaches, agree to the release and waiver provisions on the player forms and agree to be bound by them by playing on a team registered with Texas-South whether the player signs the player form or not;**
- (G) Each Member League, and its constituent teams, players and coaches, agree to the jurisdiction of Texas-South in the administration of soccer within its jurisdiction;
- (H) **Each Member League, and its constituent teams, players and coaches, agree that any dispute, protest, or grievance arising out of a soccer match or arising out of the administration of soccer in Texas-South shall be resolved within the discipline, protest and appeal procedures within a Member League, then within Texas-South, then within USASA, then within USSF, then within FIFA and then within the prevailing arbitration rules of the American Arbitration Association or such other organization provided under the directives, decisions, rules, regulation or policies of the USSF or FIFA. No Member League, and its constituent teams, players and coaches, may file a lawsuit in any court or tribunal. If any Member League, team, player or coach believes that the party or parties assigned to implement these discipline, protest and appeal procedures are not fully impartial, then that League, team or player must move to recuse the presiding party or parties in a given stage of the process and, if there is merit to the motion, an independent party or parties shall be appointed;**
- (I) Each Member League shall send a representative or a proxy to each meeting of the league Council and shall be fined if no representative or proxy attends;
- (J) Each Member League may ask Texas-South to serve as a liaison with governmental agencies or departments, owners of fields and other persons or entities;
- (K) Each Member League may seek the endorsement of Texas-South for a soccer project or a community project;
- (L) Each Member League, which is active, may have its duly registered teams and players participate in state, national and other competitions made available through Texas-South, USASA and/or USSF;
- (M) Each Member League may enjoy the benefits of opportunities with sponsors and vendors made available through Texas-South, USASA and/or USSF;
- (N) Each Member League may enjoy the benefits of the assignment of referees through the South Texas State Referee Association; and

- (O) Each Member League may provide cost-reimbursement insurance for players who do not have existing primary insurance.
- (P) Each Member League shall be responsible for the safety of all players, coaches, officials and spectators attending an official match or practice of a team registered with Texas-South.
- (Q) Each Member League is responsible to Texas-South for the conduct of its players, coaches and spectators.
- (R) Each member League must exercise every reasonable precaution against disturbance or disorderly conduct before, during, and after every match.
- (S) Each Member League shall have jurisdiction over its internal affairs, except as vested in the Texas-South, USASA, USSF and/or FIFA.
- (T) Each Member league shall notify the State Administrator and Webmaster (if applicable) of Texas-South that any registered team, registered player or coach has been suspended or that any such suspension has been lifted.
- (U) Each Member League should, but is not required to, recognize a suspension of a registered team, registered player or coach by another Member League.
- (V) Each Member League may only use USSF registered referees for any match.
- (W) Each Member League may sponsor matches with teams from foreign countries, but only with the permission of the USSF, USASA, or Texas-South.
- (X) Each Member League must promote the sport of soccer and develop best practices, including, without limitation, a code of conduct to promote respect among players and coaches and respect to match officials.

12. *Application for Membership.*

- (A) Any League applying for membership with Texas-South may apply to become a Provisional Member and then a Full Member. Each applying league must provide:
 - (i) a completed accurate written application,
 - (ii) a copy of any formation documents (e.g. corporate certificate of formation, certificate of limited partnership, or partnership agreement),
 - (iii) a copy of the bylaws, constitution, rules and regulations,
 - (iv) pay the application fee, and
 - (v) fully register and pay for register the required number of players with Texas-South.
- (B) The Board of Directors will review all of these application materials and vote on Provisional Membership at the next meeting of the Board of Directors. The Board of Directors may

accept or reject Provisional Membership for any reason or no reason; provided, however, that the Board of Directors shall not reject any application on the basis of race, color, religious belief, sexual orientation, or national origin.

- (C) If Provisional membership is granted by the Board of Directors, the Provisional Member shall be considered for Full Membership at the next meeting of the League Council.
- (D) If the Provisional Member is not accepted by the League Council, by a majority vote, at the next meeting of the League Council after acceptance as a Provisional Member, then the Provisional Membership status shall cease and that League must re-apply for Provisional Membership.
- (E) A League may also apply for Membership as an Other League. In that case, the applying league shall comply with Section 12(A) above and such other requirements imposed by the Board of Directors.

