

BYLAWS

OF

WESTLAKE YOUTH SOCCER ASSOCIATION

Amended and Restated in Entirety: August 15, 2002

TABLE OF CONTENTS

PREAMBLE: PURPOSES, AFFILIATIONS , AND TERRITORY 1

ARTICLE 1. OFFICES 2

ARTICLE 2. MEMBERS 3

 SECTION 2.01. Who Shall Be Members; Duties and Responsibilities 3

 SECTION 2.02. Transfer and Term of Membership 4

 SECTION 2.03. Meetings of Members: Annual and Special with Officers to Be Elected at the Annual Meeting 4

 (a) Annual 4

 (b) Special 4

 (c) Place..... 5

 (d) Time..... 5

 (e) Waiver 5

 SECTION 2.04. Manner in Which Notices are to Be Given to Members 6

 SECTION 2.05. List or Record of Members at Meetings 6

 SECTION 2.06. Quorum..... 7

 SECTION 2.07. No Proxies 7

 SECTION 2.08. Members – Election of Officers..... 7

 SECTION 2.09. Qualification of Voters; Fixing Record Date; Voting Entitlement 8

 SECTION 2.10. Action by Members Without a Meeting 9

 SECTION 2.11. Presiding Officer and Secretary 10

 SECTION 2.12. Removal and Expulsion; Limitation on Privileges..... 10

ARTICLE 3. BOARD OF DIRECTORS 10

 SECTION 3.01. General Powers; Election of Directors 10

 (a) Transact all business..... 11

 (b) Present amendments..... 11

 (c) Enforce the Articles of Incorporation, Bylaws, Rules of Play 11

 (d) Establish committees and subcommittees..... 11

 (e) Adopt a budget and approve all expenditures..... 11

 (f) Develop plans for improvements and operations of WYSA..... 11

 (g) Set and collect registration fees and coordinate solicitation, collection, and distribution..... 11

 (h) Make presentations to local businesses, city offices, and charitable organizations, and to other clubs or affiliates 11

 (i) Grant, suspend, and revoke coaching privileges..... 11

 (j) Resolve all disputes, protests, and appeals..... 11

 (k) Establish and coordinate a general schedule..... 12

 (l) Establish and enforce Rules of Play, Bylaws, Standard Operating

| | | |
|---------------|---|----|
| | <u>Procedures</u> | 12 |
| (m) | <u>Elect Primary Officers</u> | 12 |
| (n) | <u>Powers and Duties</u> | 12 |
| SECTION 3.02. | <u>Number, Tenure, and Qualifications; Commissioners</u> | 13 |
| (a) | <u>Referee Commissioner</u> | 14 |
| (b) | <u>Commissioner of Boys U5</u> | 14 |
| (c) | <u>Commissioner of Boys U6</u> | 14 |
| (d) | <u>Commissioner of Boys U7</u> | 14 |
| (e) | <u>Commissioner of Boys U8</u> | 14 |
| (f) | <u>Commissioner of Boys U9</u> | 14 |
| (g) | <u>Commissioner of Boys U10</u> | 14 |
| (h) | <u>Commissioner of Boys U11 & Older</u> | 14 |
| (i) | <u>Commissioner of Girls U5</u> | 14 |
| (j) | <u>Commissioner of Girls U6</u> | 14 |
| (k) | <u>Commissioner of Girls U7</u> | 14 |
| (l) | <u>Commissioner of Girls U8</u> | 14 |
| (m) | <u>Commissioner of Girls U9</u> | 15 |
| (n) | <u>Commissioner of Girls U10</u> | 15 |
| (o) | <u>Commissioner of Girls U11 & Older</u> | 15 |
| (p) | <u>Commissioner of Academy Programs</u> | 15 |
| SECTION 3.03. | <u>Newly-Created Directorships and Vacancies</u> | 15 |
| SECTION 3.04. | <u>Removal</u> | 15 |
| SECTION 3.05. | <u>Resignations</u> | 15 |
| SECTION 3.06. | <u>Quorum of Directors and Voting; Proxies</u> | 16 |
| SECTION 3.07. | <u>Meetings of the Board: Annual, Regular, Special</u> | 16 |
| (a) | <u>Annual</u> | 16 |
| (b) | <u>Regular</u> | 17 |
| (c) | <u>Special</u> | 17 |
| (d) | <u>Place</u> | 17 |
| (e) | <u>Time</u> | 18 |
| (f) | <u>Notices</u> | 18 |
| (g) | <u>Purpose of Meeting</u> | 19 |
| (h) | <u>Waiver</u> | 19 |
| SECTION 3.08. | <u>Action Without a Meeting; Consent in Writing; Conference Telephone Calls</u> | 20 |
| SECTION 3.09. | <u>Purchase, Sale, Mortgage, or Lease of Real Property</u> | 20 |
| SECTION 3.10. | <u>Annual Report</u> | 20 |
| (a) | <u>the assets and liabilities</u> | 20 |
| (b) | <u>the principal changes in assets and liabilities</u> | 21 |
| (c) | <u>the revenue or receipts of the corporation</u> | 21 |
| (d) | <u>the expenses or disbursements of the corporation</u> | 21 |
| SECTION 3.11. | <u>No Compensation for Directors</u> | 21 |
| ARTICLE 4. | <u>COMMITTEES</u> | 21 |
| SECTION 4.01. | <u>Executive Committee and Other Standing Committees</u> | 21 |

