

GSC

GALAXY SOCCER CLUB

(A NONPROFIT CORPORATION)

Bylaws

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ARTICLE 1 -- GENERAL

Section 1. Name

The name of this organization shall be Galaxy Soccer Club, a Texas nonprofit corporation, hereinafter referred to as "GSC."

Section 2. Purpose

The purpose of GSC is to provide the opportunity for and access to high-quality training to any youth soccer player who wishes to develop to his/her full potential as a world-class soccer player. GSC shall create a good and positive learning environment centered on good sportsmanship and core values that make up the essence of every good citizen. The fundamentals of the game of soccer will be taught to youth players through well-organized and age-appropriate training sessions conducted by well-qualified trainers.

Section 3. Affiliation

GSC shall affiliate and comply with the authority of the Capitol Area Youth Soccer Association, hereinafter referred to as "CAYSA;" the South Texas Youth Soccer Association, hereinafter referred to as "STYSA;" and United States Youth Soccer, hereinafter referred to as "USYS."

Section 4. Seasonal and Fiscal Year

The "Seasonal Year" of GSC shall be the same as CAYSA (which currently is August 1st through July 31st). The "Fiscal Year" of GSC shall be January 1st through December 31st.

ARTICLE 2 – MEMBERS

Section 1. Composition of Membership

The organization shall have one (1) class of members, which will be composed of the following:

- Parents or guardians of GSC-registered players
- GSC-registered coaches and/or trainers
- Volunteers serving on the GSC Board of Directors or a committee
- Employees of GSC
- Any individual who has paid a minimum of \$100.00 (one hundred dollars), or who has made a material donation valued at a minimum of \$100.00 (one hundred dollars), to the organization and who has also been approved for Membership by the Board of Directors.

Section 1.1 Duration of Membership

Membership in the organization runs for 1 year and aligns with the organization's seasonal year from August 1 to July 31. Membership is automatically renewed every year for any returning player's parents or guardians, any returning coaches/trainers, any employee with a valid contract, and any volunteer board member serving a non-expired term.

Section 2. Voting Rights

All Members shall be entitled to vote in the organization on the basis of one (1) vote per registered player (if parent or guardian), or one (1) vote per other Member.

Section 3. Termination of Membership

The Board of Directors, by a two-thirds (2/3) affirmative majority vote of the entire Board of Directors, may suspend or terminate the Membership of any Member for cause after an appropriate hearing. Any terminated member may not rejoin the organization unless reinstated.

Section 4. Resignation

Any parent or guardian of a player that is withdrawn from a team automatically resigns their membership. Any other member may resign from the organization by filing a written resignation with the Secretary.

Section 5. Reinstatement

The Board of Directors, by a two-thirds (2/3) affirmative majority vote of the entire Board of Directors, may reinstate a former terminated Member to Membership upon written request signed by the Member and filed with the Secretary.

ARTICLE 3 – GOVERNING BODY

Section 1. Management

The business and affairs of GSC shall be managed by an elected Board of Directors and appointed committee members.

Section 2. Directors

2.1. Number of Directors

The number of Directors shall be five (5): President, Secretary, Treasurer, Operations, Public Relations and Communications. The number of Directors may be increased or decrease from time to time by amendment of these Bylaws upon a two-thirds (2/3) majority vote of the Members at the annual meeting or at a special meeting called for that purpose; provided, however, that the number of Directors shall not be decreased to less than three (3). No decrease shall have the effect of shortening the term of any incumbent Director.

2.1.1. Duties of the President

The President shall be the chief executive officer of the organization. The President shall preside at all meetings of the Members and at all meetings of the Board of Directors. The President shall present at each annual meeting of the Members and of the Board of Directors a report of the condition of the organization. The President shall call the regular and special meetings of the Directors and the Members in accordance with these Bylaws. The President shall appoint, remove, employ, discharge, and fix the compensation of all agents and employees of the organization other than himself, subject to the approval of the Board of Directors. The President shall sign and make contracts and agreements in the name of the organization. The President shall see that the books, reports, statements, and certificates required by law are properly kept. The President shall enforce these Bylaws and perform all the duties normally incident to the position and office of the President.

2.1.2. Duties of the Secretary

The Secretary shall attend all meetings of the Members and of the Board of Directors. The Secretary shall keep a true and complete record of the proceedings, including all votes and resolutions presented at these meetings, in a book to be kept for that purpose. The Secretary shall be the custodian of the records and of the organization's seal, if any, and shall affix the seal, if any, to documents, the execution of which is duly authorized. The Secretary shall give or cause to be given all notices required by law or these Bylaws. The Secretary shall also perform such other duties as may be prescribed by the Board of Directors or the President.