13. *League Council.*

- (A) The League Council shall meet, at least, twice each Year at a Mid-Year Meeting ("MYM") and an Annual General Meeting ("AGM").
- (B) The Board of Directors shall set the dates of the MYM and the AGM,
- (C) The President or six (6) or more Member Leagues may call a special meeting of the League Council. If the President prepares a petition, or receives a written petition signed by six (6) or more then active Member Leagues, which requests the convocation of a special meeting consistent with the Constitution and Bylaws, directives, decisions, rules, regulations and policies of Texas-South and which sets forth the specific issues to be considered at such a special meeting, then the President shall schedule such a special meeting to occur within thirty (30) days of the preparation of such petition by the President or within thirty (30) days of the President's receipt of such petition, as applicable. Any such special meeting shall be limited to the issues contained in the petition and shall further proceed according to the procedures for the MYMJ and the AGM.
- (D) The procedures for a meeting shall include:
 - (i) The Chair shall be the President, Vice-President, Treasurer and Secretary in that order of availability;
 - (ii) Roberts Rules of Order and the Constitution and Bylaws provides the rules of protocol;
 - (iii) The credentials of the Member Leagues which are present by representative or written proxy and entitled to vote and the number of votes by Member League shall be certified;

- (iv) A proxy may be in writing, signed by a representative of a Member League and identify the proxy or in such other format that is reasonably accepted by the person certifying the credentials or the roll of voters;
- (v) If there is a dispute about the entitlement to vote, the validity of a proxy, the number of votes, or any other matter in regard to certification, then that dispute shall be resolved by a majority vote of Member Leagues present other than the Member League whose appearance by proxy, vote entitlement or vote number is in dispute;
- (vi) The Chair shall not vote, except to break a tie;
- (vii) Each Board Member (other than the Chair), and the SRA shall each have one vote, except that no office may vote in any election of officers;
- (viii) All matters to be voted on may only proceed if there is a quorum at the time of the vote;
- (ix) Any League, at any time during the meeting of the League Council, may ask the Chair to confirm that a quorum is present;
- (x) All matters to be voted on shall be decided by a majority vote, except a super-majority is required to amend the Constitution and Bylaws and a 90% vote is required to suspend the rules in their entirety;
- (xi) No amendment to the Constitution and Bylaws may be considered at any meeting of the League Council, unless the proposed amendment was circulated to the Rules Committee and each Member League at least thirty (30) days before the date of the scheduled meeting or unless there is a vote to suspend the rules in their entirety;
- (xii) Any proposed amendment to the Constitution and Bylaws must be in writing, must show the current text to be amended, must show the amendment proposed, and must explain the reason for the proposed amendment unless there is a vote to suspend the rules in their entirety;
- (xiii) All votes will be voice votes unless a roll-call vote is requested by any Member League;
- (xiv) There will be no cumulative voting;
- (xv) All votes for offices or positions shall be by acclamation (if there is only one nominated and seconded candidate) or by written ballots (if there are two or more nominated and seconded candidates) which will be destroyed (without the need for a motion to destroy the ballots) unless there is a request by one of the candidates to maintain the ballots is made in the Council (which request will be granted without the need for a motion to do so);
- (xvi) In any contested election, each candidate shall have a reasonable opportunity to address the League Council prior to any vote;