| | | |
|---------------|--|----|
| SECTION 4.02. | <u>Committees Other Than Standing</u> | 23 |
| SECTION 4.03. | <u>Committee Rules</u> | 23 |
| SECTION 4.04. | <u>Service of Committees</u> | 24 |
| ARTICLE 5. | OFFICERS, AGENTS, AND EMPLOYEES..... | 24 |
| SECTION 5.01. | <u>Officers; Qualifications</u> | 24 |
| SECTION 5.02. | <u>Term of Office and Removal</u> | 25 |
| SECTION 5.03. | <u>Resignation</u> | 25 |
| SECTION 5.04. | <u>Powers and Duties of Primary Officers</u> | 25 |
| | (a) <u>President</u> | 26 |
| | (b) <u>Secretary</u> | 26 |
| | (c) <u>Treasurer</u> | 26 |
| | (d) <u>Vice President, Senior Programs (U11 and Above)</u> | 27 |
| | (e) <u>Vice-President, Junior Programs (U10 and Below)</u> | 28 |
| SECTION 5.05. | <u>No Compensation for Officers</u> | 29 |
| ARTICLE 6. | MISCELLANEOUS..... | 29 |
| SECTION 6.01. | <u>Fiscal Year</u> | 29 |
| SECTION 6.02. | <u>Seasonal Year</u> | 29 |
| SECTION 6.03. | <u>Corporate Seal</u> | 29 |
| SECTION 6.04. | <u>Books and Records</u> | 29 |
| SECTION 6.05. | <u>Amendment of Articles and Bylaws</u> | 30 |
| SECTION 6.06. | <u>Loans to Directors and Officers Prohibited</u> | 31 |
| SECTION 6.07. | <u>Power to Indemnify and Purchase Indemnity Insurance; Duty to Indemnify</u> | 31 |
| | (a) <u>Indemnification</u> | 32 |
| | (b) <u>Advancement of Expenses</u> | 32 |
| | (c) <u>Insurance</u> | 32 |
| | (d) <u>Other Indemnification</u> | 33 |
| SECTION 6.08. | <u>Interested Directors and Officers</u> | 33 |
| SECTION 6.09. | <u>Order of Business at Board Meetings; Roberts Rules of Order to Apply to Meetings</u> | 34 |
| SECTION 6.10. | <u>Limitations Other than Removal</u> | 35 |
| SECTION 6.11 | <u>Removal or Resignation Equals Forfeiture of Privileges</u> | 35 |
| SECTION 6.12. | <u>Nominations</u> | 35 |
| | (a) <u>Nominations for Primary Officers</u> | 35 |
| | (b) <u>Candidates for Positions Other Than Primary Officers</u> | 35 |
| | (c) <u>Untimely Nominations</u> | 36 |
| SECTION 6.13. | <u>Fidelity Bonds</u> | 36 |
| SECTION 6.14. | <u>Bylaws and Articles of Incorporation to be Posted on Website</u> | 36 |
| SECTION 6.15. | <u>Rules of Play</u> | 36 |
| SECTION 6.16 | <u>A Member's Pledge to Approach Differences Amicably and Agreement Regarding Legal Fees and Costs</u> | 36 |

BYLAWS
OF
WESTLAKE YOUTH SOCCER ASSOCIATION
(formed under the Texas Non-Profit Corporation Act)

PREAMBLE: PURPOSES, AFFILIATIONS , AND TERRITORY

The primary purposes of Westlake Youth Soccer Association (“WYSA”) are to teach, govern, and promote the game of soccer of youth players in recreational and competitive league play. The intent of WYSA is to teach good sportsmanship, educate all participants and adult sponsors in the fundamentals of the game, enhance the soccer skills of the participants, promote the game through sponsorship of regularly scheduled competition, and conduct other educational activities as appropriate for youth soccer. WYSA is dedicated to the ideal that the game of soccer is a fun, healthy, and worthwhile activity for the children of West Austin.

WYSA endeavors to provide soccer activities in an environment that fosters high self-esteem and promotes physical fitness, teamwork, and good sportsmanship. WYSA’s goal is to provide a soccer program that prepares children for all levels of play, from purely recreational to highly competitive. WYSA maintains that the focus of all its activities should be and is the best interest of the children. With these ideals in mind, WYSA has adopted Articles of Incorporation and Bylaws to serve as a framework for these worthwhile endeavors.

Except as otherwise noted in these Bylaws and in the Articles of Incorporation, or where local conditions prevent as determined by the Board, the Federation Internationals de

Football Association (“FIFA”) “Laws of the Game and Universal Guide for Referees” shall provide the basic rules and regulations for the soccer games sponsored by WYSA.

WYSA shall comply with the authority of the United States Soccer Federation (“USSF”) and may, at the discretion of the Board of Directors, affiliate itself with any duly authorized regional or local governing body representing the USSF.

WYSA shall strive to make its programs available to all qualified players without regard to ability to pay.

WYSA shall make available youth soccer activities to youth who reside within the boundaries of the Eanes Independent School District and welcomes participation by other youth who are within the STYSA region, provided such participation can be accommodated after accommodating all youth within Eanes Independent School District boundaries who wish to participate.

WYSA has jurisdiction over its registered players; their parents and guardians; volunteers, including volunteer coaches, team managers, and members; officials; and any others affiliated with WYSA, including paid employees, contractors, and agents. Further, all visiting coaches, players, and spectators involved any activity sanctioned and/or conducted by WYSA are subject to WYSA’s Bylaws and Rules of Play governing conduct.

ARTICLE 1. OFFICES

The principal office of the corporation in the State of Texas shall be located in the City of Westlake Hills or Austin, County of Travis, State of Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERS

WYSA started as a not-for-profit corporation without members. As of the date in July 2002 when the amended and restated Articles of Incorporation are filed with the Texas Secretary of State, WYSA becomes a membership organization. However, Members will be determined after players have signed up for the Fall 2002 season and will not vote for Officers until May 2003, for the 2003-2004 Season.

SECTION 2.01. Who Shall Be Members; Duties and Responsibilities.

Membership shall be open to all persons interested in youth soccer who reside within the State of Texas, pay such fees that may be established by the Board of Directors (“Board”) (or who are exempted from such fees, such as registered coaches who do not otherwise have children participating in the programs), who agree to abide by the Bylaws of the WYSA and the rules and regulations promulgated by the WYSA from time to time, and who join or participate in one or more of the following categories: All registered players who participate in practices or games, all registered coaches, registered volunteers (including individuals who may not have children who are participating in the program), and parents and/or guardians of player members who assume responsibilities for the fees, participation, and conduct of the player member. Any person who applies for membership is deemed to have agreed to abide by WYSA’s mission and purposes and to be bound by these Bylaws and all rules and regulations of the WYSA. Each member is entitled to attend practices, games, tournaments, meetings of the members, and meetings of the Board of Directors, unless otherwise limited in such participation by the Board.

SECTION 2.02. Transfer and Term of Membership. Membership in the corporation shall not be transferable. An individual shall be a Member so long as he or she meets the criteria for general membership. Notwithstanding the foregoing, any Member may resign at any time by mailing or delivering written notice to the Secretary of the corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any Member may be removed at any time, with or without cause, by a two-thirds (2/3) vote of the entire Board.

SECTION 2.03. Meetings of Members: Annual and Special with Officers to Be Elected at the Annual Meeting.

