

**Bylaws**  
Of  
**The Revolution Soccer Club**  
Doing Business As  
**The Dallas Texans Soccer Club Austin Division**

These Bylaws govern The Revolution Soccer Club, d.b.a. The Dallas Texans Soccer Club, Austin Division (hereinafter ADTA,@) a non-profit association formed pursuant to the Texas Uniform Unincorporated Nonprofit Association Act.

**ARTICLE 1**  
Objectives

Consistent with the purposes of DTA as set forth in the Articles of Association, DTA shall provide the opportunity for all who wish to participate in Rec+ and youth competitive soccer. DTA shall teach good sportsmanship, educate youth participants and adult sponsors in the fundamentals of the game of soccer, promote the game of soccer through sponsorship of regularly scheduled soccer competition, and conduct such other educational activities as deemed appropriate for the promotion of youth soccer activities.

**ARTICLE 2**  
Affiliation

DTA shall affiliate with the Capital Area Youth Soccer Association, hereinafter "CAYSA", the South Texas Youth Soccer Association, hereinafter "STYSA" and the United States Youth Soccer, hereinafter "USYS" and shall comply with the requirements of membership for those organizations.

**ARTICLE 3**  
Seasonal and Fiscal Year

The "Seasonal Year" of DTA shall be the same as CAYSA (August 1 through July 31). The "Fiscal Year" of DTA shall be July 1 June 30.

## **ARTICLE 4**

### **Offices**

DTA's mailing address is P.O. Box 1404 Pflugerville, Texas, 78691. DTA may establish such offices as the Board of Directors deems appropriate. The address of DTA may be changed at any time by a vote of the Board of Directors.

## **ARTICLE 5**

### **Membership**

The members of DTA are each player, or the player's representative, on a DTA soccer team, and the Board of directors.

## **ARTICLE 6**

### **Board of Directors**

**6.1. Management.** The Board of Directors is responsible for the management of DTA. General responsibilities of the Board include:

- a) Selecting individual members of the Board of Directors to assume specific management positions and responsibilities as set forth in these Bylaws;
- b) Interpreting and enforcing DTA's Bylaws, Rules, and decisions of the Board of Directors;
- c) Establishing all fees and charges;
- d) Establishing and administering all Rules;
- e) Resolving all disputes, protests, and appeals except when DTA's authority to do so is preempted by CAYSA, STYSA, or USYS, or other organization;
- f) Adopting a budget and approving all expenditures;
- g) Managing all paid employees and contractors;
- h) Carrying out all other duties and responsibilities as specified in these Bylaws;

**6.2. Number of Directors.** The number of Directors is 13. The number of Directors may be increased or decreased by a vote of the members of the board.

**6.3. Nine DTA Members.** Between April 1 and April 10 of each year, each player, or the player's representative, on a select soccer team of the DTA Soccer Club may nominate a person to serve on the DTA Board of Directors. On or before June 30 of each year, the Board of Directors shall meet to consider the nominations and shall elect individuals from those

nominated to fill positions with terms expiring that year.

The term of office for an DTA Member position is two years, commencing on July 1 and ending on June 30 of the second year of the term. The term commences and ends on an odd or even year, in accordance with the following schedule:

Position	Commencing and Ending Odd / Even Year
President	Even
Vice-President	Odd
Treasurer	Even
Fields and Facilities Director	Odd
Training and Education Director	Even
Registrar—Rec +	Odd
Select Program Director	Even
Secretary	Odd
Registrar—Select	Even

To ensure that the staggered terms of directors as set forth in the table above are properly implemented, the initial term of office in 2004 for a Director position designated to commence and end in an odd year will be one year, commencing on July 1, 2004 and ending on June 30, 2005.

**6.4. Four Soccer Association Representatives.** The Board of Directors of the Pflugerville Area Youth Soccer League (PAYSL) and the Board of Directors of the Round Rock Soccer Association (RRSA) shall each designate two individuals to serve on the DTA Board of Directors.

The term of office for soccer association positions on the DTA Board of Directors shall be determined by the soccer associations.