- (xvii) The minutes of each League Council shall be recorded by tape recorder with general minutes approved at the next meeting of the League Council;
 - (xviii) The Secretary shall propose, and the Chair shall approve, an Agenda for each League Council meeting which shall be published at each League Council meeting. The Chair and Secretary shall have the discretion what to include in each agenda, except
 - [a] that the Agenda for the MYM must include an item for approval of the annual budget;
 - [b] the Agenda for the MYM and the AGM shall include items for presentations by the Officers, the State Administrator, the Webmaster, the SRA, each Committee Chair, Updates from USASA, USSF and FIFA, New Business and the Good of the Game; and
 - [c] unless otherwise modified by the agenda, the order of business may be - Roll Call and Credentials Report, Approval of the Minutes of the Prior League Council, Reports of the Officers, Reports of the Committees, Financial reports, Unfinished Business, New Business, Good of the Game and Adjournment;
 - (xix) From time-to-time, at the discretion of the President, there should be an open dialogue within the MYM or the AGM to discuss best practices among the Leagues and the best practices within Texas-South;
 - (xx) The League Council shall consider the annual Budget at the MYM. The proposed budget shall be presented to all Leagues, at least, thirty (30) days before the MYM if feasible. If no new budget is approved, then the current budget will continue for the next Year; and
 - (xxi) The election of officers with occur at the AGM with the election of Vice-President, Secretary and treasurer in even years and the election of President (in the AGM itself) and Commissioners (in the respective Commissioners' Meetings) in odd years.
 - (xxii) Visitors may attend any meeting of the League Council.
- (F) The Council shall elect the officers of Texas-South, vote on amendments to the Constitution and Bylaws, approve the annual budget, vote on applications for Full Memberships, ratify, reject, amend or modify policies and decisions proposed by the Board of Directors, and address such other business which comes before the League Council.

14. *Board of Directors.*

- (A) Each member of the Board of Director (i.e. the President, the Vice-President, Treasurer, Secretary, Men's Commissioner, Women's Commissioner and COED Commissioner) shall serve two (2) year terms and shall continue to serve until there is a resignation, removal from office, or a new person voted into that office.
- (B) No person can occupy more than one office at the same time.

- (C) The Board of Directors shall transact the business of Texas-South, except where such business has been reserved to the League Council.
- (D) The Board of Directors shall follow all directives from the League Council. The Board of Directors shall pursue policies that further and advance the purposes of Texas-South.
- (F) The Board of Directors may delegate authority.
- (G) The Board of Directors shall perform all duties assigned to it in the Constitution and Bylaws.
- (H) Each Member of the Board of Directors must make decisions based on that person's best judgment, as a prudent person would do under the same or similar facts; provided, however, that no Member of the Board of Directors may act when there is a conflict of interest, without full disclosure of all material facts, without a full accounting as applicable, with fraudulent intent, with gross negligence, with malice, and/or by placing that person's interest over the interests of Texas-South.
- (I) Without limitation,
 - (i) the Board of Directors will hear appeals of decisions by the Discipline and Protest Committee;
 - (ii) exercise original jurisdiction over protests or disputes arising from state cup competitions;
 - (iii) settle disputes among Member Leagues through the Discipline and Protest procedures;
 - (iv) take steps to address conditions deemed to be unsafe or inconsistent with the purposes of Texas-South;
 - (v) assess fines for any failure to comply with the policies, rules and regulations of Texas-South, USASA, USSF and/or FIFA;
 - (vi) discipline, including, but not limited to placement on probation, suspension or expulsion of, Member Leagues, teams, players, and coaches for any failure to comply with the policies, rules and regulations of Texas-South, USASA, USSF and/or FIFA;
 - (vii) require Member Leagues to provide access to or copies of reasonably requested operational, registration, or accounting documents;
 - (viii) evaluate applications for Provisional Membership; and
 - (ix) .make proposals to the League Council.
- (J) Decisions of the Board of Directors shall be final, subject to the appeal process.

- (K) Each Member of the Board of Directors shall have one vote. There shall be no cumulative voting.
- (L) All votes by the Board of Directors shall be by majority vote when there is a quorum of the Board of Directors at the time of the vote.
- (M) The Board of Directors will report to the League Council the minutes of each meeting of the Board of Directors.
- (N) The Board of Directors shall meet, at least, four (4) times each year. The time and place for each meeting of the Board of Directors shall be set or re-scheduled by a majority vote of the Board of Directors; provided, however, that any vote to re-schedule such a meeting must occur at least two (2) weeks before the scheduled meeting date.