(a) Annual. A meeting of the Members shall be held annually for the election of the Primary Officers (as defined in Section 6.12 herein) and the transaction of other business as may properly come before the Members on the third (3rd) Tuesday in May, or, if it be a public holiday, on the next succeeding business day. At the annual meeting, the Board and, if any, head coach will provide an overview of the Season just ending and of the upcoming Season, and there will be reports by the President, Secretary, Treasurer, and Vice Presidents. Any Member shall be allowed to address the Board at the annual meeting of the Members. Officers elected at the annual meeting shall take office on July 1 of that calendar year. Members may determine what regular meetings (other than the annual one), if any, they wish to have during the upcoming soccer season and when and where such meetings will be held.

(b) Special. Special meetings of the Members may be called at any time by the President of the Board, if any, by a Vice-President of the Board, if any, or by the Board of Directors. Such meetings may also be called by Members entitled to cast ten five percent (5 10%) of the total number of votes entitled to be cast at such meeting; these Members may, in

writing addressed to the Secretary of the corporation, demand the call of a special meeting specifying the date and month thereof, which shall not be less than fifteen (15) days nor more than seventy (70) days from the date of such written demand. The Secretary of the corporation upon receiving such written demand shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five (5) business days thereafter, any Member signing such demand may give such notice and shall be reimbursed by the corporation for the reasonable costs of delivery. (Art. 1396-2.11 of the Texas Non-Profit Corporation Act provides that WYSA must give written notice of special meetings of Members not more than 60 nor less than 10 days before such special meeting. The above provision is designed to get enough notice from the Members in order to be able to fulfill this requirement.) Notice of the annual and, if any, regular meetings and special meetings of the Members will be posted on the Website. (Notice by email of Members' meetings is currently not allowed under the Act.)

(c) Place. Meetings of the Members may be held at such places within or without the State of Texas as may be fixed by the Board of Directors from time to time. If no place is so fixed, such meetings shall be held at the principal office of the corporation in the State of Texas.

(d) Time. Meetings of the Members shall be held at such time as may be fixed by the Board of Directors from time to time. If no time is so fixed, such meetings shall take place at 7:30 P.M.

(e) Waiver. Notice of a meeting of the Members need not be given to any Member who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him or her.

SECTION 2.04. Manner in Which Notices are to Be Given to Members.

Pursuant to Article 1396-2.11 A of the Texas Non-Profit Corporation Act, notices are to be given personally (meaning a by hand delivery), by facsimile transmission, or by mail. Thus, notices to Members shall be deemed to have been given by messenger or by hand at the time of delivery, by facsimile at the time of transmission (provided there is no indication that the facsimile does not go through to its destination), and by mail when deposited in the United States Mail. Notices by messenger, facsimile, and messenger shall be sent to each Member at the address designated by him or her for that purpose, or, if none has been so designated, at such Member's last known residence or business address, or facsimile address. Oral or telephonic notices of meetings shall not be permitted. Should the Texas Non-Profit Corporation Act be amended to allow notice by electronic mail (“email”), then the Bylaws shall be deemed to include such provision and a notice by email shall be deemed given when sent to an email address (or email addresses) provided by such Member (provided that there is no indication that the email did not go through to its destination).

SECTION 2.05. List or Record of Members at Meetings. A list or record of

Members entitled to vote, certified by the Secretary or any Assistant Secretary of the corporation, shall be produced at any meeting of the Members upon the request of any Member who has given written notice to the corporation at least ten (10) days prior to such meeting that such request will be made. If the right to vote at any meeting is challenged, the person presiding thereat shall require such list or record of Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be Members entitled to vote may vote at such meeting.

SECTION 2.06. Quorum. Members entitled to cast five percent (5%) of the total number of votes entitled to be cast at a meeting shall constitute a quorum at a meeting of Members for the transaction of any business. The Members who are present and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum. If any meeting cannot be held because a quorum is not present, the Members present may adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time set for the original meeting. The quorum for the adjourned meeting is twenty-one (21). Except as otherwise provided herein, action may be taken by a vote of a majority of the eligible votes present at such adjourned meeting.

SECTION 2.07. No Proxies. Members shall not be entitled to vote by proxy.

SECTION 2.08. Members – Election of Officers. Except as otherwise required by law or by the Articles of Incorporation, Primary Officers shall be elected by a plurality of the votes cast at a meeting of Members by Voting Members. (The Officers elected by the Members shall serve as Directors on the Board.)

Whenever any corporate action, other than the election of Officers, is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Articles, be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote at the meeting.

Except as provided in the preceding paragraph, any reference in these Bylaws to corporate action at a meeting of Members by "majority vote" or "plurality vote" shall require the action to be taken by such proportion of the votes cast at such meeting (rather than a proportion of the total number of Members entitled to vote thereon), provided that the affirmative votes cast

in favor of any such action be at least equal to the quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Upon demand of any Member, the vote at any election of Officers, or the vote on any question before a meeting, shall be by ballot; otherwise, the method of voting shall be discretionary with the person presiding at the meeting.

SECTION 2.09. Qualification of Voters; Fixing Record Date; Voting Entitlement.

The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the Members entitled to notice of any meeting of Members or any adjournment thereof. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting or action without a meeting.

Any Member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of Members, except that the Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting or for the purpose of any other action by the Members. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting or action without a meeting. If no such record date is fixed: (a) the record date for the determination of Members entitled to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; and (b) the record date for determining Members for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

When a determination of Members of record entitled to notice of, or to vote at, any meeting of Members has been made as provided in this Section, such determination shall apply to any adjournment, unless the Board fixes a new record date for the adjourned meeting.

In any case in which a Member is entitled to vote, such Member's vote shall be determined as follows: If an individual is a family member of a child who is participating in WYSA programs, then that individual is a Family Member regardless of how many other positions that individual holds in WYSA. Where a Member is not an individual Member, but, instead, is a Member because a member of his or her Family is participating in WYSA programs, that Family shall have one (1) vote. Each individual (non-Family member) shall also have one (1) vote. Further, a Family Member who has children will have one (1) additional vote per child who participates in the programs. In cases where there are two (2) parents or two (2) custodians (or more) within a Family, voting will be done as agreed upon by the parents or custodians. Vote may not be fractionalized. Should members of a Family Member (such as the father and mother of a participating child) disagree on voting, then their vote, or their votes if more than one, will not be counted.

Provided, however, that if, on the date of the meeting at which a vote is to be taken a Member is subject to disciplinary proceeding or has been suspended by the Board, such Member shall not be entitled to vote or to attend the meeting (regardless of whether or not such Member was subject to a disciplinary proceeding or suspended as of the record date).