**6.5. Removal.** A member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board.

**6.6. Vacancies.** The members of DTA shall nominate persons to fill any DTA Board Member vacancy occurring during the fiscal year. The Board of Directors shall meet to consider the nominations and shall elect an individual or individuals from those nominated to serve on the Board by an affirmative vote of a majority of the remaining directors, even if less than a quorum

of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

## **ARTICLE 7**

### **Management Positions**

**7.1. DTA Members.** DTA Members shall have the following responsibilities:

- a) **President.** The President is the Chief Executive of DTA and shall:
  - 1) Preside at DTA Board of Director meetings;
  - 2) Appoint committees and members to the committees as necessary;
  - 3) Appoint delegates to represent the Board of Directors at any external meeting, conference, or other function ;
  - 4) Prepare a written annual report to the DTA membership prior to the end of the fiscal year;
  - 5) Appoint members to a Financial Audit Committee charged with determining the accuracy of the Treasurer's books and issuing a report to the Board of Directors prior to the end of the fiscal year;
  - 6) Coordinate with the Treasurer in the preparation and oversight all DTA budgets and financial reports;
  - 7) Manage all public relations in the best interests of the DTA membership;
  - 8) Manage the day-to-day operations of DTA;
  - 9) Create an agenda for each meeting of the Board of Directors;
  - 10) Coordinate the performance evaluation of the Director of Coaching.
  
- b) **Vice President.** The Vice President shall:
  - 1) Perform the duties of the President if the President is absent or unable to act for any reason;
  - 2) Act as the DTA's CAYSA Representative;
  - 3) Direct Reports of all Committees of the Board of Directors;
  
- c) **Treasurer.** The Treasurer shall:
  - 1) Collect and control all funds received by DTA;
  - 2) Maintain detailed records of all income and expenditures;
  - 3) Prepare and submit a financial report of income, expenditures, current assets and liabilities to the Board of Directors at each regular meeting;
  - 4) Pay all DTA bills properly passed upon and approved by the President or Vice-President;
  - 5) Coordinate with the President in the preparation and oversight all DTA budgets and financial reports;
  - 6) Coordinate with the President to contract for the preparation of all required Internal Revenue Service documents, including payroll tax returns, and annual returns for an exempt organization;

- 7) Assume responsibility for all insurance matters, including reports to the Board of Directors regarding insurance coverage, handling claims (including follow-up) and dealing with any insurance problems that might arise;
- d) **Fields and Facilities Director.** The Fields and Facilities Director shall:
- 1) Coordinate field usage with Recreational Programs;
  - 2) Act as a liaison with governmental authorities;
  - 3) Manage the procurement and maintenance of equipment;
  - 4) Supervise field preparation, maintenance, and volunteers.
- e) **Training and Education Director.** The Training and Education Director shall:
- 1) Coordinate with and assist Director of Coaching for the development education and licensing of DTA coaching staff;
  - 2) Develop and manage parent education initiatives;
  - 3) Manage player clinics;
  - 4) Maintain coach and trainer license data base;
- f) **Select Program Director.** The Select Program Director shall:
- 1) Coordinate and administer all DTA team activities;
  - 2) Enforce the DTA Bylaws, Rules, Procedures, and the decisions of the Board of Directors;
  - 3) Coordinate try-outs;
  - 4) Assist in the team formation process;
  - 5) Supervise select team managers;
  - 6) Coordinate with and assist Director of Coaching as required for needs of select teams and act as a point of contact for select coaches to the Board of Directors for team matters and;
  - 7) Coordinate with the Director of Coaching performance and evaluation plans of DTA coaching staff.
- g) **Registrar-Rec+** The Registrar Rec+ shall:
- 1) Maintain a birth certificate data base of all DIV Revolution players;
  - 2) Enforce the Revolution Bylaws, Rules, Procedures, and the decisions of the Board of Directors;
  - 3) Create team rosters and player cards following CAYSA, STYSA, and Revolution rules;
  - 4) Create appropriate electronic data bases and paper work for registration submission to CAYSA.
  - 5) Supervise rec+ team managers;
  - 6) Coordinate with and assist Youth Development Director of Coaching as required for needs of rec + teams and act as a point of contact for rec+ coaches to the Board of Directors for team matters.

- h) **Registrar-Select** The Registrar Select shall:
- 1) Maintain a birth certificate data base of all Divisions I, SII, and DII Revolution players;
  - 2) Enforce the Revolution Bylaws, Rules, Procedures, and the decisions of the Board of Directors;
  - 3) Create team rosters and player cards following CAYSA, WDDOA, STYSA, and Revolution rules;
  - 4) Create appropriate electronic data bases and paper work for registration submission to CAYSA/WDDOA/STYSA.
- i) **Secretary** The Secretary shall:
- 1) Take minutes of each meeting of the Board of Directors;
  - 2) Maintain custody of the official records of the Association

**7.2. Term Limits.** A Board Member is limited to holding the same office for one elected two-year term. Any elected board position may be extended with a two thirds (2/3) affirmative vote of the members of the Board of Directors.

**7.3. Management Responsibilities of Soccer Association Representatives.** In addition to the general responsibilities for members of the DTA Board of Directors, the soccer association representatives shall also coordinate interaction between DTA and their respective recreational soccer associations.

