

# **TIMBERLINE YOUTH SOCCER ASSOCIATION**

## **CONSTITUTION**

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Each person having any responsibility whatsoever for any Member Club or team participating in the Timberline Youth Soccer Association is responsible for reading and understanding this Constitution. In the event charges of infraction of any of the regulations contained herein are made against a club, team, coach or any other team representative, claims by said accused person of ignorance of these regulations will not be considered an available defense to said charges. It is each Member Club's responsibility to see to it that any person having responsibility for any team receives a copy of this Constitution.

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**MEMBER  
UNITED STATES SOCCER FEDERATION**

Adopted June 2, 1993  
Revised November 3, 1993, October 1, 1997,  
July 1, 2002, and revised significantly on  
May 7, 2008

## TABLE OF CONTENTS

	<b>Page</b>
ARTICLE 1 - DEFINITIONS.....	1
ARTICLE 2 - NAME.....	2
ARTICLE 3 - PURPOSE.....	2
ARTICLE 4 - AFFILIATION.....	2
ARTICLE 5 - MEMBERSHIP.....	3
ARTICLE 6 - OFFICERS AND DIRECTORS.....	3
ARTICLE 7 - ELECTION OF OFFICERS.....	5
ARTICLE 8 - MEETINGS.....	6
ARTICLE 9 - HEADQUARTERS.....	7
ARTICLE 10 - SEASONAL AND FISCAL YEAR.....	7
ARTICLE 11 - DISCIPLINE OF MEMBER CLUBS, OFFICERS AND DIRECTORS.....	7
ARTICLE 12 - COMMITTEES.....	8
ARTICLE 13 - AMENDMENTS.....	8
ARTICLE 14 - ENACTMENT.....	8
ARTICLE 15 - AUTHORITY TO CREATE RULES.....	8
ARTICLE 16 - DISSOLUTION.....	8

TIMBERLINE  
YOUTH SOCCER ASSOCIATION  
CONSTITUTION

ARTICLE 1 - DEFINITIONS

- 1.1 “Association”: the Timberline Youth Soccer Association.
- 1.2 “Administrator”: Administrator for the Association hired by the Board to perform the administrative duties set forth in this Constitution and the Bylaws and other such duties as assigned by the President of the Association.
- 1.3 “Board”: Board of Directors of the Association.
- 1.4 “Bylaws”: the Bylaws of the Association as in effect from time to time.
- 1.5 “Designated Appointee”: as set forth in Section 8.4.
- 1.6 “Directors”: the Officers, the Member Club Presidents and the President Emeritus.
- 1.7 “Discipline and Protest Committee”: as such term is defined in the Bylaws.
- 1.8 “Elected Officers”: the Association’s President, Executive Vice President, Vice President Coaches, Vice President Scheduling/Scorekeeping, Secretary/Treasurer and Vice President At Large.
- 1.9 “Fiscal Year”: as set forth in Section 10.2.
- 1.10 “Individual Members”: the players registered in the Member Clubs and such players’ parents and/or guardians, the Association’s coaches and supporters and members of the Board.
- 1.11 “Member Club”: the youth soccer clubs that are members of the Association, including the Aldine United Soccer Club, the Bear Creek Soccer Club, Inc., the Cy-Fair Soccer Club, Inc., Kingwood Alliance Soccer Club, Klein Soccer Club, Inc., Texas HeatWave Soccer Club, Inc., Texas Rush Soccer Club, Conroe Youth Soccer League, and such other clubs as may from time to time be approved by the Association according to this Constitution.
- 1.12 “Officers”: the Elected Officers of the Association.
- 1.13 “President Emeritus”: the immediate past President of the Association.
- 1.14 “Quorum”: as set forth in Section 8.2.

- 1.15 “Registered Fall Season Players”: the players registered with any one Member Club during the most recently completed fall season, as determined by the Administrator.
- 1.16 “Rules of Competition”: the Rules of Competition set forth in the Association’s Redbook posted on the Association’s website [www.timberlinesoccer.com](http://www.timberlinesoccer.com).
- 1.17 “Sponsor”: STYSA or such other regional or national youth soccer organization with which the Association affiliates.
- 1.18 “STYSA”: South Texas Youth Soccer Association.
- 1.19 “Supermajority of the Member Club Presidents”: sixty percent (60%) of all votes eligible to be cast by the Member Club Presidents, or their respective Designated Appointees, on behalf of the Member Clubs, wherein each Member Club President or Designated Appointee shall have the number of votes equal to the number of Registered Fall Season Players within the Member Club represented by such Member Club President or Designated Appointee.
- 1.20 “USSF”: United States Soccer Federation.
- 1.21 “USYS”: United States Youth Soccer.

