

These are the Bylaws of the Eagle Mountain Soccer Association, Inc. (EMSA) duly adopted at an organizational meeting of the Board of Directors named in the Articles of Incorporation of the Association.

ARTICLE I-OFFICES

1.01 The principal office of the Association in the State of Texas shall be located in Northwest Tarrant County. The association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

1.02 The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE II-MEMBERSHIP

2.01 This Association shall be comprised of parents or guardians with youth participating in EMSA's soccer program. Hereafter these parents or guardians shall be referred to as members of the Association based upon Article 2.02. Any other persons or volunteers can be recognized as a member on a case by case basis as determined by the Board of Directors.

2.02 Applicants for membership shall properly complete a Registration/Release form, submit a birth certificate, and pay all fees. Comply with the constitution as governed by North Texas Soccer Association (hereafter known as N.T.S.S.A.), EMSA Bylaws, and other rules and requirements that the Board of Directors may establish from time to time. Having complied with the foregoing, the Applicants may be accepted for membership by the Board of Directors.

2.03 Any adult who agrees to abide by the Constitution of N.T.S.S.A., EMSA Bylaws its rules, regulations and passes a criminal background check may volunteer to be a Coach, Coaches Assistant, Team Manager, Board Member or serve in any other capacity upon approval of the Board of Directors and may continue in that capacity, subject to removal for a cause by the Board of Directors.

2.04 An annual membership is established as being from September 1 through August 31 of the following calendar year.

2.05 Each adult member 18 years of age and older shall be entitled to one vote on each matter submitted to a vote of the members.

2.06 Any member of the Association or coach, team or official may be expelled and his or her membership canceled, forfeited or suspended unilaterally by the Association's Board of Directors or through its consideration of a recommendation of the Appeals and Disciplinary Committee or he or she may be censured by the Appeals and Disciplinary Committee and/or by the Association's Board of Directors for a violation of the Association's Constitution, Bylaws, Rules and Regulations or for conduct prejudicial to the interest of the Association.

Revised 1/1/2011

2.07 The Association will honor all orders of suspension of players, coaches or referees issued by the Association, N.T.S.S.A., or any other Association based upon a determination of the facts by the Board of Directors or USSF Division.

2.08 Any member may resign by giving written notice to the President, but such resignation shall not relieve the member so resigning of the obligation to pay any fees, assessments, or other charges theretofore accrued and unpaid unless otherwise excused by rules established by the Board of Directors.

ARTICLE III-GOVERNMENT OF ASSOCIATION

3.01 The Board of Directors shall be the governing body of Eagle Mountain Soccer Association and shall transact all business and enforce all rules for Eagle Mountain Soccer Association. It shall have the power to settle all disputes and protests. All decisions of the Board are final. The only appeal is to N.T.S.S.A.

3.02 There shall be no vote by proxy.

3.03 Directors must be members of the Association.

3.04 This Association shall be directly affiliated with and comply with the authority of, the North Texas State Soccer Association and shall represent all its members and respective interest in and before the North Texas State Soccer Association.

3.05 The Association recognizes the superseding authority of the North Texas State Soccer Association (N.T.S.S.A.). In the event of a discrepancy between EMSA's bylaws and N.T.S.S.A., N.T.S.S.A's authority supersedes EMSA's.

3.06 The territory under the jurisdiction of this association is defined: Beginning at the intersection of I35 and Northwest Loop 820. West along 820 to Silver Creek Rd., Northwest on Silver Creek Rd. To Confederate Park Rd, West to FM 730/1886, Northeast to Parker/Tarrant/Wise County line. This excludes the city limits of Haslet (open territory).

3.07 This Association shall have jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players, teams, parents, and other persons affiliated with such teams. Each member will adhere to these Bylaws and any rules and regulations and will comply with the authority of the Association. If the Association is presented sufficient evidence that a Member is not adhering to the Bylaws and Rules and Regulations, the Association will ask the Appeals & Disciplinary Committee Chairman to investigate the allegations and take necessary action.

