



Constitution

/By-Laws

OF

**ALAMO AREA YOUTH SOCCER
ASSOCIATION**

MAY 2024

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ARTICLE I - NAME

This nonprofit 501c (3) organization shall be incorporated as Alamo Area Youth Soccer Association, hereinafter referred to as AAYSA.

ARTICLE II – PURPOSE

The purposes of this organization shall be to provide the opportunity for all who wish to participate in youth soccer activities within AAYSA. AAYSA shall teach good sportsmanship, educate youth participants and adult sponsors in the fundamentals of the game of soccer, promote the game of soccer through sponsorship or regularly scheduled competition, and conduct other educational activities as shall be deemed appropriate for the promotion of youth soccer.

ARTICLE III - AFFILIATIONS

AAYSA and its member organizations shall affiliate and comply with the authority of the South Texas Youth Soccer Association, hereinafter referred to as “STYSA,” and the United State Soccer Federation, hereinafter referred to as USSF and United States Youth Soccer, hereinafter referred to as “USYS.”

ARTICLE IV- TERRITORY

AAYSA shall consist of member organizations and independent teams properly registered and participating in sanctioned and recognized USYS leagues/tournaments within STYSA.

ARTICLE V – OFFICE(S)

Section 1 - Principal Office.

The principal office of AAYSA shall be in the State of Texas and all mail shall be going to a P.O. Box.

Section 2 – Registered Office

AAYSA 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, and the address of the registered office may be changed from time to time.

ARTICLE VI - MEMBERSHIP

Section 1. Eligibility.

The membership of AAYSA is open to all after having been registered independently under AAYSA and participating in AAYSA leagues for two consecutive years, this allows for a club wanting to become a member to be able to show AAYSA that they will abide by all USYS, STYSA & AAYSA sanctioned rules for leagues/tournaments and be ready with the requirements set forth in the membership application.

Application for membership must be requested via email from the association registrar and eligibility must be met as indicated in Section 1 Eligibility above. All required documents must be submitted with the completed application and emailed to the AAYSA Executive Board mentioned below:

- . President - president@aaysa.org
- . Executive VP – executive.vp@aaysa.org
- . Treasurer – treasurer@aaysa.org
- . Registrar – theregistrar@aaysa.org
- . DOC – doc@aaysa.org
- . Secretary – secretary@aaysa.org

Clubs seeking membership must have the application in by May 31 of each year to be presented at the AAYSA June GBM for the full member clubs to be able to ask questions, should they have any. Applications will only remain within the possession of the AAYSA Executive Board, not to be distributed to the member clubs. AAYSA will have the final say on the status of the membership.

Resignation –

Any member may resign from membership in AAYSA with the president of the club submitting a written and signed resignation to the AAYSA Executive Board via email . A vote is not required to accept a resignation from a member club. The resignation will be effective upon receipt by AAYSA. A member's resignation does not relieve the member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

Reinstatement –

Written request must be signed and submitted by the president of the former member club along with the copies of their current bylaws, constitution, rules and a filled-out member application with the required submitted documents. A vote is not required to accept reinstatement. The AAYSA Executive Board will decide on the reinstatement decision with the club.

Transfer of Membership –

Membership in AAYSA will not be transferrable or assignable.

Section 2. Categories. AAYSA shall have the following membership categories:

A. Member Status.

1. **Full Member Club** - To qualify the member club,
 - a) must have 100 or more players registered in AAYSA sponsored programs below (by Nov 1 of each year) through the current seasonal years AAYSA Registration Event (Official STYSA roster/cards) :
 - . Division 4 In-house (teams within your own club that play within your club teams) typically 3u-10u.
 - . Academy (PDA) – neutral site games. 7u-10u
 - . Division 3 (REC) – home/away games 11u – 18u
 - . Division 2 (AACL) home/away games. 11u-18u
 - . Super 2 (AASL) home/away games. 12u-18u
 - . Division 1 (AAPL) home/away games. 13u-18u
2. **Associate Member Club** - To qualify the member club,
 - a) will have less than 100 registered players to current seasonal years AAYSA Registration Event (Official STYSA roster/cards) by Nov 1 of each year.
 - b) will only be able to vote within the specific leagues that their player/team(s) are registered to.
 - c) independent teams are associate members.

ARTICLE VII – SEASONAL & FISCAL YEAR

Section 1 – Seasonal Year

The seasonal year of AAYSA shall be the same as the seasonal year of STYSA and United States Youth Soccer Association (USYSA)

Section 2 – Fiscal Year

The fiscal year of AAYSA shall begin on September 1 and end on August 31 of the following year.

ARTICLE VII – VOTING

Voting powers shall remain the same from Nov1 until the next seasonal year’s fall registration date of Nov 1

Section 1. Full Members:

- a) In all matters to be decided by the AAYSA Executive Board, each Full Member shall have one (1) vote if they have 100 or more players registered in AAYSA sponsored programs/competitions within the fall seasonal year, as described in Section 2A Member Status under membership.