#### ARTICLE 2 - NAME

- 2.1 The name of this organization shall be the TIMBERLINE YOUTH SOCCER ASSOCIATION (the “Association”).

#### ARTICLE 3 - PURPOSE

- 3.1 It shall be the purpose of the Association to foster and promote youth soccer. The Association shall teach good sportsmanship, educate youth participants in the fundamentals of the game of soccer, promote the game of soccer and conduct such other educational activities as it shall deem appropriate to the promotion of youth soccer.
- 3.2 The Association shall be a nonprofit organization, incorporated in the State of Texas. The Association shall be subject to the rules set forth in this Constitution, its Bylaws and Rules of Competition.

#### ARTICLE 4 - AFFILIATION

- 4.1 The Association shall be affiliated with the USSF. The Association and its Member Clubs shall be affiliated with USYS, STYSA, or any other national or regional youth soccer association approved by and a member of the USSF (STYSA or such other regional or national organization with which the Association affiliates is hereinafter referred to as the “Sponsor”).

## ARTICLE 5 - MEMBERSHIP

- 5.1 The Association shall be composed of:
- 5.1.1 Member Clubs, each of which shall have by and through their respective Member Club Presidents, one vote, except in those instances where the vote of a Supermajority of the Member Club Presidents is required by this Constitution or the Bylaws. Each Member Club shall retain its own autonomy subject to its adherence to the Association's Constitution, Bylaws and Rules of Competition and decisions of the Board.
  - 5.1.2 Individual Members, but the Individual Members shall have no voting rights, provided however, that the members of the Board shall have voting rights in their capacity as Directors.
- 5.2 Any Member Club wishing to withdraw from membership in the Association shall notify the Association President in writing of its desire to withdraw. The written notice shall be signed by the Member Club President and accompanied by (i) a resolution of the board of directors of the Member Club signed by the Member Club President and the Secretary of such Member Club memorializing such Member Club's decision to withdraw from the Association, and (ii) a copy of a notice sent by the Member Club to its registered players indicating the Member Club's intent to withdraw from the Association. Withdrawal will be permitted and become effective upon the Member Club's settlement of any and all liabilities to the Association and the Sponsor.
- 5.3 Upon receipt of a written request, signed by the president of a former Member Club, accompanied by the former Member Club's current constitution and bylaws, the Board may reinstate a former Member Club to membership on such reasonable terms and conditions as the Board may deem appropriate, upon the affirmative vote of a majority of the Member Club Presidents.

## ARTICLE 6 - OFFICERS AND DIRECTORS

- 6.1 The business, property and activities of the Association shall be managed by the Board. The Board shall consist of:
- A. President
  - B. Executive Vice President
  - C. Vice President Coaches
  - D. Vice President Scheduling/Scorekeeping
  - E. Secretary/Treasurer
  - F. Vice President At Large

- G. Member Club Presidents
  - H. President Emeritus
  - I. Referee Representative: this position shall be ex officio without vote.
- 6.2 The President Emeritus shall serve until the incumbent President is no longer in office. This position shall be an advisory position and shall have no voting rights.
- 6.3 The members of the Board shall receive no compensation for their services to the Association.
- 6.4 The Board shall have the power to manage the business and affairs of the Association, including the performance of the following duties:
- 6.4.1 interpret and enforce the Association's Constitution, Bylaws and Rules of Competition and decisions of the Board;
  - 6.4.2 establish all Association fees and charges, subject to the exceptions set forth in Section 11;
  - 6.4.3 levy fees and fines on Member Clubs subject to the exceptions set forth in Section 11;.
  - 6.4.4 establish and administer the Association's Constitution, Bylaws and Rules of Competition;
  - 6.4.5 resolve all disputes, protests and appeals with respect to the Association rules, except as provided otherwise in the Association's Constitution, Bylaws and Rules of Competition or when the Association's authority to do so is superseded by the Sponsor or the USSF;
  - 6.4.6 establish and coordinate or approve all inter-association play and tournaments;
  - 6.4.7 formulate a budget to be approved by a Supermajority vote of the Member Club Presidents;
  - 6.4.8 make ultimate hiring decisions regarding persons employed or compensated by the Association;
  - 6.4.9 approve the compensation of any person employed or otherwise compensated by the Association; and
  - 6.4.10 carry out all other duties and responsibilities as specified in the Association's Constitution, Bylaws and Rules of Competition.

