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GARLAND SOCCER ASSOCIATION, INC. BY-LAWS

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ARTICLE I - Name, Purpose, Offices

1.0 NAME

1.1 The name of the corporation is Garland Soccer Association, Inc. (hereafter referred to as the "Association").

2.0 PURPOSE

2.1 The Association has been organized to create and maintain a soccer program for the youth of Garland, Dallas County, Texas, in order to foster through organized competitive athletic activity the ideals of good sportsmanship, honesty, loyalty, and courage; to develop athletic skills and competitive fair play attributes in the member of its member teams; to build strong bodies and implant in the members of its member teams the principles of sportsmanship through an organized soccer program, to make a significant contribution to growth development in the Garland community; to have jurisdiction and be the representative entity for all member teams within the boundaries of either the Garland Independent School District (except for persons whose street address is within the boundaries of the City of Rowlett) or the City of Garland, Texas, as same now exists or may hereafter be expanded; to serve its members as an affiliate of the North Texas State Soccer Association and to recognize thereby the authority, rules and regulations of that association; and to act, from and after the date of its organization; as the successor to and in the stead of the Garland Soccer Association, and to assume, to the extent consistent herewith, all duties and responsibilities of that organization.

2.2 The Association is and shall continue to be without capital stock and shall be non-profit sharing. No part of the income or property of the Association shall be directly incurred to the benefit of any incorporator, director, member or officer, or to any person participating in the corporate enterprise. No part of the activity of the Association is or shall be the carrying on of propaganda or otherwise attempting to influence legislation and does not include and will not include the participation in or intervention in (including the publishing or distribution of statements) any political campaign of any candidate for public office.

2.3 The Association is an organization exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereafter "Internal Revenue Code").

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2.4 The name of the Association or names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any interest or any purpose not appropriately related to the purposes of the Association.

2.5 Notwithstanding any other provision of these articles, the association shall not carry on any activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the internal Revenue Code.

2.6 Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more non- profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

2.7 Nothing contained herein shall be deemed or construed by the parties hereto or by any third party to create the relationship of principal and agent or of any partnership or of joint venture, it being expressly understood agreed that no provision contained herein nor any act or acts of the parties hereto shall be deemed to create any relationship between the parties other than the relationship between the City of Garland as a governmental entity, and its citizens, in a regulatory matter, governing the use of City facilities and the conduct of activities related thereto. The Association shall not represent any person, by any means, that acts for or on behalf of the City unless expressly so authorized in writing, by the City.

2.8 The Association agrees to indemnify and hold the City of Garland, its agents, employees, and representatives harmless from any and all loss, cost expense, injury (including Death), damage, liability, action, cause of action, lien, or attorney's fees (whether contractual or statutory), arising out of or relating to the performance of the activities contemplated herein, including negligence or willful act of the parties but not those caused by or attributable to the sole negligence or willful act of the City, its agents, employees, or representatives.

3.0 OFFICES

3.1 The principal offices of the Association shall be located at 1917 Apollo Road, Suite 200-A, Garland, Texas 75044. The Board of Directors may designate a regular meeting place within Garland, Texas, and may meet at such other places as may be designated by the Board of Directors.

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ARTICLE II - Membership, Meetings, Proxies and Voting by Mail

1.0 MEMBERSHIP

1.1 Every local, youth soccer team having its principal membership within the boundaries of either the Garland Independent School District (except for persons whose street address is within the boundaries of the City of Rowlett) or the City of Garland, Texas, shall be eligible for membership in the Association.

1.2 As a condition of membership, any team otherwise qualified must agree to abide by the rules and regulations of the Association, the North Texas State Soccer Association, the United States Soccer Federation, and any other organizations to which the corporation subscribes.

1.3 The Board of Directors of the Association shall prescribe membership fees, the full payment of which shall be perquisite to membership and continuation of participation in the affairs of the Association.

1.4 Each team member shall have one vote at all meetings of the Association. The registered Coach of the member team shall be the official representative of said team in the conduct of the Association's affairs and shall be entitled to vote on behalf of said team. The Association shall maintain a list of Coaches, and only those whose names appear thereon, or their duly designated proxies, shall be entitled to vote on matters of Association business. No individual shall represent more than one member team at any given meeting.

