

**El Paso Classic Soccer League
A Texas Nonprofit Corporation
Bylaws**

The following bylaws were approved by unanimous vote at the Board of Directors Meeting, July 22, 2012.

1. Name

- 1.1. The name of this league is El Paso Classic Soccer League, hereafter referred to as EPCSL, or the League, in this document.

2. Mission Statement

- 2.1. El Paso Classic Soccer League will provide athletes in El Paso and its neighboring communities the opportunity to participate in a recreational or competitive soccer league. As an association we strive to foster fair play, respect, sportsmanship, teamwork, self-confidence, and competition. El Paso Classic Soccer is a non-profit organization and our goal is to encourage these values in our players, coaches, parents, referees, and volunteers. We hope to instill a lifetime passion for the sport of soccer and provide an overall safe and fun experience where players of all ages can develop their skills, excel in a competitive environment, and progress to a collegiate, national, and professional level of play.

3. Affiliation

- 3.1. EPCSL is member of El Paso Youth Soccer Association, hereafter known as EPYSA; US Club Soccer, hereafter known as USCS; and the United States Soccer Federation, hereafter known as USSF.

4. Offices

- 4.1. Business Office – The principal office of the league shall be located in El Paso County, Texas; to be determined from time to time by the Board of Directors as the business of the League may require.
- 4.2. Registered Office – The registered office of the league shall be set forth in the Articles of Incorporation unless changed as provided by the Texas Nonprofit Corporation Act.

5. Board of Directors

- 5.1. A Board of Directors shall manage the business and affairs of the League and shall consist of:
 - 5.1.1. The Executive Board - President, Vice President, Secretary, Treasurer, and Registrar.
 - 5.1.2. General Directors (as many as required to operate to operate the League and with Board approval).
- 5.2. Nominations

- 5.2.1. Any member shall be entitled to nominate a candidate for the seat of a General Director. Each nomination needs to be motioned and seconded by separate eligible members.
- 5.2.2. Candidates for the Executive Board must have served on the Board for a minimum of one (1) year prior to accepting a nomination to the Executive Board. If the existing Executive Board deems it necessary to fill an empty position on the Executive Board and there is not a qualified candidate, the Executive Board may elect someone to the position.
- 5.2.3. If more than one (1) person is nominated to a seat on the Board of Directors, an election will be held.

5.3. Elections

- 5.3.1. The Board of Directors shall be elected at the annual meeting. Elections for open seats shall occur in this order: President, Vice President, Secretary, Treasurer, Registrar, and General Directors.
- 5.3.2. The following Executive Board seats will be elected in even number years: President and Secretary. The following Executive Board seats will be elected in odd number years: Vice President, Treasurer, and Registrar.
- 5.3.3. All terms begin on June 1 in the calendar year in which he or she is elected and remain in office until the end of said term unless he or she resigns or is removed from office according the bylaws stated herein.
- 5.3.4. Highest number of votes cast determines winner in any election. In the event of a tie, a runoff election for the tied seat(s) will occur no earlier than fifteen (15) calendar days form the original election date.
- 5.3.5. Term of Office for all seats on the Board of Directors shall be for two (2) years, with no maximum number of terms for any seat.

5.4. Vacancies

- 5.4.1. Any board member may resign at any time by giving written notice to the President or Secretary of the League. Such resignation, however, shall not make it necessary to make it effective.
- 5.4.2. Vacancies should be filled at the General Board Meeting immediately following the date of resignation, following the standard nominations process described herein, unless it is motioned, seconded and voted by majority of the board that a suitable amount of time is necessary to find a qualified replacement.
- 5.4.3. If a seat is vacant due to resignation for more than sixty (60) days, the President shall appoint a person to fill the vacancy.
- 5.4.4. If a vacant seat is filled in the middle of a term, that person shall serve for the remainder of the term left by the previous Director until the standard election for that seat can take place.

5.5. Removal of Directors

- 5.5.1. At a meeting of the Membership called expressly for that purpose, any Director(s) may be removed, with cause, by a vote of the majority of the eligible membership attending said meeting. Such removal may be made effective immediately and a successor does not need to be named on the day the removal occurs.