## ARTICLE 7 - ELECTION OF OFFICERS

- 7.1 Election of officers shall take place at the Association's last quarterly meeting of the fiscal year.
- 7.2 The President shall appoint a nominating committee no later than the third quarterly meeting of the Fiscal Year to propose a slate of qualified candidates for the office(s) scheduled to become vacant in the coming year. The proposed slate of officer(s) shall be mailed to all Member Clubs no less than fifteen (15) days prior to the last quarterly meeting. For the purposes of this section, delivery of such notice may be accomplished through the use of electronic mail. Notice will be posted to the Association's website, if available.
- 7.3 Nominations from the floor may be made during the elections provided that persons nominated from the floor are present and affirm his/her willingness to serve if elected, or such person shall have stated in writing to the incumbent President his/her willingness to serve if elected.
- 7.4 The President, Executive Vice President, Vice President Coaches, Vice President Scheduling/Scorekeeping, Secretary/Treasurer and Vice President At Large (collectively, the "Elected Officers") shall be elected by the affirmative vote of a Supermajority of the Member Club Presidents, subject to Section 7.6. The Referee Representative will be appointed by the South Texas Referee Association.
- 7.5 The term of office for each Elected Officer shall begin upon his/her election and shall be for two (2) years or until a duly qualified replacement is elected to or appointed as set forth herein. All Elected Officers shall be elected in years as follows:
- 7.5.1 President: Elected in even years
  - 7.5.2 Executive Vice President: Elected in odd years
  - 7.5.3 Vice President Coaches: Elected in even years
  - 7.5.4 Vice President Scorekeeping/Scheduling: Elected in odd years
  - 7.5.5 Vice President At Large: Elected in even years
  - 7.5.6 Secretary/Treasurer: Elected in odd years
- 7.6 Between elections, the President shall fill any vacancies in the offices of the Elected Officers by appointment. The President shall seek the board's advice concerning such appointments.
- 7.7 If the office of President becomes vacant before the last quarterly meeting of the Fiscal Year, the Executive Vice President shall succeed to the office of President, and the vacancy for Executive Vice President shall filled as set forth in Section 7.6.

7.8 No person shall be elected or appointed to be an Officer of the Association if such election or appointment would cause there to be more than three (3) elected Officers or Directors of the Association representing any one Member Club unless such election or appointment is approved by an affirmative vote of a Supermajority of the Member Club Presidents. A Member Club President may not be elected or appointed an Officer of the Association.

7.8.1 Representation is defined as follows:

- A. One child playing: When the representative has one child playing in any of the Member Clubs, he/she will be said to represent the Member Club which is representative of where the child plays.
- B. Two or more children playing: If two (2) or more children play at the same Member Club, he/she will be said to represent the Member Club, which is representative of where the children play. If two (2) or more children play at different Member Clubs, he/she will be said to represent the Member Club which is representative of where the majority of the children play, or, if there is no majority, the Member Club where the oldest child plays.

## ARTICLE 8 - MEETINGS

- 8.1 The Board shall meet at least quarterly, and more often if the Board so desires, at a time and place scheduled by the Board and made known to each of the Board members. No notice of a regularly scheduled meeting shall be required unless a change of time or place is necessary. Such notice may be accomplished by the most expedient means available, including the use of electronic mail.
- 8.2 At any meeting of the Board, a quorum will exist if a simple majority of the votes held by the members of the Board are represented at such meeting (a "Quorum").
- 8.3 Special meetings of the Board may be called by the President or by a simple majority of the members of the Board by giving notice by U.S. or electronic mail to each Board member at least ten (10) days prior to such special meeting. A special meeting may only address the specified business for which the meeting was called.
- 8.4 Members of the Board must be present at any meeting to vote, except that each Member Club President may designate an appointee ("Designated Appointee") who may represent such Member Club President and vote on his/her behalf on all matters coming before the Board at any meeting. Any Member Club President who desires or is required to be represented by a Designated Appointee must provide to the President and Administrator written notice signed by such Member Club President naming the Designated Appointee authorized to act on his or her behalf at a meeting of the Board. Such written notice must be made at least twenty four (24) hours in advance and may be made by electronic mail. Other than the Designated Appointees permitted for the Member Club Presidents, voting by proxy will not be allowed for any Director.