1.5 Placeholder

2.0 MEETINGS

2.1 A semi-annual meeting of the Association shall be held at the end of the Fall and Spring seasons of each year, usually in the months of May and November, at a time and place to be designated by the Board of Directors. Notice of the time, place and purpose of said meeting shall be emailed to all members, the Board of Directors and any others entitled to vote at such meetings not less than ten (10) days prior to the meeting date.

2.2 The Board of Directors may provide for regular meetings of members, which meetings shall be held at the time and place so designated by the Board of Directors, and shall provide notice of the time, place and purpose of same to be given all persons entitled to vote on any matter to be considered at any such meeting.

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2.3 Special meeting of members may be called by the President of the Board of Directors and shall be called upon written request of most of the Board, or upon written request of not less than one-tenth of the votes entitled to be cast at such meeting.

2.4 Any request for a special meeting shall state the purpose for which the meeting is requested, and the business transacted at any special meeting shall be limited to the purpose therein stated.

2.5 Written notice of any special meeting shall be emailed to each person entitled to vote at the meeting not less than ten (10) days prior to the meeting.

2.6 The notice of the meeting shall set forth the time, place and date of the meeting, and shall state the purpose of the meeting.

2.7 Members holding one-tenth of the votes entitled to be cast, whether represented in person or by proxy, shall constitute a quorum for the transacting of business. If a quorum shall not be present or represented by proxy, the members present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

3.0 PROXIES

3.1 A proxy must be in writing and shall be executed by the Coach granting same to the assistant coach, team manager or parent/legal guardian of a player rostered on the shall be valid for one meeting only. Proxies shall be filed with the Registrar of the Association prior to the meeting at which they will be exercised.

4.0 PLACEHOLDER

ARTICLE III- Directors and Officers, Elections, Terms of Office, Removal and Executive Committee

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1.0 DIRECTORS

1.1 The direction and management of the affairs of the Association and the control and disposition of its property and funds shall be vested in the Board of Directors, consisting of Directors and Officers who need not be a Coach of any member team; however, if he is, such Director shall be disqualified to participate in any grievance matter involving the team he represents. No Director or Officer shall receive compensation for services rendered as Director or Officer but shall be reimbursed his expenses incurred in the performance of his duties. Any Director not entitled to vote as a Coach of a member of the team will have one vote at each meeting of the Association. Such votes shall be nontransferable by proxy.

2.0 ELECTIONS, TERMS OF OFFICE, REMOVAL

2.1 *Officers:* The President, Vice President, and Treasurer shall be elected for terms of two years. The President and Treasurer shall be elected at the spring semi-annual meeting of odd numbered years. The Vice President shall be elected at the spring semi-annual meeting of even numbered years. No Officer shall be related to any other Officer. This includes a relationship resulting from a legally recognized marriage.

2.2 *Directors:* League Directors shall be elected for a one-year term. The number of directors for Under 6 through Under 19 Boys, and Under 6 through Under 19 Girls shall be determined by the board of directors. League Directors shall be elected at the fall semi-annual meeting. The number of non-League Directors and their duties shall be determined by the board of directors. The Referee Director shall be elected at the spring semi-annual meeting of even numbered years for a two-year term. The Facility and Equipment Director and TOP Soccer Director shall be elected at the spring semi-annual meeting of odd numbered years for a two-year term. All other shall be elected at the spring semi-annual meeting for one-year

2.3 Any member of the Board of Directors may be removed from the office by a vote of no confidence in his ability to remain in the office and perform the duties thereof.

2.4 Any three (3) Team Representatives may petition for a vote of no confidence provided that the petition shall be in writing and must be submitted to the Board of Directors. The Board of Directors shall review the petition and submit a copy thereof to all members within fourteen (14) days of receipt of same.

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2.5 The vote of no confidence must carry by a three-fourths (3/4) majority of all members present and voting. The vote shall not be taken sooner than fourteen (14) nor more than twenty-one (21) days after written notice has been given member teams.