2.1.3. Duties of the Treasurer

The Treasurer shall have the care and custody of, and be responsible for, the funds and properties of the organization and shall deposit such funds in the name of the organization in such depositories as the Board of Directors may from time to time designate. The Treasurer shall sign, make, and endorse in the name of the organization all checks, drafts, warrants, and orders for the payment of money; and shall pay out and dispose of same and receipt therefore, under the direction of the President or the Board of Directors. The Treasurer shall disburse funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors is not necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors. The Treasurer shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. The Treasurer shall exhibit at reasonable times and upon reasonable request his/her books and records of account to any Director or Member of the organization. The Treasurer shall cause an annual Compilation Statement of the organization's books to be made by a certified public accountant, or public accountant, at the completion of each fiscal year; and shall, with the Board of Directors, prepare an annual budget and a statement of income and expenditures to be presented to the Members at the annual meeting, and deliver a copy

of each to the Members. The Treasurer shall also render a statement of the condition of the financial affairs of the organization at each regular meeting of the Board of Directors and at such other times as he/she may be directed by the Board of Directors or by the President.

2.1.4. Duties of the Director of Operations

The Director of Operations shall coordinate with the President to set organization goals; plan and oversee day-to-day operational activities; and regularly evaluate the efficiency of the procedures and objectives of the organization. The Director of Operations shall manage procurement processes; coordinate material and resource allocations; manage relationship agreements with external partners and/or vendors; supervise volunteers and/or staff, if any; and serve as a liaison with the parents of the players and other Members of the organization.

2.1.5. Duties of the Public Relations and Communications Director

The PR and Communications Director shall develop, write, and edit marketing and communications materials, including press releases, social media content, flyers for camps and other activities; promote communications and marketing materials through appropriate social channels; track analytics and create reports detailing successes and failures of communications campaigns; ensure that all communications and marketing material aligns with the organization's mission and standards; maintain digital media archives including photos and videos; conceptualize and implement communications strategies and campaigns; respond to media inquiries and perform media outreach to achieve brand placement in publications.

2.2. Election and Term of Office.

The term of office of each member of the Board of Directors shall be two (2) years. The Members of the organization shall elect Directors at each annual meeting. To provide continuity, elections of Directors shall be

staggered, with three (3) Directors being elected in even years and two (2) Directors being elected in odd years. Unless removed or disqualified in accordance with these Bylaws, each Director shall hold office for the term for which he/she is elected until his/her successor shall have been elected and qualified.

2.3. Powers and Duties.

The Board of Directors has the power and duties necessary for the administration of the affairs of the organization, and it may do all such acts and things as are not forbidden by law or by these Bylaws. Without prejudice to such foregoing general powers and duties, the Board of Directors is vested with, and responsible for, the power and duties to:

- Conduct, manage, and control the affairs and business of the organization, and to make and enforce such rules and regulations therefore consistent with the law, as the Board may deem necessary or advisable;
- Select, appoint, and remove all agents and employees of the organization; to fix their compensation; and to require from them security for faithful service when deemed advisable by the Board;
- Establish all participation fees in the organization;
- Adopt a budget and approve all expenditures of the organization;
- Establish and administer all GSC rules;
- Resolve all disputes, protests, and appeals except when GSC authority is superseded by CAYSA, STYSA, or USYS; and
- Contract for and pay insurance for participants, the organization, the Board of Directors, and other interested parties as the Board deems advisable.

2.4. Compensation

Directors, as such, shall not receive any salary for their services; but, by resolution of the Board, expenses of attendance, if any, may be reimbursed for attendance at each regular or special meeting of the Board. Nothing herein shall be construed to preclude any Director from serving the organization in any other capacity and receiving compensation therefore.

2.5 Removal

Any Director may be removed either for cause or without cause at a special meeting of the Members called for that purpose. Removal shall be accomplished by the affirmative vote of a majority of the Members entitled to cast a vote for the election of such Director and who are represented in person or by proxy at such meeting.