**7.4. Removal From Management Position.** A member of the Board of Directors who is serving in a management position set forth in this Article who is absent from two (2) consecutive Board meetings without sufficient justification, as determined by the Board of Directors, may be removed from that position by a majority vote of the Board in attendance at the meeting. In cases other than for non-attendance, the Board of Directors may remove a member from a management position set forth in this Article with a two thirds (2/3) majority vote of the Board in attendance at a meeting.

## **ARTICLE 8**

### **Non-Voting Member Positions**

**8.1. Past President.** The Past President may act in an advisory capacity to the Board of Directors and provide consultation to the Board of Directors as needed.

**8.2. Other Positions.** The Board of Directors may designate other persons to act in non-voting, advisory capacities to the Board or may delegate specific management responsibilities as the Board deems appropriate in carrying out DTA's business. The term of office for these positions

is at the will of the Board. These positions may include:

- a) **Web Content Director.** The Web Content Director shall:
  - 1) Maintain DTA's Internet Web pages;
  - 2) Enforce the DTA Bylaws, Rules, Procedures, and the decisions of the Board of Directors;
  - 3) Receive direction from Board of Directors for Web site content; and
  - 4) Maintain electronic backup files of Web content.
  
- b) **Referee Director.** The Referee Director shall:
  - 1) Maintain records of certified youth and adult Referees for select level games;
  - 2) Enforce the DTA Bylaws, Rules, Procedures, and the decisions of the Board of Directors;
  - 3) Schedule age appropriate Referees for all games; and
  - 4) Coordinate referee training and re-certification clinics;
  - 5) Provide weekly referee pay sheets to Treasurer.
  
- c) **Publicity Director.** The Publicity Director shall:
  - 1) Provide communication channels, such as print and electronic media for DTA;
  - 2) Enforce the DTA, Bylaws, Rules, Procedures, and the decisions of the Board of Directors;
  - 3) Provide communication mechanisms for try-outs, tournaments, and sponsors; and
  - 4) Collaborate with Web Content Director to enable messaging of all events.

## **ARTICLE 9**

### **Meetings**

**9.1. Regular Meetings.** The regular meetings of the Board of Directors shall be scheduled during the last meeting of the fiscal year for the subsequent fiscal year. A regular meeting schedule shall be posted on the DTA web site.

**9.2. Special Meetings.** Special meetings of the Board of Directors may be held at the discretion of the President at a time and place designated by the President with a 24hr notice;

**9.3. Place of Meetings.** The President may designate any place as the place for any regular or special meeting of the Board of Directors. The Board may hold any meeting electronically or by telephone conference call.

**9.4. Notice.** Notice shall have been accomplished when the DTA President or his/her designate

sends written notice to the members of the Board of Directors, properly addressed, via electronic mail or U. S. Postal Service, with sufficient postage. Unless stated otherwise, all meetings shall require ten (10) days written notice; excluding special meetings.

**9.5. Waiver of Notice.** A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**9.6. Order of Business.** Unless the President determines that the presentation of any meeting's business should be modified to accommodate Board Members, guests, or to bring about the efficient handling of matters to be presented, the order of business shall be as follows:

- a) Roll call and vote accreditation.
- b) Reading of minutes of last meeting.
- c) Unfinished business.
- d) Reports, if any, of chairpersons of standing committees.
- e) Report of officers.
- f) Amendments, if any, to By-Laws or Rules.
- g) New business.
- h) Adjournment.

**9.7. Meeting Rules.** All meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order*, latest edition.

**9.8. Quorum.** Unless otherwise specified in these Bylaws, a majority of the voting membership of the Board of Directors must be present to conduct business requiring a vote of the Board.

## **ARTICLE 10**

### Amendments

Any proposal to amend DTA's Articles of Association or Bylaws must be made in writing by a member of the Association to the President. The President shall provide notice of the proposal to the Board of Directors at least ten (10) days prior to any vote on the proposal. Such notice shall contain the amendments proposed, as well as the date, time and place of the meeting. Amendments to the Articles of Association or Bylaws must be approved by a two thirds (2/3) vote of the members of the Board of Directors in attendance at a meeting.

## **ARTICLE 11**

### Soccer Association Affiliation

DTA will provide a variety of services to recreational soccer associations as outlined in a contract for each organization. These services are designed to support the soccer associations and provide developmental opportunities to their players and coaches. The services provided to

these soccer associations include, but are not limited to: Academy, Skill Builders, and Coaching Clinics. The services provided are not intended to generate profit for DTA. Any fees assessed for services will cover reasonable expenses only. The soccer associations will be responsible for providing the registration process and collecting any fees for such services. DTA will pay for services provided by the soccer associations such as building or field usage, utilities, referee fees, and referee assignor.