6. Duties of the Directors of the Board

- 6.1. President – The President shall be subject to the direction and supervision of the Board of Directors, be the Chief Executive Officer of the League, and have general and active control of its affairs and business, and general supervision of the League's Officers and any agents of the League. The President shall, when present, preside at all meetings of the Board of Directors. The President may not vote in any decision presented by the Board of Directors except to break a tie vote.
- 6.2. Vice President – The Vice President shall assist the President and shall perform such duties as given to him/her by the President or the Board of Directors. In the absence of the President, the Vice President shall have the powers of and perform the duties of the President. The Vice President shall have as its duties the discipline and enforcement of the League's Rules and Regulations.
- 6.3. Secretary – The Secretary shall:
 - 6.3.1. Keep the minutes of any and all meetings of the Board of Directors
 - 6.3.2. See that any required notices are duly given in accordance with the provisions of these Bylaws
 - 6.3.3. Be custodian of the League records
 - 6.3.4. Any duties incidental to the office of Secretary and any other duties as from time to time may be assigned by the President or Board of Directors
 - 6.3.5. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary
- 6.4. Treasurer – The Treasurer shall be the principal financial officer of the League and shall have the care and custody of all funds, securities, evidences of indebtedness, and other properties of the League and shall deposit the same in accordance with the instruction of the Board of Directors. The Treasurer shall also perform all other duties incidental to the office of the Treasurer, and upon request of the Board, will submit financial reports to the Board.
- 6.5. Registrar – The Registrar shall:
 - 6.5.1. Ensure the proper recording of all players, coaches, teams, and team administrators into the registration database used by the League per the Rules and Regulations of EPYSA and US Club Soccer.
 - 6.5.2. Collect all registration fees from every player and turn over all funds to the Treasurer in a timely manner.
 - 6.5.3. Issue identification cards to all properly registered players and administrators.
 - 6.5.4. Formulate and issue all League team rosters.
 - 6.5.5. Hold registration events twice per year, before each season, and notify all Board Members and coaches of such events. He or she will coordinate all registration information to the Webmaster for proper public notifications.
 - 6.5.6. Assist new players in finding placement onto teams.

6.6. Directors

6.6.1. Age Group Coordinators – Age Group Coordinators shall:

- 6.6.1.1. Assist all coaches within their own designated age group(s) regarding Rules of Play, Registrations, Rosters, Player and Administrator ID cards, uniforms, schedules and playoffs.
- 6.6.1.2. Assist the Registrar and Game Commissioner to ensure all teams and players have been registered properly.
- 6.6.1.3. Act as field marshal for League games and playoffs for their own age group(s).

6.6.2. League Game Commissioner – The League Game Commissioner shall:

- 6.6.2.1. Create and schedule all League Games for all age groups. He or she may delegate this responsibility to the various Coordinators based on their own proficiency and skill level with the scheduling system.
- 6.6.2.2. Coordinate with the EPYSA Game Commissioner all teams entering into Association Play.
- 6.6.2.3. Coordinate with the League Registrar to ensure every scheduled team is properly registered.
- 6.6.2.4. Give the Referee Assignor access to Game Reports or ensure Official Game Reports are physically handed out to all refs at all League and Association Games.
- 6.6.2.5. Record all Official Game Report information into the system accurately and in a timely manner.
- 6.6.2.6. Schedule all scrimmages played on League permitted fields that have been properly requested by registered teams and/or Age Group Coordinators.

6.6.3. Referee Assignor – The Referee Assignor shall:

- 6.6.3.1. Assign all scheduled games with an appropriate skill level referee(s).
- 6.6.3.2. Ensure all referees are properly trained and certified with a nationally recognized referee training program.
- 6.6.3.3. Ensure all referees accurately document information on Official Game Reports.
- 6.6.3.4. Ensure all Official Game Reports are turned into the League Game Commissioner in a timely manner.

6.6.4. All other Directors shall perform duties as assigned by the Board of Directors.

7. Membership and Voting

- 7.1. Eligibility – The membership shall consist of any coach, board member, and properly registered player in good standing. Eligible players and coaches must also be actively rostered to or coaching a team participating in regularly scheduled games in EPCSL or EPYSA.

- 7.2. Voting Rights – Each eligible player shall be entitled to one (1) vote. In the case that player is a minor, his/her vote will be cast the player's own parent or legal guardian, not to exceed one vote per player. Each eligible coach and board member is entitled to one (1) vote.
- 7.3. Proxies – There will be no proxy voting allowed.