15. *Officers.*

- (A) President. The President shall be the Chief Executive Officer presiding as Chair of meetings of the Board of Directors and the League Council and developing and implementing policies and practices to further the purposes of Texas-South. The President shall appoint the chair and members of all committees subject to ratification and approval by a majority vote of the Board of Directors. The President shall perform such other duties as directed by the Board of Directors or the League Council.
- (B) Vice-President. The Vice-President shall perform all of the duties and powers of the President during the absence or incapacity of the President. The Vice-President shall serve as the Parliamentarian during meeting of the Board of Directors and the League Council. The Vice-President shall serve as the Liaison with the Discipline and Protest Committee. The Vice-President shall review and certify the proposed constitutions and bylaws submitted by applying Leagues under Section 12(A). The Vice-President shall perform such other duties as directed by the Board of Directors or the League Council.
- (C) Treasurer. The Treasurer shall be responsible for the financial affairs and operations of Texas-South and keep and maintain all financial accounts. The Treasurer shall open and maintain all accounts (e.g. bank, savings, money market or other accounts) opened for Texas-South. The Treasurer shall prepare each proposed budget for a given Year. The Treasurer shall review any approved request for expenditure and confirm that there are funds in the budget to cover the approved request for expenditure. The Treasurer shall supervise all payments made by Texas-South. The Treasurer shall maintain Quicken or similar type of financial books and report the financial affairs of Texas-South to the League Council at the MYM and the AGM. The Treasurer shall timely make all payments due to USASA. The Treasurer shall perform such other duties as directed by the Board of Directors or the League Council.
- (D) Secretary. The Secretary shall maintain the official records of Texas-South (which official records shall be conclusive in the absence of fraud). The Secretary shall record and keep the minutes of each meeting of the Board of Directors and the League Council. The Secretary shall perform such other duties as directed by the Board of Directors or the League Council.

- (E) Men's Commissioner. The Men's Commissioner shall develop policies and practices to promote the Member Leagues with men's soccer competitions and to promote and develop state cup and national cup competitions and to promote and develop tournaments within Texas-South. The Men's Commissioner shall perform such other duties as directed by the Board of Directors or the League Council.
- (F) Women's Commissioner. The Women's Commissioner shall develop policies and practices to promote the Member Leagues with women's soccer competitions and to promote and develop state cup and national cup competitions and to promote and develop tournaments within Texas-South. The Women's Commissioner shall perform such other duties as directed by the Board of Directors or the League Council.
- (G) COED Commissioner. The COED Commissioner shall develop policies and practices to promote the Member Leagues with COED soccer competitions and to promote and develop state cup and national cup competitions and to promote and develop tournaments within Texas-South. The COED Commissioner shall perform such other duties as directed by the Board of Directors or the League Council.
- (H) Tournament Approvals. The President shall review and either approve or disapprove applications to host a tournament by Member Leagues in Texas-South according to the policies and procedures adopted by the President.
- (I) Contracts. Except for Section 15(J), only the President, the Vice-President (in the absence of the President) or a person authorized in writing by the Board of Directors may sign a contract or bind Texas-South to any obligation in excess of \$3,000.
- (J) Checks. No check in excess of \$2,500 may be signed except by the President and the Treasurer.
- (K) Credit Cards. Each officer who has been issued a credit card may not spend more than the limit of the credit card and the budget of that officer.
- (L) Budget Limits. Each officer will not incur expenditures in excess of the budget limits without prior written approval of the President and the Treasurer.
- (M) Bank Accounts. The President, the Treasurer, and each other person designated in writing by a majority vote of the Board of Directors shall be the signatories on each account opened and maintained for Texas-South. The signature cards for any bank account shall require the joint signature of the President or the Vice-President (in the absence of the President), on one hand, and the treasurer, on the other hand, for any check in an amount equal to or greater than \$3,000.
- (N) Suspension. After reasonable notice of at least thirty (30) days and after an opportunity to be heard before any vote is taken, any Officer may be suspended if that Officer is absent from one meeting of the Board of Directors or the League Council without excusable cause or is absent from two such meetings in a given Year for any reason by a majority vote of the remaining Officers.

- (O) Removal. After reasonable notice of at least sixty (60) days and after an opportunity to be heard before any vote is taken, any Officer may be removed from office by a 66 2/3rds vote of the League Council at a special or regular meeting of the League Council.
- (P) Vacancy. In the event of the resignation, incapacity or other vacancy of an office, any member of the Board of Directors may shall recommend, and the Board of Directors shall elect by a majority vote, a substitute to serve in the open office until an election may be held at the next meeting of the League Council.
- (Q) Regulatory Filings. The Treasurer shall timely prepare and file, or cause to be prepared and filed, all forms required by all local, county, state and federal agencies, departments, bureaus, and services, including, without limitation, each Form 990. Each For, 990 shall be reviewed by the Board prior to filing (unless it is impractical to do so and, in that event, within fourteen (14) days after filing).
- (R) Dissolution. The Board of Directors may, by a super-majority vote, dissolve Texas-South; provided, however, that any assets of Texas-South shall be delivered in trust to USASA for distribution to a newly organized state association. Admitted to USASA and USSF.