**11.2 Division IV Teams.** The only Division IV teams that DTA may form will be U9/U10.

## **ARTICLE 12**

### Transactions of DTA

**12.1. Contracts.** The Board of Directors may by majority vote of members in attendance at a meeting authorize a Board Member to enter into a contract or execute and deliver any instrument in the name of, and on behalf of DTA. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

**12.2. Deposits.** All DTA's funds shall be deposited to the credit of DTA in banks or other depository institutions selected by the Board of Directors.

**12.3. Loans.** DTA may not directly or indirectly make any loan to an officer, director, employee or agent of DTA.

**12.4. Prohibited Acts.** No person acting in the capacity of an officer, director, employee or agent of DTA may:

- a) Act in violation of these Bylaws;
- b) Act with the intention of harming DTA or any of its operations;
- c) Engage in activities or use assets of DTA in manners that do not further one or more exempt purposes, as set forth in the Articles of Association and defined by the Internal Revenue Code and related regulations, rulings and procedures;
- d) Serve a private interest other than one clearly incidental to an overriding public interest;
- e) Devote more than an insubstantial part of his or her activities to attempting to influence legislation except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
- f) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities;
- g) Have objectives characterized as an Action organization@ as defined by the Internal Revenue Code and related regulations, rulings and procedures;
- h) Distribute the assets of DTA on dissolution other than to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3);

- i) Permit any part of DTA's net earnings to inure to the benefit of any officer, director, employee, agent of DTA or to any private individual; or
- j) Carry on an unrelated trade or business, except as a secondary purpose to DTA's primary, exempt purpose.

### **ARTICLE 13**

#### Books and Records

**13.1. Required Records.** DTA shall keep correct and complete books and records of account for at least three years after the end of each fiscal year. The books and records include:

- a) Articles of Association, Articles of Amendment, Bylaws, and other rules adopted by DTA;
- b) Minutes of the meetings of the Board of Directors;
- c) A list of the names, telephone numbers, and addresses of the members of DTA;
- d) Financial records reflecting the source and use of all funds received by DTA;
- e) Resolutions of DTA;
- f) All contracts, agreements, and correspondence relating to the business of DTA.

### **ARTICLE 14**

#### Indemnification

**14.1.** DTA may indemnify a member of the Board of Directors or a person to whom the Board has delegated specific management responsibilities of DTA to the extent permitted by law who was, is, or may be named as a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in DTA, provided that the person acted in good faith and reasonably believed that his or her conduct was in compliance with these Bylaws and DTA's best interests.

**14.2.** DTA shall not indemnify a person the Board of Directors determines is liable to DTA or whose liability is based on improperly receiving a personal benefit from DTA.

**14.3.** Before DTA may pay any indemnification expenses, the Board of Directors of DTA must specifically determine that indemnification is permissible and the amount of indemnification expenses that should be paid. DTA shall make these decisions by:

- a) A majority vote of a quorum consisting of directors who, at the time of the vote, are not named as defendants or respondents in the proceeding; or
- b) Determination by legal counsel selected by a majority vote of all directors.

**14.4.** DTA shall advance expenses before final disposition of a proceeding only after it

determines that the facts then known would not preclude indemnification.

**ARTICLE 15**  
Dissolution

Upon dissolution of DTA, all of its assets will be distributed to an organization or organizations exempt from taxes under Internal Revenue Code Section 501 (c) (3). Upon a legal determination at the time of dissolution of DTA that PAYSL and RRSA each qualify as such organizations, the DTA Board of Directors shall transfer, in equal shares, the assets of DTA to PAYSL and RRSA. If either PAYSL or RRSA or both do not qualify as exempt from taxes under Internal Revenue Code Section 501 (c) (3), then upon dissolution of DTA, the DTA Board of Directors shall transfer all of DTA's assets to an organization or organizations meeting these criteria.

**ARTICLE 16**  
Legal Construction

These Bylaws shall be construed under the laws of the state of Texas. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit associations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Bylaws shall be construed as if they had not included the invalid, illegal or unenforceable provision.

**CERTIFICATE OF PRESIDENT**

I certify that I am the duly elected and acting President of the Dallas Texans Soccer Club, Austin Division and that these Bylaws were duly adopted at a meeting of the Board of Directors on this \_\_\_\_\_ day of June, 2007.

\_\_\_\_\_  
President  
The Revolution Soccer Club,  
doing business as

The Dallas Texans Soccer Club, Austin Division