2.6. Vacancy

A vacancy on the Board of Directors may be filled either (1) by appointment at any meeting of the Board of Directors by a majority vote of the Directors then in office, though less than a quorum; or (2) by election at a special meeting of the Members called for that purpose. Each successor Director shall be elected or appointed for the unexpired term of his/her predecessor in office and shall serve until his/her successor shall be elected and shall qualify. Any Directorship to be filled by reason of any increase in the number of Directors shall be filled by election at an annual meeting of the Members or at a special meeting of the Members called for that purpose. No action by the Board of Directors shall be invalid solely for the reason that there existed one or more vacancies on the Board of Directors at such time.

Section 3. Committees and Agents

3.1. Executive Committee

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee; which committee, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors in the business and affairs of the organization except where action of the Board of Directors is specified by statute. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required by the Board. Actions by the Executive Committee shall be ratified by the Board of Directors within 90 days of said action.

3.2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the organization may be designated and appointed by a resolution adopted by a majority of the Directors at a

meeting at which a quorum is present, or by the President, thereunto authorized by a like resolution of the Board of Directors. Membership on such committees may be limited to Directors at the discretion of the Board.

3.3. Agents

Agents are members designated to represent the organization at required meetings with other organizations and provide meeting summaries to the board of directors.

3.3.1. CAYSA Representative

The CAYSA Representative shall represent the organization at CAYSA meetings and vote in such meetings in accordance to the wishes of the board of directors or the president.

3.3.1. PARD Representative

The PARD (Parks and Recreations Department) Representative shall represent the organization at PARD meetings and voice in such meetings the wishes of the board of directors or the president.

ARTICLE 4 - MEETINGS OF MEMBERS

Section 1. Regular Meetings

The regular meetings of GSC shall be scheduled during the last meeting of the governing year for the subsequent governing year. A regular meeting schedule shall be posted on the GSC web site.

Section 2. Location of Meetings

All meetings of the Members shall be held at the principal office of the organization or at such other place, within the state of Texas, as may be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 3. Failure to Hold Annual Meeting

Failure to hold the annual meeting at the designated time shall not work as a dissolution of the organization. In the event the Board of Directors fails to call the annual meeting at the designated time, any Member may make demand that such meeting be held within a reasonable time. Such demand shall be made in writing by certified mail directed to any officer of the organization. The annual meeting shall thereafter be called within sixty (60) days following such demand.

Section 4. Special Meetings

Special meetings of the Members for any purpose or purposes may be called by the President or the Board of Directors. No business other than that specified in the notice of meeting shall be transacted at a special meeting.

Section 5. Notice

Notice shall have been accomplished when the GSC President, Secretary, or his/her designee places with the US Postal Service a written notice with sufficient postage and that is properly addressed to each Member of the organization; transmits an e-mail notice that is addressed to each Member; and/or places an announcement on the organization's web site. Unless specifically stated otherwise, all regular meetings of the Members shall require a ten (10)-day minimum notice. A 24-hour minimum notice is required for special or emergency Board meetings.

Section 6. Quorum

The Members present at the annual meeting of the Members, either in person or by proxy, shall constitute a quorum, provided that such meeting was properly announced. For regular Board meetings, a majority of 50% plus one (1) of Board members present in person or by proxy shall constitute a quorum at that meeting.

Section 7. Telephonic Conference

Subject to the provisions for notice required by these Bylaws and the Texas Nonprofit Corporation Act (as amended by the Texas Business Organizations Code) for notice of meetings, Directors may participate in and hold a meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the 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 8. Waiver of Notice

Notice of any special meeting may be waived in writing signed by the person or persons entitled to such notice. Such waiver may be executed at any time before or after the holding of such meeting. Attendance of a Director at a special meeting shall constitute a waiver of notice of such special meeting, except where a Director attends 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 9. Order of Business

The order of business at all meetings of the organization shall be as follows:

- Roll call;
- Proof of notice of meeting, or waiver of notice;
- Reading of minutes of preceding meeting;
- Reports of officers and Board of Directors;
- Report of committees, if any;
- Election of members of the Board of Directors (when so required);
- Unfinished business;
- New business;
- Consideration of adequacy of reserves; and
- Adjournment.

Section 10. Conduct of Meeting

The President or his/her designee shall preside over all meetings of the Members, and the Secretary shall keep the minutes of the meeting and record in a Minutes Book of the organization such resolutions that are adopted by the Members as well as a record of all transactions occurring thereat. Robert's Rules of Order (latest edition) as modified by the Board of Directors shall govern the conduct of all meetings of the organization when not in conflict with these Bylaws.

ARTICLE 5 – CONFLICT

In the case of a conflict between the organization's Certificate of Formation and the Bylaws, the Certificate shall control.