3.08 The Fiscal year of the Association shall be from September 1, to August 31.

3.09 The Association shall keep correct and complete books and records of account and shall keep minutes of all meetings at its principle office and are available for review upon written request of the Secretary.

3.10 The Board of Directors may authorize any officer or officers of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

3.11 The President and or the Treasure may sign all checks in payment of the obligations of the Association with the exception being the Field Commissioner's account which will not maintain a balance in excess of \$200.00. The Field Commissioner is authorized to use these monies to provide for the immediate and essential care of EMSA playing fields.

3.12 All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

3.13 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

3.14 These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a majority of elected Directors at any regularly scheduled meeting of the Board of Directors.

ARTICLE 1V-MEETINGS OF THE ASSOCIATION

4.01 All meetings of the Association shall be held at such place as designated by the President. All meetings of the Association will be open to the members of the Association. Except as otherwise provided in these bylaws and any special rules of order of EMSA, the current edition of Robert's Rules of Order Newly Revised shall govern all matters to which they are applicable.

4.02 An annual meeting of all members shall be held before the conclusion of the spring soccer season with the date to be decided by majority vote of the Board of Directors, for the purpose of electing Directors and transacting such other business as may properly be brought before the meeting. A quorum of the membership is not required for this meeting so long as notices of such meeting were properly given.

4.03 Special meetings of the Association for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by a majority of the Directors. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting. A quorum is required for this meeting.

4.04 The meeting of the Board of Directors shall be held on the 1st Thursday of each month. A majority of the elected Board of Directors shall constitute a quorum. If the meeting is changed, then proper notice must be given.

4.05 Any three (3) voting members of the Board of Directors (which may include the President) may take emergency action on matters demanding immediate attention when it is impractical or impossible to call a meeting and shall report their actions to all Board of Directors within (24) hours.

4.06 Written, printed or emailed notice stating the place, day, and hour, of any meeting, and the purpose or purposes for which the meeting was called, shall be delivered not less than three (3) days nor more than fifty (50) days before the meeting, either personally, by mail, email or online posting by or at the direction of the President, to each Board Member of record entitled to vote at the meeting unless otherwise provided in these Bylaws, If mailed, such notice shall be deemed to be delivered when postmarked by the United States

Postal Service addressed to the delegate or Board Member at their address as it appears on the records of the Association, with postage thereon prepaid.

ARTICLE V-BOARD OF DIRECTORS

5.01 The Board of Directors consists of the following positions and shall be elected for a term of two (2) years. Any Director that desires to seek election to another office must first resign the office he/she is holding, prior to the election. Any person declaring to run for office of the Board of Directors must submit in writing their declaration to the Board of Directors at a regularly scheduled Board Meeting at least one month prior to the election. Elections shall be held at the Annual Meeting. The Members will elect by majority vote each Director whose term is open. For a Member to vote they must have a child registered with EMSA and having played in the Spring or Fall season of the current year. Current Board Members may vote in the election without having a child currently registered. The Member and Child must be in good standing within the Association. The Member will be granted one vote per child up to a maximum of two votes per family. ...Each Director's seat will come open for election on the following years:

President	(Elected even years)	Vice President	(Elected odd years)
Registrar	(Elected even years)	Coaches Commissioner	(Elected odd years)
Secretary	(Elected even years)	Treasurer	(Elected odd years)
Equipment Manager	(Elected even years)	Uniform Coordinator	(Elected odd years)
Field Commissioner	(Elected even years)	Referee Commissioner	(Elected odd years)
Volunteer Coordinator	(Elected even years)	Sponsor Coordinator	(Elected odd years)

5.02 Elected Directors are entitled to one vote regardless of the number of positions held. A person may occupy more than one elected position but not more than two at any time. Should an elected position be vacated prior to an election year the President shall nominate a person to serve in such capacity with Board approval. The appointed position will be filled at the next regular election. The President is prohibited from occupying more than one position. Any member of the Board of Directors shall be required to resign following a vote of no confidence in their ability to remain in office. The vote of no confidence must be passed by a majority of all of the voting Directors. If a Director receives a vote of no confidence, he/she is automatically removed from the Board of Directors and their ability to transact business in behalf of the Association is terminated.