SECTION 2.10. Action by Members Without a Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all Members entitled to vote thereon. Written consent thus given by the Members entitled to vote shall have the same effect as a

unanimous vote of the Members and any certificate with respect to the authorization or taking of such action which is filed with the Secretary of State shall recite that the authorization was by unanimous consent.

SECTION 2.11. Presiding Officer and Secretary. At any meeting of the Members, if neither the President, nor a Vice-President, nor a person designated by the Board to preside at the meeting shall be present, the Members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

SECTION 2.12. Removal and Expulsion; Limitation on Privileges. Any Member may be removed with or without cause, or have his or her privileges as a Member limited, by a two-thirds (2/3) vote of the Board of Directors. The term “for cause” includes a violation of WYSA’s Bylaws, rules, or regulations that is considered by the Board to be serious (i.e., more than a minor or technical violation), and also includes conduct prejudicial to the best interests of the WYSA. The Board may, from time to time, specify examples of such violations.

When a Member is subject to removal or expulsion for cause, and /or limitation of privileges, he or she shall, at least five (5) days before a Board meeting at which removal, expulsion, and/or limitation of privileges is to be considered, be given written notice of the reasons the Board has been asked to consider removal or expulsion or limitation of privileges and be given an opportunity to be heard by the Board before any vote by the Board.

ARTICLE 3. BOARD OF DIRECTORS

SECTION 3.01. General Powers; Election of Directors. The business and affairs of the corporation shall be managed by its Board of Directors. Directors must be Members of the corporation. The Board is the governing body or board (and is sometimes referred to as

“Governing Board”) of WYSA and is ultimately responsible for its programs and policies, including, specifically, the following:

- (a) Transact all business of WYSA and carry out all other duties and responsibilities as specified in the Articles of Incorporation, these Bylaws, the rules and regulations of WYSA, and under the Texas Non-Profit Corporation Act.
- (b) Present amendments to the Articles of Incorporation and Members for approval and adoption.
- (c) Enforce the Articles of Incorporation, Bylaws, Rules of Play, other rules and regulations, and decisions of the Board.
- (d) Establish committees and subcommittees to assist the Board in the discharge of its duties.
- (e) Adopt a budget and approve all expenditures.
- (f) Develop plans for improvements and operations of WYSA.
- (g) Set and collect registration fees and coordinate solicitation, collection, and distribution of funds from sponsors and other contributors to cover expenses of WYSA.
- (h) Make presentations to local businesses, city offices, and charitable organizations, and to other clubs or affiliates on behalf of WYSA.
- (i) Grant, suspend, and revoke coaching privileges of coaches within WYSA.
- (j) Resolve all disputes, protests, and appeals, except as provided otherwise in the Articles of Incorporation, Bylaws, Rules of Play, or other rules and regulations, or when WYSA’s authority to do so is superseded by another

governing body such as Capital Area Youth Soccer Association (“CAYSA”) or other representative of the USSF.

- (k) Establish and coordinate a general schedule for all WYSA activities.
- (l) Establish and enforce Rules of Play, Bylaws, Standard Operating Procedures, and other rules and regulations pursuant to the conduct of WYSA’s mission.
- (m) Elect Primary Officers; At each annual meeting of the Members, the Members shall elect the Primary Officers of the Board: the President, Vice-Presidents, Secretary and Treasurer.
- (n) Powers and Duties; The Board shall have all the powers and authority granted to boards of non-profit organizations under the Texas Non-Profit Corporations Act, to include the following:
- Protect and defend WYSA and its property from loss and damage by suit or otherwise.
 - Purchase and lease real property (subject to limitations in these Bylaws) and execute any contracts, leases, mortgages, and other appropriate instruments for same.
 - Enter into contracts within the scope of the Board’s duties and powers.
 - Establish one (1) or more bank accounts, savings accounts, and other investment accounts for the common treasury and for all separate funds which are required or may be deemed advisable by the Board.
 - Keep and maintain full and accurate books and records showing all receipts, expenses, and disbursements, and permit examination at any reasonable time by each Member.

- Prepare and make available annually statements summarizing all receipts, expenses, and disbursements (see section herein on Annual Report).
- Designate and employ personnel necessary for the operation of WYSA.
- Carry on the administration of WYSA and do all of those things necessary and reasonable in order to carry out the functions and duties of WYSA.
- Directors will elect new Directors (other than the Officers who are elected by the Members) at the annual June meeting of the Board.

SECTION 3.02. Number, Tenure, and Qualifications; Commissioners. The number of Directors of the corporation shall be twenty-one (21). The number of Directors may be increased or decreased by amendment of the Bylaws, by action of the Board as herein provided. A majority of the total number of Directors entitled to vote which the corporation would have, prior to any increase or decrease, if there were no vacancies, may amend this Bylaw to increase or decrease the number of Directors, provided that no decrease shall shorten the term of any incumbent Director and provided further that the number of Directors shall never be less than three (3).

Each Director shall hold office for a term of one (1) year until the next annual meeting of the Board and until his or her successor has been elected and qualified. A Director may be re-elected to serve successive terms, without limitation.

A Director who is absent from two (2) consecutive, regular meetings (including the annual meeting) without reasonable excuse may have his or her position declared vacant by the Board with a simply majority vote of those in attendance at such meeting (provided a quorum is present). Declaring a Director's position vacant is not "removal" under these Bylaws.

Directors of the Board (other than those serving by virtue of being an elected Officer) shall be elected by the other Directors. Further, Directors shall elect the following Commissioners. A Director may be nominated by his or her fellow Directors or by any Member in good standing (by providing the nomination to the Secretary in writing or orally at any meeting). The Board shall elect, from among those persons then serving on the Board, Commissioners by a simple majority of Directors at a meeting where a quorum is present. The Board may allow a Director to hold more than one (1) Commissioner position. The Board may elect and appoint non-Directors as Commissioners if the Board so chooses, but shall not do so unless no Director is willing to serve. The Commissioners shall have such duties as shall be specified by the Board. The Board may create and elect other Commissioner positions as necessary.