2.6 Three consecutive unexplained absences from regular and/or special meetings of the Board of Directors shall automatically disqualify a Director or Officer for the remainder of his term of office.

2.7 *Vacancy:* In the event a vacancy occurs in the office of the President, the Vice President shall become the President for the unexpired term. In the event the Vice President is unable to assume the position of President, the Board will elect a President to fill the unexpired term. In the event a vacancy occurs in the position of any other Officer or Director, the Board of Directors shall elect a successor to fill the unexpired term.

3.0 MEETINGS

3.1 Regular meetings of the Board shall be held at such time and place as may be provided from time to time by resolution of the Board. No notice of regular meeting needs to be given.

3.2 Special meetings may be called from time to time as called by the President of the Board or any two (2) Board members. Notice of any special meeting shall be given verbally to each Board member at least three (3) hours before said meeting.

3.3 A majority of the total number of Directors and Officers shall constitute a quorum for the transaction of any business.

3.4 Parliamentary Procedure, as specified by Robert's Rules of Order, Newly Revised, shall govern all meetings of this Association.

4.0 EXECUTIVE COMMITTEE

4.1 The President and any other two Officers or Directors designated by the Board of Directors shall constitute an Executive Committee with emergency powers to act on matters demanding immediate attention when it is impractical or impossible to call a Board meeting. No Executive Committee member shall be related to any other Executive Committee member. This includes a relationship resulting from a legally recognized marriage.

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4.2 A written report of all Executive Committee actions shall be given to the Board at its next meeting after any such Executive Committee action.

5.0 COMMISSIONERS

5.1 The League Directors will submit to the Board of Directors for approval, commissioners within an age group, select teams, and adult teams.

5.2 Commissioners will be appointed on a seasonal basis. Their duty shall be to assist the Director with such administrative duties as the Director may delegate.

ARTICLE IV - Powers and Duties of Board of Directors

1.0 POWERS

1.1 The Board of Directors shall be authorized to exercise all powers, duties and authority of the Association as set forth in the Articles of Incorporation, and shall be vested with all powers to enforce compliance of its participants to the Laws of the Game, the Rules of the United States Soccer Federation, the Rules of North Texas State Soccer Association, and the Articles of Incorporation and By-Laws and Rules of this Association; shall establish rules governing the divisions, tournaments and any special competitions within the jurisdiction; and shall be vested with power to settle disputes and protests arising therein.

2.0 DUTIES

2.1 The Board may adopt and publish such other and further rules and regulations, including fees, if any, governing the personal conduct of the members.

2.2 The Board may provide for suspending the rights of any member who shall be in default for more than thirty (30) days in the payment of any assessment charges or fees levied by the Association.

2.3 The Board shall cause a complete record of its corporate affairs to be kept and shall make such records available for inspection by any member. The Board shall provide for an annual audit of the financial affairs of the Association by the Auditing Committee and, upon acceptance thereof, shall make copies thereof available to all Members.

2.4 The Board shall designate a depository for Association funds, and shall designate those officers, agents and/or employees who shall have authority to withdraw funds from such

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accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate.

2.5 The Board shall be prepared and approve an annual budget.

2.6 The Board shall fix the association fees sufficient to meet the obligations of the Association.

2.7 The Board shall procure and maintain adequate insurance to protect the Association, its employees and its personal and real properties.

2.8 The Board may purchase, receive, lease, or otherwise own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein; and may pledge, sell, lease, operate, maintain, transfer, or otherwise dispose of all or any part of its personal property; and may mortgage, dedicate, alienate, release, transfer, hypothecate, sell or otherwise encumber its real property, together with improvements there on.

2.9 The Board shall appoint such committees as may be prescribed hereafter.

2.10 The Board shall exercise their powers and duties in good faith, with a view to the interests of the Association and to this end adopt appropriate guidelines for action on matters where potential conflicts of interest may exist.