5.03 The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Association. Minutes shall be approved at the next Board Meeting and are available for review by the membership at said meetings of the Board.

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

5.04 A. Any board member may request a free season of soccer, but must serve at least six (6) months prior to receiving a free season.

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

ARTICLE VI-OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

President

6.01 The President shall be the principal executive officer of the Association and shall, in general, supervise the business and affairs of the corporation. He/she shall preside at all Association meetings. He/she shall appoint committees as deemed necessary, assign duties to Directors and officers as requires, take prudent and reasonable action in circumstances not covered in these Bylaws, and such authority is implicit in the office. He/she is ex-officio voting member of all Committees. He/she shall cast the deciding vote in the event of a tie at any meeting, or he/she may waive the right to do so. He/she may sign with the Treasurer or any other proper officer of the Association authorized by the Board of Directors any deed, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the Board of Directors by these By-laws or by statue to some other officer or agent of the Association. The President with the Treasurer or other authorized officer may sign checks and pay indebtedness up to \$200.00 without seeking express authorization from the Board of Directors.

Vice President

6.02 The Vice President shall succeed to the office of President in the event that office becomes vacant. He/she shall serve in that office until the next regularly scheduled Board meeting, at which time the Board of Directors will appoint a President to serve until an election can be held at the next Annual General Meeting to fill the office of President. The Vice President shall assume the powers of the President in his/her absence. He/she shall be responsible for seeing that the administrative policies and the operation of the Association are carried out. He/she shall be responsible for the Appeals and Disciplinary Committee.

Registrar

6.03 The Registrar shall be responsible for the registration and eligibility of all players and teams per the rules and bylaws provided by N.T.S.S.A...

Secretary

6.04 The Secretary shall record the minutes of all meetings, attend to all correspondence, keep records for Eagle Mountain Soccer Association, and notify each Director of all meetings. The secretary is responsible for making these records available per **5.03**.

Treasurer

6.05 The Treasurer shall collect all monies, keep a detailed account of income and expenses, maintain an Eagle Mountain Soccer Association checking account, pay all fees and expenses as authorized by the Board of Directors, coordinate the preparation of budgets, and submit a detailed financial report at each meeting to the Board of Directors. He/she is responsible for the proper filing and paying of all taxes incurred by the Association. Any checks written over the amount of said one thousand dollars (\$1000.00), must have two (2) signatures per our Bond Insurance.

Coaches Commissioner

6.06 Coordinate all coaching, activities, development, and education as required by N.T.S.S.A. and the Association.

Field Commissioner

6.07 The Field Commissioner will be responsible for coordinating all work and cost for field maintenance and expansion. They will also maintain any contracts with cities or entities and attend any meetings pertaining to the use or expansion of fields. He/she has the authority to determine the playability of the fields and is responsible for notifying the appropriate Board Members. He/she is responsible for ensuring to the best of their ability a safe and secure playing environment (i.e. anchoring of goals, nets, etc.). He/she is responsible for coordinating practice locations.

6.07A Assistant EMSA Field Commissioner

The assistant EMSA Field Commissioner is an appointed non-voting position.

The assistant is appointed by the EMSA Field Commissioner with approval by the EMSA Board of Directors and shall serve at the EMSA Field Commissioner or EMSA Board of Directors discretion.

The assistant is not required to attend board meetings unless requested to do so by the Field Commissioner or any EMSA Board Member.

The assistant will work directly with the EMSA Field Commissioner.

The duties are as follows:

- 1). Assist in maintaining all EMSA fields and equipment.
- 2). Monitor the status of all fields and supplies.
- 3). Assist the EMSA Board of Directors as needed.