- (a) Referee Commissioner
- (b) Commissioner of Boys U5
- (c) Commissioner of Boys U6
- (d) Commissioner of Boys U7
- (e) Commissioner of Boys U8
- (f) Commissioner of Boys U9
- (g) Commissioner of Boys U10
- (h) Commissioner of Boys U11 & Older
- (i) Commissioner of Girls U5
- (j) Commissioner of Girls U6
- (k) Commissioner of Girls U7
- (l) Commissioner of Girls U8

(m) Commissioner of Girls U9

(n) Commissioner of Girls U10

(o) Commissioner of Girls U11 & Older

(p) Commissioner of Academy Programs

SECTION 3.03. Newly-Created Directorships and Vacancies. Newly-created directorships resulting from an increase in the number of Directors, and vacancies occurring for any reason, may be filled by a majority of the Directors then in office. provided there shall be three (3) or more Directors in office. If there shall be less than three (3) Directors serving at any time, the Directors then in office shall promptly by unanimous vote name from the persons who are then Members that number of Directors as shall be necessary to have three (3) Directors in office. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Board and until his or her successor is elected and qualified.

SECTION 3.04. Removal. Any one or more or all of the Directors may be removed with or without cause at any time by action of the Voting Members, provided that written notice of such removal is given to any Director so removed.

Any one or more or all of the Directors may be removed with cause at any time by action of two-thirds (2/3) of the Board (provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board).

SECTION 3.05. Resignations. Any Director may resign at any time by giving written notice to the Board or to the President or to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

SECTION 3.06. Quorum of Directors and Voting; Proxies. A majority of the number of Directors then fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors then present may adjourn the meeting. Notice of any adjournment shall be given in the manner described in Section 3.07 hereof to Directors who attended the meeting who were not present at the time of the adjournment and, unless time and place are announced at the meeting, to the other Directors.

The Articles of Incorporation or Bylaws may be amended to provide for a greater number of Directors that shall be necessary for the transaction of business or any specified item of business, provided such amendment is authorized by a vote of a majority of the entire Board.

Every Director entitled to vote at a meeting or without a meeting, as hereinafter provided, may authorize another person to act for him by proxy, but no person other than a Director shall be so authorized.

Directors present by proxy may not be counted toward a quorum.

Every proxy must be signed by the Director. No proxy shall be valid after the meeting immediately after the date of the proxy. Every proxy shall be revocable at the pleasure of the Director executing it. Each proxy must be presented to the Secretary at the beginning of or prior to the meeting at which it will be used. A proxy signed and dated by a Director who is subject to disciplinary proceedings or who has been suspended is not valid.

SECTION 3.07. Meetings of the Board: Annual, Regular, Special. (a) Annual. An annual meeting of the Board shall be held in each year for the recognition of the election of Directors and the transaction of other business on the 2nd Tuesday in June, or if it be a public holiday, on the next succeeding business day.

(b) Regular. Regular meetings of the Board shall be held on the second Tuesday of every month, or if it be a public holiday, on the next succeeding business day in every month except December, with the focus at meetings held in the following months being as specified below, unless waived by the Board, or at such other times as may be fixed by the Board or by the Executive Committee. Any Member of WYSA may attend and address any meeting of the Board.

- January: Plan and Budget for Spring Season
- June (annual): Recognition of Officers and Election of Other Directors
- August: Plan and Budget for Fall Season

(c) Special. Special meetings of the Board may be held at any time whenever called by the President, a Vice-President, four (4) members of the Board, or any three (3) officers of the Board. A call for a special meeting shall be presented to the Secretary of the corporation who shall notify the President within two (2) days of the receipt that a special meeting has been called for.

The agenda for a special meeting must be restricted to the items addressed in the request. The minutes of each special meeting shall be made available as part of WYSA's books and records and the Secretary shall provide a report of each special meeting for publication. The Board of Directors may, from time to time, set additional requirements for notice and conduct of special meetings so long as such requirements do not conflict with these Bylaws.

(d) Place. Meetings of the Board may be held at such places within the County of Travis, State of Texas, as may be fixed by the President or the Board from time to time. The President or the Board should attempt to select a central location which takes into consideration

the convenience of all the Directors. If no such place is so fixed, such meetings shall be held at the principal office of the corporation in the State of Texas.

(e) Time. Meetings of Board shall be held at such time as may be fixed by the President or the Board from time to time. If no time is so fixed, such meetings shall take place at 7:30 P.M.

(f) Notices. No notice need be given of annual or regular meetings of the Board unless such meeting is to be held on a day other than the day designated in the annual calendar. Notice of each special meeting of the Board shall be given within two (2) days of the President receiving notice from the Secretary that a special meeting has been called, so no more than four (4) days from the time the Secretary receives notice of the call. The President shall attempt to schedule the special meeting within two (2) days of receiving notice of the call and if that is not possible (due to illness, being out of town, and the like) a special meeting shall be scheduled as soon as possible. Should a special meeting be called to consider a complaint made against a Member, the President of the Board may, in his or her discretion, schedule that meeting more than two (2) days after receiving the notice (or calling the meeting himself or herself), if the President decides that the Member needs more time to prepare for the meeting to vote on whether or not the Member should be removed or subject to limitations on membership as a result of the complaint and any other complaints received in the past. Alternatively, the President may schedule a special meeting for the Member to respond to the complaint before scheduling a meeting to vote upon the complaint.

Notice of any variations in meeting dates from those set forth on the annual calendar shall be given to each Director. Such notice shall be given not less than three (3) days before the rescheduled meeting.

Notices shall be given mail, in person, by facsimile, or by email. Notices shall be deemed to have been given by mail when deposited in the United States Mail, in person at the time of delivery, by facsimile at the time of transmission (unless there is an indication that the transmission did not go through), and by email at the time sent (unless there is an indication that the email did not go through). Notices by mail, in person, by facsimile, and by email shall be sent to each Director at the address designated by him or her for that purpose, or, if none has been so designated, at his last known residence or business address. Oral or telephone notices of meeting shall not be permitted. Given the short timing involved with the call of special meetings, notices shall be given by email or facsimile if the Director has provided the Secretary with one or both of those.

Should notice of a special meeting as provided herein not be sent properly pursuant to this Bylaw and, as a result, should the Director not know of such special meeting, that failure shall not affect the transaction of business at such special meeting except where the person so affected can show that his or her vote at such meeting would have altered the vote on an issue. In such event, only the particular transaction or time shall be reconsidered the Board at its next regularly scheduled meeting.

(g) Purpose of Meeting. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board or the business to be transacted at such meeting.

(h) Waiver. Notice of a meeting of the Board need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him or her.

SECTION 3.08. Action Without a Meeting; Consent in Writing; Conference

Telephone Calls Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by Directors shall be filed with the minutes of the proceedings of the Board.