16. *Positions and Committees.*

- (A) State Administrator. The State Administrator shall be an independent contractor in charge of all registration policies and practices and such other duties as contained in the independent contractor agreement. The State Contractor may be a paid position and may be for up to a two year term.
- (B) Webmaster. The Webmaster shall be an independent contractor in charge of the website for Texas-South and such other duties as contained in the independent contractor agreement. The Webmaster may be a paid position and may be for up to a two year term.
- (C) Qualifications. The Board of Directors shall determine the qualifications for the State Administrator and the Webmaster. The Board of Directors shall issue a Request for Proposals for each position at least by June 1 of the Year prior to the AGM at which time the bids will be accepted or rejected by a majority vote of the Board of Directors. Neither position will comprise a voting member of the Board of Directors. The same person may occupy both positions.
- (D) Standing Committees. There shall be the following standing committees which will comprise of a Chair and two members (and sometimes alternates) to be appointed by nomination of the President for Chair and members and approved and ratified by a majority vote of the Board of Directors :
 - (i) Discipline and Protest. The Discipline and Protest Committee shall hear and review all appeals, protests and grievances except those arising out of a state or national cup or arising out of a tournament (which state cup, national cup or tournament rules may provide for a different appeals process). It shall further implement such other directives from the Board of Directors or the League Council;

- (ii) Audit/Budget. The Audit/Budget Committee shall assist the treasurer in the preparation of each draft annual budget and shall supervise an audit of the finances of Texas-South every other year. It shall further implement such other directives from the Board of Directors or the League Council;
 - (iii) Rules. The Rules Committee shall review any proposed amendments to the Constitution and Bylaws and make recommends whether to accept or reject any whole or partial proposed amendment. It shall further implement such other directives from the Board of Directors or the League Council;
 - (iv) Meetings. The Meetings Committee shall coordinate the scheduling of the MYM and the AGM and to assist the Secretary in developing the agenda for each MYM and AGM. It shall further implement such other directives from the Board of Directors or the League Council; and
 - (v) Marketing. The Marketing Committee shall investigate and promote the marketing of Texas-South and the securing of sponsorships for Texas-South. It shall further implement such other directives from the Board of Directors or the League Council;
- (E) Term of the Appointments to the Standing Committees. Each appointment to a Standing Committee will be for a two year term.
- (F) Other Committees or Sub-Committees. The Board of Directors may creat5e such other committees or sub-committees as determined by a majority vote of the Board of Directors.

17. *Modernization.*

- (A) The Board of Directors or the League Council may, upon at least fourteen (14) days notice to all Leagues, adopt such technological process which the Meetings Committee unanimously deems reasonable and necessary to facilitate the conduct of any such meeting, including, without limitation, video conferencing;
- (B) The Board of Directors or the League Council may, upon at least fourteen (14) days notice to all Leagues, conduct a vote on an issue by email or electronic means; provided, however, that any such vote shall be governed by the requirements of a special meeting of the Board of Directors or the League Council (except for the electronic forum); and
- (C) The Board of Directors or the League Council may conduct an electronic or other survey to assist either or both of them in the performance of their duties and responsibilities.