Uniform Coordinator

6.08 The Uniform Coordinator shall be responsible, with Board approval, for ordering and distributing uniforms for coaches, referees and players each season in a timely manner and should coordinate with sponsor coordinator for sponsorships when warranted.

Sponsor Coordinator

6.09 The Sponsor Coordinator shall be responsible, with Board approval, for ordering and distributing, trophies, awards, and plaques for coaches and sponsors each season in a timely manner and should coordinate with sponsors and teams to insure proper sponsorship on uniforms.

Equipment Manager

6.10 The Equipment Manager shall be responsible for maintaining an accounting of all equipment needs of the Association. An accurate inventory should be provided at the conclusion of each season with a detailed projection of needs for the upcoming season.

Referee Commissioner

Revised 1/1/2011

6.11 The Referee Commissioner shall be responsible for working with the referee assignors to develop the referee program of the association. Duties shall include, but not be limited to, training, assessing, promotion, and registration of officials to support the Association's program. This is to include both referees and assistant referees.

Employees/Appointed Positions (Not Open for Election)

6.12 These Employees/Appointed Positions shall have the authority to perform whatever task and duties are prescribed by the Board of Directors. Specific job duties and descriptions for each position are located in the addendums of this document.

6.13 Past President(s) position. The Board of Directors shall have the authority to appoint any Past President(s) to this position. The Past President(s) shall work as a consultant to the new President and the Board of Directors. He/She will have limited authority to attend meetings in behalf of the President or the Board of Directors. The Past President shall not have a vote in any business of the Association. He/She may only conduct business transactions on behalf of the association with the President's approval.

ARTICLE VII-CONDUCT

7.01 All persons associated with E.M.S.A. are expected to conduct themselves in a manner conducive to good sportsmanship and a wholesome atmosphere for the children. Examples of misconduct that WILL NOT BE TOLERATED and will be CAUSE FOR DISCIPLINARY ACTION shall include but not be limited to: (refer to Article VIII for disciplinary procedures) 1) Foul/Abusive language or physical assault of any other person. 2) Arguing with officials, coaches, players, spectators or any other person. 3) Throwing objects onto the field of play and/or at other persons. 4) Destruction of equipment/facilities or theft. 5) Consumption of alcoholic beverages, or use of illegal drugs.

7.02 Misconduct of members, coaches, officials, or players must be reported, either written or verbally, to the Board of Directors within 48 hours of the occurrence. 1) Upon receipt of a complaint a preliminary investigation will be undertaken and will determine, within 72 hours, whether the complaint shall be:
a) Rejected for cause b) Accepted for hearing before the A&D Committee. c) Upon acceptance of hearing all reports must be in writing.

7.03 Any complaints of incompetence regarding coaches or officials MUST BE REPORTED IN WRITING and may be received by any Board Member. Any Board Member receiving a report will forward it to the Vice President.

7.04 In the event of rejection, the Vice President shall respond in writing to the complainant within five days giving a concise reason for the rejection. The complainant may appeal this action to the board which may accept the request for hearing.

ARTICLE VIII-DISCIPLINE

8.01 The A&D Committee of the Board shall hear reports as set out herein. Decisions will be rendered according to N.T.S.S.A. guidelines. 1) All players, coaches, and representatives of E.M.S.A. are subject to disciplinary action. 2) The committee shall be composed of the A&D Chairman and 3 committee members. 3) The committee must have three members present in order to conduct a hearing. 4) The Chairman shall not be a voting member in any matters before the committee, with the exception of a tie.