Subject to the provisions of these Bylaws for notice of meetings, any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons, participating in a meeting can hear each other. Participation by such means shall constitute presence at the meeting, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 3.09. Purchase, Sale, Mortgage, or Lease of Real Property. No purchase of real property shall be made by the corporation, and the corporation shall not sell, mortgage, or lease its real property, unless authorized by the vote of two-thirds (2/3rds) of the entire Board.

SECTION 3.10. Annual Report. The Board shall direct the President and Treasurer of the corporation to present at the October meeting of the Board a report certified by an independent or certified public accountant or a firm of such accountants selected by the Board, which report conforms to accounting standards as promulgated by the American Institute of Certified Public Accountants. The report must show in detail the following:

(a) the assets and liabilities, including trust funds, of the corporation as of the end of a twelve (12)-month fiscal period terminating not more than six (6) months prior to said meeting;

(b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and

(d) the expenses or disbursements of the corporation for both general and restricted purposes, during said fiscal period.

The annual report shall be filed with the records of the corporation and a copy or abstract thereof entered in the minutes of the proceedings of the October meeting of the Board and shall be made available at the corporation's principal or registered office for at least three (3) years after the closing of the fiscal year.

At the annual meeting of the Members and at the annual meeting of the Directors, the President and Treasurer shall present an unverified summary of WYSA's fiscal status. (WYSA's fiscal year ends June 30th and the verified fiscal report will be available, therefore, approximately 90 days thereafter.)

SECTION 3.11. No Compensation for Directors. The corporation shall not pay any compensation to Directors for services rendered to the corporation as Directors.

ARTICLE 4. COMMITTEES

SECTION 4.01. Executive Committee and Other Standing Committees. The Executive Committee shall consist of the following officers of WYSA:

| | |
|-----------|--|
| President | Vice President, Senior Programs (U11 and Above) |
| Secretary | Vice-President, Junior Programs (U10 and Below) |
| Treasurer | |

The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate, from among the Directors and Members, other standing committees, a majority of whose members are Directors and each of which, to the extent provided in the resolution designating such committee, shall have all the authority of the Board, except that no Committee shall have authority as to the following matters:

(a) filling vacancies in or removing members of the Board of Directors or of any Committee;

(b) fixing compensation of the Directors for serving on the Board or on any Committee (should these Bylaws ever allow such compensation, for currently no compensation is allowed for these purposes);

(c) amending or repealing the Bylaws or Articles of Incorporation or adopting new Bylaws or Articles of Incorporation;

(d) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed except by the Board;

(e) removing Directors; and

(f) although the Executive Committee generally has full authority to administer the affairs of WYSA between regular meetings of the Board, subject to the limitations above, the Executive Committee shall not take any action that requires the expenditure of more than Two Thousand, Five Hundred Dollars (\$2,500) without the consent of the Board.

The Board may designate one (1) or more Directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such Committee.

Meetings of the Executive Committee may be informal and may be held by teleconference and actions may be taken by unanimous written consent. Notice, including subject matter, shall be given prior to each meeting of the Executive Committee to all of its members by email, facsimile, mail, or in person, and notice shall be deemed given in the same manner as provided herein for when notices are deemed given for special meetings of the Board. Any action at a meeting of the Executive Committee may be consented to by a simple majority of the entire members on the Committee. The President shall report to the Board on any actions taken by the Executive Committee at the next regularly scheduled meeting of the Board, including confirmation that prior notice of the Executive Committee meeting was given to all members of the Executive Committee.

SECTION 4.02. Committees Other Than Standing. The Board, by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, may designate and appoint other committees. Such committees shall have only the powers specifically delegated to them by the Board and shall not have any power to exercise the authority of the Board in the management of the corporation. Membership on such committees may, but need not be, limited to Directors and Members of WYSA.

SECTION 4.03. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter, and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in the rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the Members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner

as the Board conducts its business under these Bylaws, including taking action without a meeting.

SECTION 4.04. Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

ARTICLE 5. OFFICERS, AGENTS, AND EMPLOYEES

SECTION 5.01. Officers; Qualifications. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In the case where a single officer holds more than one office, the additional offices such held shall be counted in determination of whether a quorum has been constituted under Section 3.06 but the voting entitlement of such officer shall remain one vote. A committee duly designated may perform the functions of any officer and the functions of any two (2) or more officers may be performed by a single committee, including the functions of both President and Secretary.

Candidates for President, Secretary, Treasurer, and Vice-Presidents must meet the following qualifications:

- Be a Member of WYSA on the date of nomination and the date of election.
- Be a parent, legal guardian or Family Member as herein defined of an individual currently registered through WYSA as a player who has been registered for at least three (3) seasons prior to the year in which he or she seeks to be elected.
- Be at least twenty-one (21) years of age as of March 1 in the year in which he or she seeks to be elected.

- And candidates for Treasurer must, additionally, have sufficient training or experience in accounting and bookkeeping in order to be able to perform the duties of the office.

SECTION 5.02. Term of Office and Removal. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected or appointed and qualified. All officers shall be elected or appointed at the annual meeting of the Board and each shall be elected and serve for a term that begins July 1 (unless being elected to fill a vacancy) and that ends June 30, one year later. Officers may succeed themselves in office with no limit on terms served.

An officer may be removed by the Board whenever, in the judgment of the Directors, the best interests of the corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer shall not of itself create contract rights.

Any officer who is absent from two (2) consecutive Board meetings, whether regularly scheduled or special, without reasonable excuse may have his or her position declared vacant by the Board with a simple majority vote. Declaring an officer's position vacant shall not be considered a "removal" under these Bylaws.

SECTION 5.03. Resignation. Any officer may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.04. Powers and Duties of Primary Officers. Subject to the control of the Board, all officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation as may be provided by the Board of

Directors and, to the extent not so provided, as generally pertain to their respective offices, including the following:

(a) President. The President is the chief executive officer of WYSA and shall

- Preside at all Executive Committee, Board, and Members' meetings.
- Co-sign with the Treasurer any deeds, mortgage, bonds, contracts, and other instruments authorized by the Board.
- Ensure that issues are presented in a fair and diplomatic manner with all sides to an issue represented.
- Vote only to break a tie on issues presented to the Board.
- Prepare an annual Executive Report for the Board which stipulates goals for the year and constitutes a work plan.

(b) Secretary. The Secretary shall:

- Record the minutes of the Board and Executive Committee meetings.
- Attend to official correspondence.
- Maintain records.
- Keep a complete list of Members, Directors, and officers.
- Ensure compliance with the notification requirements of these Bylaws.
- Supervise the voting and election process.