ARTICLE V - Duties of Officers and Directors

1.0 THE DUTIES OF THE OFFICERS OF THE ASSOCIATION ARE AS FOLLOWS:

1.1 *President:* The President shall be the chief executive officer of the Association, and as such shall preside at all meetings of the Board of Directors and of the Association, shall see that orders and resolutions of the Board are carried out, shall sign all mortgages, lease, deeds, and other written instruments and shall co-sign all promissory notes and contracts as the Board may approve from time to time, shall appoint all Service Committees and delegates to all functions not requiring that an Officer attend. The President shall submit an annual report which shall be placed in the minutes of the Association. The President shall be the designated agent of the Corporation.

1.2 *Vice President:* The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board. He shall chair the Appeals and Disciplinary Committee and is the official delegate of the Association to the NTSSA.

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1.3 Placeholder

1.4 *Treasurer:* The Treasurer shall cause all moneys of the Association to be deposited in appropriate accounts and disbursed there from as directed by the Board of Directors, shall co-sign any promissory notes and contracts, keep proper books of accounts, shall present a semi-annual statement of the Association's financial position to the Board of Directors, and shall be the chief officer responsible for the preparation of an annual budget for the current fiscal year and a statement of income and expenditures for the previous fiscal year to be presented to the Board and to the membership at the Fall semi-annual meeting. He/she shall chair the Budget and Finance Committee and report the actions of same to the Board of Directors. He/she shall also be responsible for a timely filing of any federal or state tax reports necessary.

2.0 THE DUTIES OF THE DIRECTORS ARE AS FOLLOWS:

2.1 *Major League Director:* The Major League Director will coordinate the activities of the Under 14, Under 16, Under 19, Select Teams and adult leagues and will be the liaison between the coaches and the Board of Directors.

2.2 *Under 6 through Under 19 League Directors:* The League Directors will coordinate the activities of their respective age divisions and will be the liaison between the coaches and the Board of Directors.

2.3 *Facility and Equipment Director:* The Facility and Equipment Director will coordinate the maintenance and use of the fields, facilities and equipment for all soccer activities and will be the liaison to the referee assignor and City services as it pertains to field conditions and/or facility use. The Facility and Equipment Director will provide input to the annual GSA budget as it pertains to maintenance and equipment purchases for the facilities, field lining, and equipment purchases for soccer activities.

2.4 *Training and Special Events Director:* The Training and Special Events Director will coordinate training sessions, coaching clinics, and fund-raising activities of the Association and will appoint, with the Board of Directors' approval, the "Association Coach" with the required minimum "E" coaching badge, who will conduct coaching clinics for the Association. The Training and Special Events Director shall serve as Chairman of the Cup & Games Committee unless otherwise appointed by the President.

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2.5 *Publicity and Awards Director:* The Publicity and Awards Director will coordinate publicity and awards (patches and trophies) for the Association.

2.6 *Referee Director:* The Referee Director shall be a registered USSF Referee in good standing and shall report the activities of the Referee Committee to the GSAI Board at all board meetings. The Referee Director shall be an active referee within the Garland Soccer Association with an accumulation of twenty (20) games or more in the current fiscal soccer year. The Referee Director shall serve as the Chairman of the Referee Committee and will act as the liaison to the Referee Assignor. The Referee Director will coordinate all Referee Certification and Re-Certification classes and/or events. The Referee Director shall be required to hold at least one (1) meeting at the beginning of every soccer season with all USSF Referees who plan on or have worked on games for the Garland Soccer Association. This meeting shall be used to address any pertinent rule changes or procedures for which the Referees must follow.

2.7 *TOP Soccer Director:* The TOP Soccer Director will coordinate any activities and duties as required to run and maintain the TOP Soccer program.

ARTICLE VI - Committee 1.0 ELECTION COMMITTEE

1.1 The Board shall appoint an Election Committee no later than two (2) months prior to the semi- annual dates. The Committee shall consist of a chairman, who may not be a Director, and at least two members, none of whom shall be candidates for office. It shall be the duty of the Committee to provide supervision of the nomination and election of Directors in accordance with procedures adopted by the Board.

2.0 STANDING COMMITTEES

2.1 *Appeals and Disciplinary Committee:* It shall be composed of the Vice President as Chairman and four (4) Association Coaches in good standing. A member of the Referee Committee, designated by the Referee Director, may be in attendance as a nonvoting representative and advisor. The Chairman shall call all meetings; specifying the time and nature; notify all participants; and shall vote on matters only to establish a majority vote. The chairman shall notify the Association President and Director(s) of all Committee rulings immediately and submit written reports to the GSA Office Manager within ten (10) days.