18. *Appeals.*

- (A) For purposes of Section 18, an appeal, grievance or protest (an “Appeal”) may embrace any dispute or complaint which consists of:
 - (i) a challenge by a player, coach, or team to a decision, action or conduct by a Member League after the player, coach, or team has completed the applicable discipline and protest process provided by the Member League (a “Direct Appeal”); or

- (ii) a challenge by a player, coach, or team to a decision, action or conduct by a Member League when the Member League does not have an applicable Discipline and Protest process or if the player, coach or team can prove to the Discipline & Protest Committee of Texas-South by a preponderance of the evidence that the applicable discipline and protest process provided by the Member League is biased, partial and unfair(an “Indirect Appeal”); or
 - (iii) a challenge by a player, coach, team, Member League or other League to a decision, action or conduct of Texas-South or if there is no other available forum to resolve a dispute(an “Original Appeal”).
- (B) This Appeals process shall not apply to any Appeal of any dispute arising out of a state cup, national cup or tournament if such cup competition or tournament shall have an appeals process stated in their respective rules different than an appeal to Texas-South (e.g. any Appeal of any Dispute shall be determined by the respective State Commissioner or Tournament Director where any such decision is considered to be conclusive or final);
- (C) For any Direct Appeal, Indirect Appeal of Original Appeal:
- (i) each party making the Appeal must make a request for an appeal or review in writing and sent to the President within fourteen (14) days of the complaining party’s receipt of notice of the final decision, act or conduct which is to be reviewed on Appeal;
 - (ii) there is no particular required form of the request other than to identify the final decision, act or conduct to be reviewed and when each Appealing Party received notice of that final decision, act or conduct;
 - (iii) a cost bond by check (in good and immediately available funds) of \$50 made payable to Texas-South shall be received by the President with the request for an Appeal;
 - (iv) within seven (7) business days of the receipt of the written request for an Appeal and the cost bond, the President shall forward the papers to the Chair of the Discipline and Protest Committee and the Appeal will be docketed;
 - (v) within seven (7) business days after the Appeal is docketed, the Chair of the Discipline and Protest Committee shall send notice to the Appealing party or parties and to the party or parties whose decision, act or conduct is the subject of the Appeal of the following schedule:
 - [a] if there is a decision or record created by the party or parties whose decision, act or conduct is the subject to the Appeal, then each such party or parties shall have ten (10) days to forward a copy of the decision and all supporting documents or a copy of the match report or other documents memorializing the act or conduct in question to the Chair of the Discipline and Protest Committee;

- [b] if the Chair receives any such documents, then the Chair shall forward all such documentation to each Appealing Party within ten (10) days of receipt of such documents;
 - [c] each Appealing party shall have fourteen (14) days after receipt of the documents or after receipt that no such documents will be forwarded to provide all written evidence which should be considered on Appeal;
 - [d] the Chair of the Discipline and Protest Committee shall forward any documents received from each Appealing Party to all other parties within ten (10) days of receipt of any such documents;
 - [e] any party other than an Appealing party shall have fourteen (14) days after receipt of the documents or after receipt that no such documents will be forwarded to provide all written evidence which should be considered on Appeal;
 - [f] the Chair of the Discipline and Protest Committee shall forward any documents received from each other party to each Appealing party within ten (10) days of receipt of any such documents;
 - [g] each Appealing party shall have ten (10) days after receipt of the documents to provide any additional written evidence which should be considered on Appeal;
 - [h] the Chair of the Discipline and Protest Committee shall forward any documents received from each Appealing Party to all other parties within ten (10) days of receipt of any such documents;
 - [i] the Discipline and Protest Committee shall then review all of the documents submitted for review. The Discipline and Protest Committee shall ender its decision within fourteen (14) days after receipt of all documents to be reviewed or decide by then to hold a live hearing;
 - [j] if a decision to hold a live hearing is made, then such hearing and the decision shall be made within thirty (30) days of the notice of a live hearing; and
 - [k] notice of the decision shall include notice of the right to appeal.
- (vi) the entire Appeals process shall be conducted electronically. Notice shall be deemed given by the completion of an email transaction. If any of the parties does not have access to email, then that party shall designate someone with an email account to serve as the proxy for that party.

