

BYLAWS OF
ROUND ROCK SOCCER ASSOCIATION
(May 6, 2009)
(amended January 26, 2017)

A TEXAS NONPROFIT CORPORATION

ARTICLE 1

OFFICES

Principal Office

1.01 The Principal office of the association (RRSA) in the State of Texas shall be located in the City of Round Rock, County of Williamson. The association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the association may require from time to time.

Registered Office and Registered Agent

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

ARTICLE 2

MEMBERS

Classes of Members

2.01 The association shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

- (a) Any parent or guardian of a participating child in the Round Rock Soccer Association;
- (b) Any person that has acted as a sponsor of the association or has contributed financially to the association, and has been included on the membership rolls; and
- (c) All officers, coaches and voluntary officials of the association.

Voting Rights

2.02 Each member shall be entitled to one vote on each matter submitted to a vote of the members. Proxy voting is not permitted.

Termination of Membership

2.03 The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member for cause.

Resignation

2.04 Any member may resign by filing a written resignation with the Secretary.

Reinstatement

2.05 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

2.06 Membership in this association is not transferable or assignable.

ARTICLE 3

MEETING OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held on such a date between May 1 and July 1 of each year as may be determined by the Board of Directors.

Special Meeting

3.02 Special meetings of the members may be called by the President, the Board of Directors, or by written request signed by not less than one-tenth of the members having voting rights.

Place of Meeting

3.03 The Board of Directors may designate any place, either within Williamson County or Travis County, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Notice of Meetings

3.04 Notice of any annual or special meeting of the members may be given by any or all of the following methods:

- (a) Posting on the front page of the official website of RRSA;
- (b) Publication in the Round Rock Leader not less than 2 weeks prior to the date of the meeting;
- (c) Regular Mail to all members entitled to vote;
- (d) E-mail to all members entitled to vote.

Quorum

3.05 The members holding 20% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, upon objection the meeting shall be adjourned from time to time and without further notice.

Voting by Other Means

3.06 Where Directors or officers are to be elected by members, such election may permit voting by mail, electronically or in such other manner as the Board of Directors shall determine.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the association shall be managed by its Board of Directors (Board). Directors must be members of the association. The Board shall have all powers granted under Chapter 22 of the Texas Business Organizations Code and the Texas Non-Profit Corporation Act, unless specifically restricted herein.

Number, Tenure, and Qualifications

4.02 The number of Directors at Large shall be 15, comprised of 9 Directors at Large, and 6 officers comprised of the President, the Vice-President, the Secretary, the Treasurer, the Field Commissioner and the Select Commissioner. All Directors except the Field Commissioner and the Select Commissioner shall be elected by vote of the members. The Field Commissioner and the Select Commissioner shall be elected by majority vote of the elected Directors.

4.03 Each Director shall hold office for a term of two years with the term expiring at the second annual meeting of members following his election and upon the election and qualification of his successor. Directors may not be elected to serve on the Board for more than three consecutive terms. Any member that is removed by the Board of Directors may not return to complete his/her term and may not run in the next election for the Board of Directors.

4.04 Five Directors at Large, the Vice President and the Treasurer shall stand for election in even numbered years. Four Directors at Large, the President and the Secretary shall stand for election in odd numbered years. The Field Commissioner shall be selected in an even numbered year. The Select Commissioner shall be selected in on odd numbered year.

4.05 Directors at Large shall be listed in a group, and members shall be entitled to cast as many votes for Directors at Large as there are open positions. Cumulative voting is not permitted. The candidates receiving the top number of votes for the number of positions available shall be deemed elected. Officers shall be voted on by position, and shall be deemed elected by receiving a plurality of the votes.

Regular Annual Board Meeting

4.06 A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.07 Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

Notice

4.08 Notice of any special meeting of the Board of Directors shall be given at least 24 hours previously thereto either verbally or otherwise. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such

meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

4.09 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, upon objection the meeting shall be adjourned from time to time without further notice. A director shall be deemed present if they attend the meeting in person, or if they have given a written or electronic proxy to another director to act in their stead.

Manner of Acting

4.10 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

4.11 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.12 Directors as such shall not receive any stated salaries for their services as Board Members.