All coaches registered with GSAI will be eligible to serve on the Appeals and Disciplinary Committee. A coach who is serving any disciplinary assessment shall be "not in good standing"

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for the A & D Committee for purpose. The Chairman of the A & D Committee shall choose the four (4) required coaches from coaches in good standing and who are not involved with the age group of the A & D matter. A quorum for any hearing will be one (1) board member and two (2) Coaches.

2.2 *Cup and Games Committee:* It shall be composed of three (3) members appointed by the President and confirmed by the Board of Directors. The Chairmen shall call all meetings of the committee and in matters requiring a vote, shall cast his vote after the other members. The Referee Advisor shall not have a vote. The Committee shall establish or approve schedules for tournament play and cup games.

2.3 *Budget and Finance Committee:* It shall be composed of the Treasurer as Chairman and up to two (2) members appointed by the Board of Directors. It shall submit a budget for the current fiscal year at the Fall semi-annual meeting. There shall be a \$25.00 limit on spending commitments without prior approval of the Board of Directors of GSAI.

2.4 *By-Laws and Rules Committee:* The Chairman and committee members shall be appointed by the President and confirmed by the Board of Directors. The committee shall review, from time to time, the By-Laws and League Rules of the Association for presentation to the Association for a vote of approval. Any member of the Association may submit By-Laws or Rule changes to the committee. The Committee will review such changes and present them to the Association along with their recommendations. It shall be the responsibility of this Committee to make certain the By-Laws and Rules of the Association do not conflict with each other, NTSSA, or USYSA.

2.5 *Select Team Review Committee:* Shall consist of the Association Coach, the Major League Director, a member of the Referee Committee, designated by the Referee Director, and one member appointed by the Board of Directors. The committee will be responsible for approving ALL coaches of select teams. The formation of an additional team by an approved coach requires this committee's approval.

2.6 *Referee Committee:* It shall be composed of the Referee Director, as the Chairman, and two (2) Committee Members appointed by the Referee Director and confirmed by the Board of Directors. All Referee Committee members must be registered with USSF Referees in good standing. The Referee Committee will conduct the day-to day business concerning referees, including all mentoring and assessment necessary to keep the Association of referees in good standing with NTSSA and USSF.

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3.0 SERVICE COMMITTEES

3.1 *Auditing Committee:* It shall review the accounts and accounting of GSAI and shall submit a report of the prior fiscal year at the fall semi-annual meeting and as directed by the President, who shall appoint said committee.

4.0 OTHER COMMITTEES

The President may create such other committees and assign them such duties as he deems appropriate, so long as such assignments are not in conflict with any duties or assignments specified in these By-Laws. The President shall appoint the chairman of any such committee and appoint members or delegate their selections to the chairman, as he may choose. The Chairman and/or committee shall serve if the President deems necessary.

ARTICLE VII - Fiscal Year

The fiscal year of the Association shall begin on the first day of September and end on the last day of August of every year, except for the first fiscal year shall begin on the date of incorporation.

ARTICLE VIII - Indemnification of Officers and Directors

Each Officer and Director of the Association, in consideration of his service as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he may be a party by reason of being or having been Director or Officer of the Association. The foregoing rights of indemnification shall not be exclusive of any other rights to which the Director or Officer or person may be entitled by law or agreement or vote of the members or otherwise.

ARTICLE IX - Amendments

1.0 AMENDMENTS

1.1 These By-Laws may be amended as follows:

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1.2 By a two-thirds (2/3) majority vote of the members at any meeting duly called for that purpose, providing notice of the meeting and the proposed amendments have been given to the members at least ten (10) days prior to the meeting.

1.3 By a two-thirds (2/3) vote of the members present and voting at any regular meeting of the members if most of the total membership is present and that notice of the meeting has been given at least ten (10) days prior to the meeting.

2.0 CONFLICT

2.1 In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall be controlled.