(vii) *Each party to any Appeal agrees to transact business by use of electronic means.*

- (D) Any decision by the Discipline and Protest Committee shall be by majority vote.
- (E) In a Direct Appeal, the Discipline and Protest Committee shall decide if each Appealing Party received due process (i.e. notice and an opportunity to be heard, although a live hearing is not required). If no due process was afforded, then the Discipline and Protest Committee shall return the matter to the Member League to provide a review with due process. If due process was afforded, then the Discipline and Protest Committee shall review the findings appealed under the Substantial Evidence rule.
- (F) In an Indirect Appeal or an Original Appeal, the Discipline and Protest Committee shall comprise the trier of fact and law. The burden of proof on each Appealing Party is a preponderance of the evidence.
- (G) The Discipline and Protest Committee may not reverse or change a decision by a referee on or off the pitch under the LOTG.
- (H) The Discipline and Protest Committee may delegate any Appeal to any sub-committee of the Discipline and Protest Committee or to a Member League to render an advisory decision.
- (I) Any decision of the Discipline and Protest Committee of Texas-South may be appealed to the Board of Directors under the following procedures:
- (J) Any decision of the Board of Directors may be appealed to the USASA or the UUSF respectively under the respective policies and procedures of the USASA and the USSF.
 - (i) each party making the Appeal must make a request for an appeal or review in writing and sent to the President within fourteen (14) days of the date of the decision by Discipline and Protest Committee;
 - (ii) there is no particular required form of the request;
 - (iii) the Board of Directors shall review the appealed decision based upon the record created by the Discipline and Protest Committee and upon any other records requested by the Board of Directors;
 - (iv) The Board of Directors shall render its decision by a majority vote and shall review each decision under the Substantial Evidence rule.

19. *Penalties, Debts and Assessments.*

- (A) Each Member League, registered team, and/or registered player shall timely pay all fines, penalties or assessments. Any Member League, registered team, or registered player which does not timely pay any debt may be suspended or otherwise disciplined.
- (B) If a Member League dissolves, disbands, or withdraws from Texas-South when it owes money to Texas-South, then each officer, director, or principal of the member League shall be responsible for the debt owed to Texas-South. Texas-South may preclude any former officer, director, or principal of a League which owes money to Texas-South from participating in any new League.
- (C) Texas-South may assess each Member League, after notice and an opportunity to be heard, a sum not to exceed \$50 per team.
- (D) The Board of Directors may, by a majority vote, promulgate a table of fines or may assess specific fines on a case-by-case basis may delegate to the Discipline and Protest Committee the authority to assess fines on a case-by-case basis.

20. ***Precedence of State Activities.*** Any competition, tournament or activity sponsored or promoted by Texas-South shall take precedence over any scheduled match, competition, tournament or activity sponsored by any member League or registered team.

21. ***Prohibition on Gambling.*** Gambling is not permitted on any basis or in any manner.

22. ***Travel Permits.*** No registered team may participate in any competition outside of Texas-South without first obtaining a travel permit signed by the President or other member of the Board of Directors.

23. ***Players.***

- (A) A professional player is a player who receives payment for playing soccer or who signs a professional player contract.
- (B) A youth player is a player who has not turned nineteen (19) years of age by January 1 of each seasonal year.
- (C) An adult or amateur player is a player who is not a professional player or a youth player.
- (D) Texas-South further adopts the definitions of and best practices for professional and adult/amateur players established in the current applicable USSF Bylaw and Policy Manual ("USSF Manual") and, in the event of a conflict, the definitions and best practices in the USSF Manual govern.
- (E) A registered player may be an originally registered player, a transferred player, or a released player. An originally registered player is a player first registered to a team in a seasonal year for a give competition. A transferred player is a player that seeks to transfer from one team to another team within the same competition within the same seasonal year or who leaves a registered team that officially has disbanded or dissolved. A released player is a registered player who leaves a registered team, but does not transfer to another team within the same competition in the same seasonal year.

- (F) Each registered player must conform to the registration procedures established by Texas-South and each Member League for originally registered, transferred or released players.
- (G) Each registered player must complete the applicable registration process by each applicable deadline during each week or during each competition when registration must be completed.
- (H) Each registered player must comply with the limit of players per roster established by each Member League.
- (I) Each registered player must comply with all registration procedures established by USSF, USASA, the USOC, and/or FIFA for each specific category of play other than provided herein.
- (J) Each registered adult or amateur player may play in a competition with professional players and not lose the applicable adult/amateur status.
- (K) Each registered player must conform to the rules and regulations regarding the participation of professional players; provided, however, that no professional player may play in a competition sponsored by STYSA.
- (L) A player from outside Texas-South or outside the United States may play in a competition in Texas-South if that player receives clearance from Texas-South.

Adopted, ratified and effective the 10th day of August, 2013.