- b) The president of the full member club shall cast all votes for the member organization, unless there is a valid proxy.
- c) A simple majority of the votes on any issue at any meeting shall decide all decisions or matters, and questions, except those involving amendments to the Constitution, Bylaws or Rules or to remove an officer.
- d) No Executive Board member of AAYSA shall cast votes for any full member club.

Section 2 Proxy:

To be valid, a proxy:

- a) must be in writing by the president of the member club and specify the date on which the proxy was executed and the meeting for which the proxy is effective. Proxy will only be valid for the specified meeting.
- b) It must be sent to the AAYSA Secretary via e-mail 7-10 days prior to the meeting. A proxy will not be warranted after the start of the meeting.
- c) The proxy must designate the individual's name, position with club and contact info appointed to vote for the full member club and must designate the powers of the proxy holder.
- d) A proxy designee may only vote on behalf of one full member club.
- e) Executive Board Members cannot serve as a proxy for any member club.
- f) A proxy cannot be someone who sits on another association or state level, to reduce conflict of interest.

Section 3 Member Attendance:

Each member (full and associate) is required to attend two Governing board meetings per seasonal year. Any member that misses two meetings will be considered in bad standing for the next seasonal years meetings.

Section 4 Good Standing:

Any member club (full or associate) that:

- 1) fails to cast all votes to which it is entitled for two AAYSA Governing Board Meetings
- 2) is delinquent in the payment to AAYSA of any registration fees, fines or other fees
- 3) fails or refuses to comply with the authority of AAYSA or STYSA,

shall be considered to lose good standing and shall have its voting rights automatically suspended until such rights are reinstated by a simple majority vote of the Governing Board.

No club, team or individual registered with a member club not in good standing because of Section 4:2 or Section 4:3 above shall be allowed to participate in any competition sponsored by AAYSA or USYS.

ARTICLE IX – GOVERNING BOARD (member clubs)

AAYSA shall be governed by a governing board. The Governing Board shall be composed of the Executive Board Members and the President of each Member Club or designated valid proxy submitted to the AAYSA Secretary via email by the member clubs President.

Section 1: General Powers

The governing board shall transact all business of AAYSA and shall have the power to enforce the laws of the game, the rules of the STYSA and USYSA and the Constitution/By-laws, Rules and procedures of AAYSA.

ARTICLE X – OFFICERS/EXECUTIVE BOARD

Section 1 - Positions:

Member clubs with votes of the Governing Board shall elect the following officers of AAYSA:

The below officers shall constitute the AAYSA Executive Board/Board of Directors.

1. President
2. Executive Vice President
3. Secretary/Operations
4. Treasurer
5. Registrar
6. Director of Coaching

To reduce and eliminate conflict of interest, no officer shall be able to sit on a club member or other association board when elected to the AAYSA Board.

Section 2 - Executive Board/Board of Directors:

The above officers shall constitute the AAYSA Executive Board/Board of Directors. The Executive Board shall be responsible for implementing the decisions of the Governing Board. The primary responsibilities are, but not limited to the following:

- a) Establish and approve all inter-organization play and playoffs.
- b) Establish and approve any inter-association play (league play between AAYSA teams, and teams from other STYSA associations, except those established at the Western District or state levels of STYSA.
- c) Review and pass upon all requests (which must have been previously approved by the member organization involved) to host invitational tournaments requiring STYSA approval; and
- d) Carry out all other duties and responsibilities as specified in the Constitution / Bylaws and Rules of AAYSA, or as required by STYSA.

Section 3 – Terms of Office & Removal :

Officers of the Executive Board/Board of Directors shall be elected to a four-year term. All officers shall assume office at the close of the annual general meeting at which they are elected.

a) Officer elected even number years:

President and Treasurer, Director of Coaching

b) Officer elected odd number years:

Executive Vice President, Secretary, and Registrar

Section 4 – Attendance:

Any officer who is absent two consecutive Executive Board meetings without reasonable excuse may have his/her position declared vacant by the majority vote of the remaining officers.

Section 5 – Vacancy:

If any officer position becomes vacant, the Executive Board may fill the position with a majority vote of remaining officers, until the next regularly scheduled Governing Board at which a special election will be held to fill the position. Should no one be appointed to interim, the position will remain vacant until the next election.