8. Meetings

- 8.1. Organization – The President or Vice President shall preside over any and all meetings. In the absence of said officers, any member entitled to vote may call the meeting to order and a chairperson shall be elected to conduct the meeting. In the absence of the Secretary, the same chairperson shall also act as Secretary of the meeting.
- 8.2. Robert's Rules of Order, Revised shall govern matters of parliamentary procedure at all meetings.
- 8.3. Quorum – One-third the numbers of directors in office shall constitute a quorum in such meetings where a quorum is required and the act of a majority of a quorum at a meeting shall be the act of the Board of Directors.
- 8.4. Annual Election Meeting – The annual meeting of members for the purpose of election to the Board of Directors to succeed those whose terms have expired shall be held each year on the second Thursday in May. If that day lands on a legal holiday, the meeting will take place on the next immediate Thursday, unless otherwise determined by the Board of Directors for any reason. No quorum of the board will be required.
 - 8.4.1. The nomination meeting will occur one (1) month prior to the Annual Meeting, and can be held concurrently with the monthly General Meeting.
 - 8.4.2. Election year seats and open seats will be elected on in this order President, Vice President, Secretary, Treasurer, and Registrar, and Directors
 - 8.4.3. Place of Meeting – Any and all meetings of the membership or Board of Directors shall be held at a publicly accessible place within El Paso County, Texas.
 - 8.4.4. Notice of Meeting – The league shall give each member entitled to vote fair and reasonable notice, not less than ten (10) days prior to the meeting via the League website.
- 8.5. General Meetings – The monthly meeting of the Board of Directors for all purposes and reasons required by the League shall be held on the second Thursday of each month. If that day lands on a legal holiday, the meeting will take place on the next immediate Thursday, unless otherwise determined by the Board of Directors for any reason. No quorum will be required.
- 8.6. Special Meetings
 - 8.6.1. Meetings of Membership – Special meetings of the membership for any purpose may be called at any time by resolution of the Board of Directors.
 - 8.6.2. Executive Board Meeting – Special meetings of the Executive Board, consisting of, but not exclusive to, the President, Vice President, Secretary, Treasurer, and Registrar, may be called at any time by at least three (3) members of the Executive Board.

8.6.3. Special Meeting of the Board of Directors may be called by the President or conjointly by two (2) board members for any purpose with no less than two (2) days' notice being given to all members of the board. Quorum is required.

8.7. Committees – The President shall create committees as he/she deems necessary for his/her term of office. The Board of Directors may appoint members or non-members to serve on any committees.

9. Execution of Instruments – With permission and consent from the Board, The President shall have the power to execute on behalf and in the name of the League, any deed, contract, bond, debenture, note or other instrument requiring the signature of an officer of the League, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the League. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the League in any way, to pledge its credit or tender it liable for any purpose or in any amount.

10. Checks and Endorsements – All checks and drafts upon the funds to the credit of the League in any of its depositories shall be signed by such of its officers or agents as shall from time to time be determined by resolution of the Board of Directors.

11. Fiscal Year – The fiscal year of the League shall be August 1 through July 31 of the following year, or as determined by the Board of Directors.

12. Amendments – The Board of Directors may amend these Bylaws at any time to add, change, or delete a provision unless:

12.1. A provision of the Act or of the Articles of Incorporation reserves such power to the members in whole or in part.

12.2. A particular bylaw expressly prohibits the Board of Directors from doing so.

12.3. It results in a change of the rights, privileges, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, restrictions, or conditions of another class.

13. Indemnification

13.1. Indemnification of Directors – The League shall indemnify its Directors to the fullest extent permitted by Texas law.

13.2. Indemnification of Agents – The League shall have the right, but shall not be obligated, to indemnify any officer, agent, or fiduciary of the League to the same extent as it provides indemnification to its Directors.

13.3. Insurance – By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the League may purchase and maintain insurance in such amounts as the Board of

Directors deems appropriate to protect itself and any person who is or was a Director, officer, employee, fiduciary or agent of the League, is or was serving at the request of the League as a Director, officer, employee, fiduciary or agent against any liability, asserted against or incurred by such person in any capacity or arising out of such person's status as such, whether or not the League would have the power to indemnify such person against such liability under applicable provisions of the law or this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance company is formed under the laws of Texas or any other jurisdiction.

- 13.4. Other Rights and Remedies – The indemnification provided in these Bylaws shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the Articles of Incorporation, any other or further provision by these Bylaws, vote of the Board of Directors, agreement or otherwise.

14. League Dissolution

- 14.1. Provisions regarding the distribution of assets upon dissolution are:

14.1.1. This Organization is organized exclusively for charitable and educational purposes within the meaning of section 501(C)(3) of the Internal Revenue Code.

14.1.2. Upon dissolution of this League, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government for a public purpose. Any such assets not so disposed of shall be deposited by the Court of Common Pleas of the county in which the principal office of League is then located, exclusively for such purposes, or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

The Undersigned hereby certifies that she is the duly elected, qualified, and acting and hereunto authorized Secretary of the aforesaid League, and that the forgoing and annexed Bylaws constitute a true and complete copy of the Bylaws of said League presently in full force and effect.

Secretary of the League

Date

Print Name