Informal Action by Directors

4.13 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Operation of the Association

4.14 The Board of Directors may, by resolution or delegation, provide for policies, rules and procedures for the operation of the association and its programs without need for amendment of these bylaws.

Removal

4.15. A director may be removed from office by (a) resignation from the board, (b) voluntary or involuntary termination of membership in the association, or (c) by a vote of 2/3 of directors present and eligible to vote. Removals by resignation or termination of membership are immediately effective and require no further action of the board. Removal by vote of directors is effective upon the recording of the vote by the secretary or member acting as secretary at the meeting where the removal vote is taken.

ARTICLE 5

OFFICERS

5.01 The officers of the association shall be a president, one or more Vice presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, a Field Commissioner, and a Select Commissioner. The Board of Directors may elect or appoint a Director at Large, or any other member, to such other offices as it shall deem desirable, such officers to have the authority and perform the duties

prescribed, from time to time, by the Board of Directors, and without the requirement of amendment of these bylaws. The duties may be altered or added to by the Board of Directors without amendment to these bylaws. No officer may hold more than one office at the same time.

Removal

5.02 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the association would be served thereby, provided, however, that if the position is filled by a Director at Large, the Director will continue in the Director at Large position unless removed pursuant to Article 4.

Vacancies

5.03 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.04 The President shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs thereof, subject to the direction of the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors, he may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.05 In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.06 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; additionally the Treasurer shall have responsibility of recruiting sponsors and donations for the association, and in general performing all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.07 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by; be custodian of the corporate records and of the seal of the association, and affix the seal of the association to all documents, the execution of which on behalf of the association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Field Commissioner

5.08 The Field Commissioner shall be responsible for the upkeep, maintenance, playing condition and acquisition of all playing fields and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Select Commissioner

5.09 The Select Commissioner shall be responsible for the management and operation of the Select Program of RRSA and all select teams registered with the association. The Select Commissioner shall supervise the Director of Coaching, and make recommendations to the Board of Directors regarding the operation of the Select Program.

Commissioner of Referees

5.10 The board shall appoint a director at large to serve as the Commissioner of Referees shall have the responsibility of recruiting, training and scheduling all of the referees of the association and shall be a permanent member of the rules committee. Additionally, he shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE 6

COMMITTEES

Committees of Directors

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the association. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the association; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another association; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the association; authorizing the voluntary dissolution of the association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Other Committees

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the association and the President of the association shall appoint the members and Chair thereof, subject to approval of the Board of Directors. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the association shall be served by such removal.

Reserved for Expansion

6.03 Reserved.

Term of Office

6.04 Each member of a committee shall continue as such until the next annual meeting of the members of the association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Vacancies

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Rules

6.06 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

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

Checks and Drafts

7.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the association.

Deposits

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

Gifts

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

ARTICLE 8

INDEMNIFICATION

Indemnification of Officers and Directors

8.01 The association shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer or former director or officer of the corporation, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty. The association shall also reimburse any such director or officer or former director or officer or any such person serving or formerly serving in the capacities set forth in the first sentence above at the request of the association for the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the directors not involved in the matter in controversy, whether or not a quorum, that it was in the best interests of the association that such settlement be made, and that such director or officer or former director or officer or such person was not guilty of negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer or former director or officer or such person may be entitled under any bylaw, agreement, insurance policy or vote of shareholders, or otherwise.

ARTICLE 9

BOOKS AND RECORDS

9.01 The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Annual Meetings, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

FISCAL YEAR

10.01 The fiscal year of the association shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 11

MISCELLANEOUS PROVISIONS

11.01 Pursuant to the Texas Business Organization Code, these bylaws may be amended at any regular or special meeting of the Board of Directors by a 2/3 vote of those members of the Board of Directors present and entitled to vote.

11.02 If any provision of these bylaws conflicts with the statutes of the State of Texas governing non-profit corporations, then such provision shall be reformed to comply with the statute, or if reformation is impossible, severed and the requirements of the applicable statute implied.

11.03 Nothing in these bylaws shall be construed as conferring upon any individual member of the association, any vested rights, property rights, liberty interests or other tangible or intangible benefit or right of action.