Section 6 – Duties of Officers:

- a) President – The President shall preside at all meetings of the Board of Directors, special meetings, and governing board meetings; he/she shall be an *ex officio* member of all standing committees; and shall see that all orders and resolutions of the board of directors are carried into effect. The President shall not sit on a club board while holding position at AAYSA, this is a conflict of interest, and this position should remain neutral to ALL member clubs.
- b) Executive Vice President – The Vice Presidents in the order of their seniority in office in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.
- c) Secretary – The Secretary shall attend all meetings of the Board of Directors, special meetings, and the governing board meetings and record all votes and the minutes of the proceedings to be published electronically as a draft before the next governing board meeting and shall perform such other duties as prescribed by the board of directors. Also, shall keep the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it and, when so affixed, will be attested by his/her signature or by the signature of the treasurer.
- d) Treasurer – The Treasurer shall provide a general oversight to the management of all AAYSA funds, while creating a financial report for all board of directors and governing board meetings and at other times when requested by the board of directors. The treasurer shall review and approve all expenditures needing to be paid. The treasurer will work closely with the registrar to ensure accuracy for player billings and any other fees, dues, monetary donations, contributions, and other income received in which a receipt is provided thereof.

- e) Registrar – The Registrar shall be proficient and familiar with all STYSA registration procedures and current software, select and set up the registration programs in which will be utilized by each member club within AAYSA, assume responsibility for all insurance matters (players and fields), work closely with the treasurer in ensuring the accuracy for player billings and any other fees, dues, monetary donations, contributions and other income are received and deposited in which a receipt is provided. The Registrar can and will assume the role of an absent club registrar to be able to assist the club in player and team registrations, however cannot be an active board member at the club. The Registrar shall not sit on a club board while holding position at AAYSA, this is a conflict of interest, and this position should remain neutral with the interest of ALL member clubs.
- f) DOC – The Director of Coaching will hold or be in the process of obtaining within a year of election, a minimum of a USSF National C, or a USC National Diploma or higher. The Director of Coaching will act in an advisory capacity for any coaching issues that may arise in the AAYSA Leagues or Clubs.

ARTICLE XI – MEETINGS

Section 1 - Governing Board Meetings:

The regular meetings of AAYSA will be held twice yearly in the months indicated below.

- a) January (winter)
- b) June (summer)

Section 2 - Executive Board Meetings

- a. May
- b. November

Section 3 - Special Meetings:

The President may call special meetings of either the Governing Board or the Executive Board with the designated time, date and location.

Section 4 – Place & Notice of Meetings:

The AAYSA President may designate any place within the boundaries of AAYSA, as the place for any regular or special meeting. Notice of a meeting shall have been accomplished when the AAYSA Secretary or a member of the AAYSA Executive Board designates places the notice with electronic notification.

a) Meetings.

The AAYSA Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

b) Communication.

Unless members indicate otherwise to AAYSA, all communication required in these bylaws, including meeting notices, may be sent electronically and/or posted on the AAYSA website.

Section 5 - Order of Business.

The order of business for regular meetings shall be as follows:

1. roll call and vote accreditation
2. motion to reinstate
2. approval of minutes of last meeting
3. old business
4. reports, if any, from executive board
5. by-laws / constitution, if any
6. elections of officers (June Governing Board Meeting)
7. new business / club reports
8. adjournment

Section 6 - Robert's Rule of Order:

All other aspects of the AAYSA meetings shall be conducted in accordance with Robert's Rules of order (latest edition).

Section 7 – Quorum

Most of the total membership, in good standing, which comprises a board committee or other group as of the date of the meeting (Governing Board, committee or otherwise), shall constitute a quorum at all meetings.

ARTICLE XII – NOTICE

Notice in these Bylaws shall have been accomplished when the AAYSA Secretary or his/her designate places with electronic notification or the U.S. Postal Service, with a properly addressed, sufficient postage written notice to each Governing Board member or other person entitled to notice.

ARTICLE XIII – DISCIPLINARY / COMPLAINTS

The AAYSA D&P or Appeals Committee shall utilize STYSA & USYS current Discipline, Protest, Grievance and Appeal Procedures in all disciplinary or appeals matters.

ARTICLE XIV – DISSOLUTION

If AAYSA ceases to function or dissolves, and after paying or making provision for the payment of all just liabilities, the Governing Board shall transfer all the net assets to any successor organization which has similar purposes as specified in this Constitution; provided, however, such successor organization qualifies under Section 501(c)(3) of the Internal Revenue Code (or any corresponding provision). Should no successor organization exist, then the net assets shall be distributed to STYSA, provided STYSA qualifies under Section 501(c)(3). If STYSA does not exist or does not qualify, then the Governing Board may distribute the net assets to any youth organization it designates so long as the organization qualifies as 501 (c) (3).

CERTIFICATE

I, Rosalinda Prieto-Williams, the undersigned President of the Board of Directors of the Alamo Area Youth Soccer Association, do hereby certify that the foregoing is a true and correct copy of the Constitution/Bylaws of said Corporation duly adopted as of the 20th, June 2024, by a majority vote of the Board of Directors and the Governing Board entitled to vote thereon, during a meeting.

WITNESS my hand this 20th day of June 2024.

Rosalinda Prieto-Williams

*by: Rosalinda Prieto-Williams
President of the Board of Directors*