(c) Treasurer. The Treasurer is the principal financial officer of WYSA and shall:

- Ensure an operating budget is approved by the Board prior to any expenditures being made during a fiscal year.
- Co-sign with the President any deeds, mortgages, bonds, contracts, and other instruments that the Board has approved.

- Deposit funds within seven (7) days of receipt and make timely payment of any authorized expenditures.
- Develop and implement a cash control method necessary to ensure all funds are received and reconciled.
- Prepare a written Financial Report detailing assets, liabilities, income, expenses, and budget adherence, and submit that Report to the Executive Committee on a monthly basis, to the Board on a quarterly basis, and to the Audit Committee (should one be operating) on an annual basis.
- Prepare and submit for approval to the Executive Committee (or oversee an outside accountant in doing so) those tax returns required by the Internal Revenue Service (for example, informational tax return on IRS Form 990 as same may be amended from time to time and any other returns required by the Internal Revenue Service, such as an unrelated business income tax return) covering the fiscal year for which the Treasurer is responsible. Should a Treasurer-elect be scheduled to assume duties for the Treasurer, the Treasurer-elect and Treasurer shall prepare these forms together (or oversee an outside accountant who has been hired to prepare them).

(d) Vice President, Senior Programs (U11 and Above). The Vice-President for Senior Programs shall provide oversight for the Association's U11 and older recreational programs and shall supervise and assist Directors in the performance of their duties. Additional duties are:

- Ensure that the duties of the various Commissioners under his or her supervision are adequately performed in a timely manner.

- Develop and promote activities for the development of players, coaches, and referees in WYSA's senior divisions.
- Coordinate with local governing bodies (e.g. CAYSA) and other relevant individuals and organizations regarding all inter-association play, team formation, and related matters.
- May request other individuals or committees to assist in carrying out his or her duties and responsibilities.
- Coordinate with Commissioners regarding the granting of scholarships in accordance with guidance given by the Executive Board before each season.

(e) Vice-President, Junior Programs (U10 and Below). The Vice-President of Junior Programs shall provide oversight for the Association's U10 and younger recreational programs and shall supervise and assist Directors in the performance of their duties.

Additional duties are:

- Succeed to the powers of the President in his or her absence.
- Ensure that the duties of the various Commissioners under his or her supervision are adequately performed in a timely manner.
- Develop and promote activities for the development of players, coaches, and referees in WYSA's junior divisions.
- Coordinate with local governing bodies (e.g. CAYSA) and other relevant individuals and organizations regarding all matters relating to inter-association play.
- May request other individuals or committees to assist in carrying out his or her duties and responsibilities.

- Coordinate with Commissioners regarding the granting of scholarships in accordance with guidance given by the Executive Committee before each season.

SECTION 5.05. No Compensation for Officers. No compensation shall be paid by the corporation to its officers for services rendered as an officer; provided, however, that a person serving as officer may receive reasonable compensation for services rendered in a non-officer and non-director role. The Board may require officers to give security for the faithful performance of their duties.

ARTICLE 6. MISCELLANEOUS

SECTION 6.01. Fiscal Year. The fiscal year of the corporation shall be July 1 through June 30.

SECTION 6.02. Seasonal Year. The Seasonal year of WYSA shall be the same as the Seasonal Year for STYSA (which is currently September 1 through August 31).

SECTION 6.03. Corporate Seal. The corporate seal may be circular in form, may have the name of the corporation inscribed thereon, that the corporation is a "Texas Non-Profit Corporation," and may contain the words "Corporate Seal" and "Texas" and the year the corporation was formed in the center, or may be in such other form as may be approved by the Board.

SECTION 6.04. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and any committee, and shall keep at its principal office a record of its Directors and officers and their residence addresses and its application to the Internal Revenue Service for recognition of its tax-exempt status (if it is able to obtain a copy of said application from the IRS), its

determination letter from the Internal Revenue Service, and the past three (3) years of informational returns it has filed with the Internal Revenue Service.

SECTION 6.05. Amendment of Articles and Bylaws. To amend the Articles of Incorporation, the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either an annual or special meeting. Should the Board receive a Petition filed with the Secretary between January 1 and April 1, from fifty percent (50%) of the Board or five percent (5%) of the Members, requesting a change to the Articles and quoting the provision for which the amendment is proposed and providing the provision after amendment, the Board will adopt a resolution allowing the proposed amendment to be voted upon at the next regularly scheduled meeting of the Members. Such Petition shall also state the proposers' reasons for requesting the change. Written notice setting forth the proposed amendment or a summary of the changes and any reasons given in writing for the requested change, and the date, time, and place of the meeting shall be given to each Member entitled to vote at such meeting at least ten (10) days, but not more than sixty (60) days, before the date of the meeting, in person, by facsimile transmission, or by mail. If given in person, notice shall be deemed given when delivered, if by facsimile, when transmitted (unless there is an indication the transmission was not received), and by mail when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the corporation, with postage prepaid. Articles of Incorporation may be amended or repealed by two-thirds (2/3rds) of the Members at a meeting at which a quorum is present. Proposals for amendments of the Articles shall be worded in such a way that the Members will be voting Yes to adopt the amendment or No not to adopt it.

Bylaws of the corporation may be adopted, amended, or repealed by the Board or by the Members by a two-thirds (2/3s) vote of those present at a meeting where a quorum is present. Any Bylaw adopted by the Board of Directors may be amended or repealed by the Members, and any Bylaw adopted by the Members may be amended or repealed by the Board, except that the Board shall not have authority to amend or repeal a Bylaw adopted by the Members which deals with the identity, qualifications, or powers of the Members, and further that any Bylaw adopted by the Members may provide that it shall not be subject to amendment or repeal by the Board. Notice of proposed amendments to the Bylaws must be made in writing to the Board and/or the Members at least thirty (30) days, but no more than sixty (60) days before the meeting at which a vote will be taken. Such notice shall contain the proposed amendment or a summary of it and the date, time, and place of the meeting.

Notice is required for proposed amendments to be voted upon at any regularly scheduled meeting, including the annual meeting; provided, however, that amendments can always be made by unanimous written consent.

If any Bylaw regulating an impending election of Directors is adopted, amended, or repealed, by the Board, there shall be set forth in the notice of the next meeting of the Members for the election of Directors any Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

SECTION 6.06. Loans to Directors and Officers Prohibited. No loans shall be made by a corporation to its Directors or officers.