Revised 1/1/2011

8.02 The A&D Committee shall set a hearing date and locations and notify the concerned individuals within 10 calendar days. 1) The Committee shall vote after hearing the pertinent facts and the witnesses have retired. A majority vote of the representatives will determine the course of action to be taken. 2) The concerned individuals shall be notified immediately, in writing, of the committee's action. 3) Action taken by the Committee may include but may not be limited to:

a) Written Reprimand b) Probation c) Suspension d) Dismissal from E.M.S.A. activities e) Expulsion from the Association

ARTICLE IX-PROCEDURE FOR APPEAL

9.01 In no event shall any person or persons or organizations under the jurisdiction of this Association resort to the Courts until all appeal procedures have been exhausted. For violations to this rule, the offending party shall be subject to the sanctions of suspension and fines as set forth by the United States Soccer Federation, and shall be liable for all expenses incurred by E.M.S.A. and its officers and members in defending each court action, including but not limited to court costs, attorney fees, reasonable compensation for time spend by E.M.S.A. officers and members in responding to and defending against allegations, in the actions, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the Court action.

9.02 Procedure for filing appeals shall be as follows:

1) All appeals to the Appeals and Disciplinary Committee must be submitted in writing within five (5) days.

2) This Committee, at its discretion, may, when requested in writing to do so, waive the time limit for filing appeals but in no case shall an extension of more than 10 days be granted.

3) All appeals to this Committee must be made in writing to the Chairman of the Committee. In cases of controversy as to timely receipt of appeals, the postmark date (postage meter not acceptable) will govern.

4) Upon receipt of appeals, properly submitted, the Chairman of this Committee shall set a time and place for the hearing and will advise all appropriate parties. Such hearing settings are solely the responsibility of the committee, but all such hearings must be scheduled within ten (10) days of receipt of the appeal and the appealing party is bound to present all information and evidence relative to the appeal at the hearing.

5) Decisions of the appeals and Disciplinary Committee may be appealed to the Board of Directors of this Association. Procedures for filing appeals with the Board shall be exactly as for filing with the Appeals and Disciplinary Committee except that all material shall be submitted to the President, who shall notify all concerned parties of the receipt of the appeals and the time and place for the hearing as set by the President.

6) All decisions at all levels of the appeals process shall stand and be of full force and effect until changed by a higher authority.

9.03 Protest and Appeals of Games:

1) Any person protesting a game must first file a protest in writing with the EMSA Appeals and Disciplinary Committee.

2) Under no circumstance can a game be protested or appealed on the basis of a Referee's decision unless the decision can be proven to be in direct conflict with the rules of the game.

Revised 1/1/2011

3) Under no circumstance will a protest be heard concerning a game where scores or standings are not recorded.

ARTICLE X-FUNDRAISING

10.01 Any person or team wishing to do any fundraising of any sort must first submit to the Board of Directors all the details of their fundraiser.

1). They must do so in writing or in person to the Board of Directors at a regularly scheduled Board meeting at least 30 days prior to the start of their fundraiser. The Board of Directors then has up to two (2) weeks in which to approve or disapprove of the fundraiser. If the fundraiser is approved, the person or a representative of the team must present to the Board of Directors a full accounting of all money raised and what the money will be used for.

2). This must be done within 30 days of the completion of the fundraiser at the next regularly scheduled Board meeting. ALL FUNDS MUST GO TO THE INTENDED PURPOSE WITH THE FOLLOWING EXCEPTIONS:

- a). Any team doing a fundraiser that is without a Sponsor, must at the completion of the fundraiser, pay the minimum sponsorship monetary amount for their age group to the Treasurer of EMSA. This must be done prior to any funds being spent.
- b). If more funds are raised than is required for the stated intended purpose, these remaining funds must be placed on account with the treasurer for the team's future use.
- c). If the team does not use the remaining funds or fails to form for the next season of play, those remaining funds will become part of the general treasury of the association.

3). Any person or team violating any provision of this rule, or found to have misrepresented the fundraiser in any way, or failing to account for the funds, or failing to turn funds over to the treasurer shall appear before the Appeals and Disciplinary Committee.

ARTICLE X-RULES OF THE GAME Refer to N.T.S.S.A. or FIFA

Article XI-Registration of Players Refer to N.T.S.S.A...