SECTION 6.07. Power to Indemnify and Purchase Indemnity Insurance; Duty to Indemnify.

(a) Indemnification. The corporation shall indemnify any Director or officer or former director or officer of the corporation and any person who, while a Director or officer of the corporation, is or was serving at the request of the corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against reasonable expenses incurred by him or her in connection with any action, suit or proceeding in which he or she is a named defendant or respondent if he or she has been wholly successful, on the merits or otherwise, in the defense of such action, suit or proceeding. The corporation may indemnify any Director or officer or former director or officer of the corporation, and any person who, while a Director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise who was, or is, threatened to be named a defendant or respondent in an action, suit or proceeding against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by him or her in connection with an action, suit or proceeding to the full extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

(b) Advancement of Expenses. The corporation may pay in advance any reasonable expenses which may become subject to indemnification subject to the provisions of Article 2.22A of the Texas Non-Profit Corporation Act.

(c) Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, or officer, employee or agent of the corporation or is or was

serving at the request of the corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under these Bylaws or the laws of the state of Texas.

(d) Other Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which a Director or officer or former director or officer, or present or former employee or agent of the corporation, may be entitled, under any agreement, insurance policy, or otherwise.

SECTION 6.08. Interested Directors and Officers. (a) If paragraph (b) of this Section is satisfied, no contract or other transaction between the corporation and any of its Directors (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such Director, at the meeting authorizing such contract or transaction, or his or her participation in such meeting or authorization.

(b) Paragraph (a) of this Section shall apply only if:

(1) The material facts of the relationship or interest of each such Director are known or disclosed to the Board of Directors or a committee and the Board or committee nevertheless authorizes or ratifies the contract or transaction by a majority of the Directors present, each such interested Director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(2) The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors or a committee of the Board.

(C) This provision shall not be construed to invalidate a contract or transaction that would be valid in the absence of this provision.

SECTION 6.09. Order of Business at Board Meetings; Roberts Rules of Order to Apply to Meetings. The order of business at Board meetings, unless modified by the President, or other officer who is presiding at the meeting, to accommodate guests, Directors, or to bring about the efficient handling of matters to be presented shall be as follows:

1. Roll Call.
2. Reading of minutes of last meeting and approval.
3. Unfinished business from last meeting.
4. Reports, if any, of chairs of standing committees and of non-standing committees.
5. Reports of officers.
6. At the May-June meeting, election of officers.
7. Amendments, if any, of Articles of Incorporation, Bylaws, and Rules and Regulations.
8. New business.
9. Adjournment.

All meetings of the Board and the Members shall be conducted in accordance with *Roberts Rules of Order*, latest edition. At the beginning of each meeting of any Committee or of the General Members, a member of such Committee or of the General Members may request that the meeting be conducted in accordance with *Roberts Rules of Order*, latest edition, and the meeting shall be so conducted upon such a request.

SECTION 6.10. Limitations Other than Removal. Instead of removing a Member, Director, or Officer under these Bylaws, the Board may, instead, impose limitations and restrictions upon the Member, Officer, or Director for such time as the Board deems appropriate.

SECTION 6.11. Removal or Resignation Equals Forfeiture of Privileges. Any Member who is removed or who resigns shall forfeit all rights, privileges, and benefits afforded Members and shall not be entitled to refunds from fees or dues and shall be obligated to pay and dues or fees that are due and owing.

SECTION 6.12. Nominations. (a) Nominations for Primary Officers. Candidates for President, Secretary, Treasurer, and Vice-Presidents, (including Senior Programs and Junior Programs) (the “Primary Officers”), will be received by the Secretary January 1 through April 1 of each year. Nominations must be submitted in the form of a petition signed by the candidate and at least twenty (20) other Members of WYSA. By signing the nomination petition, the candidate acknowledges that he or she is familiar with, and will abide by, the Articles of Incorporation, the Bylaws, the Rules of Play of WYSA, and other rules and regulations. Each other signer acknowledges that he or she knows the candidate, that the candidate possesses the qualifications for the office sought, and that he or she considers the candidate capable of performing the duties of the office sought. The Secretary shall accept any properly submitted nomination.

(b) Candidates for Positions Other Than Primary Officers. Nominations for candidates for Director, Commissioner, or officers other than the primary ones may be made at any time to the Boards by a written nomination delivered to the President or Secretary or orally at any meeting.

(c) Untimely Nominations. Petitions not received by the Secretary in a timely manner or properly completed will be refused and returned to the petitioner with a written explanation for its return. In the event there are no petitions received for President, Secretary, Treasurer, or Vice-Presidents (including Junior and Senior Programs), by April 1, nominations, accompanied by a properly completed petition, shall be received and voted on at the annual Membership meeting held during June.

SECTION 6.13. Fidelity Bonds. The Board may require that all officers and employees (including the President and Treasurer) who handle or are responsible for funds furnish fidelity bonds adequate, in the estimation of the Board, to cover their duties. Premiums on the bonds will be paid by WYSA.

SECTION 6.14. Bylaws and Articles of Incorporation to be Posted on Website. WYSA's current Articles of Incorporation and Bylaws shall be posted on the website.

SECTION 6.15. Rules of Play. Rules of Play for U6, U8, and U10 Intra-Association Play shall be adopted and may be amended by a simple majority of those Directors attending a meeting at which a quorum is present. In no case shall any amendment be effective until the initial Intra-Association game of the season following its adoption. The rules of the local governing body (e.g. CAYSA) govern players U11 and older. Rules of Play and any other regulations governing WYSA will be posted on WYSA's Website or accessible via a link (such as a link to CAYSA's Website).

SECTION 6.16 A Member's Pledge to Approach Differences Amicably and Agreement Regarding Legal Fees and Costs. WYSA is a charity, staffed mostly by volunteers. As in all human endeavors, differences of opinion and disputes are bound to occur. Each and every Member agrees to approach these differences amicably and with a spirit of good will and

the intent to discuss thoroughly the situation and then to abide by the vote of the Directors. Should any Member, or former Member, take legal action or threaten legal action against the Board and/or individual members of the Board or former members of the Board, that Member, or former Member, shall be liable for all reasonable legal fees and costs spent to defend unless that Member, or former Member, is successful on the merits in a court of law. Should the Board or a Member, or former Member, not be reimbursed legal fees and costs so spent within thirty (30) days of requesting them and, as a result, resort to legal action to collect them, the reasonable legal fees and costs incurred in obtaining reimbursement shall be paid by Member, or former Member, who threatened legal action or initiated legal proceedings.