- 8.5 Except as otherwise set forth herein, the Board shall decide all matters by a majority vote of the members of the Board. A vote by a Supermajority of the Member Club Presidents shall be required for (i) approval of the budget, including expenditures outside the budget, (ii) authorization of debt incurred by the Association and loans made by the Association, (iii) dissolution of the Association as set forth in Article 16, (iii) election of the Elected Officers as set forth in Article 7, subject to the exceptions set forth therein, and (iv) amendments to this Constitution as set forth in Article 13.
- 8.6 All meetings shall be conducted in accordance with either (i) the most recent edition of Robert's Rules of Order, Revised unless specified elsewhere in this Constitution or the Bylaws or (ii) the Sponsor's rules of order. The President may modify the order of presentation of any meeting's business to accommodate guests and/or Board members or to permit the efficient handling of matters which come before the Board.

#### ARTICLE 9 - HEADQUARTERS

- 9.1 The Association's headquarters shall be located at the home of the incumbent President where the files and records of the Association shall be maintained, or at such other location as the incumbent President may designate.

#### ARTICLE 10 - SEASONAL AND FISCAL YEAR

- 10.1 The seasonal year shall be the same as the Sponsor's seasonal year.
- 10.2 The fiscal year shall begin on July 1 and end on June 30 of the following year.

#### ARTICLE 11 - DISCIPLINE OF MEMBER CLUBS, OFFICERS AND DIRECTORS

- 11.1 The Board, after an affirmative vote of a Supermajority of the Member Club Presidents, may expel any Member Club when such Member Club's activities are not in accord with the Association's purpose as set forth in this Constitution and the Bylaws or where there have been numerous and knowing violations of this Constitution, the Bylaws or Rules of Competition by the Member Club in question. The Board in their sole discretion, after an affirmative vote of a Supermajority of the Member Club Presidents shall have authority to fine or impose some other reasonable sanction on a Member Club, for violations of the Association's Constitution, the Bylaws or Rules of Competition. The fine or sanction(s) may vary depending on the magnitude of the violation as determined by the Board.
- 11.2 Member in Good Standing: in order for a Member Club to be in good standing, such Club must be current on all obligations to the Association and to the Sponsor, including but not limited to the timely payment of all dues, fees and other moneys owed. Furthermore, disciplinary action pursuant to section 11.1 herein, may subject a Member Club to suspension of its good standing with the Association. Loss of good standing will occur automatically in the event that a Member Club is not current, or has not satisfied its financial obligations as of the date of any scheduled or special board meeting. Loss of good standing will result in the Member Club's forfeiture of voting privileges until its financial defaults are cured, or until disciplinary sanctions previously imposed are removed.

- 11.3 Each Board member shall be given at least twenty eight (28) days written notice of the proposed action to expel a Member Club to be taken at the next Association meeting. The Member Club in question, the Association's Sponsor and the USSF shall be notified in writing of any action taken by the Board.
- 11.4 Any Officer or Director may be removed from office for (i) gross neglect of assigned Association duties; (ii) willful misconduct; (iii) after two (2) consecutive unexcused absences from regular Board meetings; provided that, with respect to any Member Club President who is represented by a Designated Appointee, such Member Club President will not be considered absent in calculating the two (2) absences. The vote of a Supermajority of the Member Club Presidents shall be required to remove an Officer or Director from his/her position, except for (iii) above, whereupon the President with ten (10) days written notice by electronic mail to the Officer or Director, may remove such Officer or Director and replace him or her pursuant to the provisions of section 7.6 herein.

#### ARTICLE 12 - COMMITTEES

- 12.1 The formation of standing committees shall require the approval of the Board. The President may form special committees in his or her sole discretion. These committees shall carry out the duties set forth in this Constitution, the Bylaws or as instructed by the Board or President.

#### ARTICLE 13 - AMENDMENTS

- 13.1 Amendments to this Constitution may be made at any meeting of the Board by the vote of a Supermajority of the Member Club Presidents. Each Board member shall be given twenty-eight (28) days prior written notice of the proposed amendment(s). Such notice may be made by electronic mail.

#### ARTICLE 14 - ENACTMENT

- 14.1 This Constitution and the accompanying Bylaws shall supersede all previous Constitutions or Bylaws of the Association.

#### ARTICLE 15 - AUTHORITY TO CREATE RULES

- 15.1 The Association shall adopt and publish such regulations for youth players as may be required by the Association, the Sponsor or the USSF according to the needs of the Association to operate an orderly soccer program. All competitions sponsored by the Association shall be administered in cooperation with and in accordance with the rules and regulations of the USSF.

## ARTICLE 16 - DISSOLUTION

- 16.1 The Association may be dissolved by the vote of a Supermajority of the Member Club Presidents provided that each Member Club by and through its Club President has received at least twenty eight (28) days prior written notice of the proposed action.
- 16.2 In the event that the Association is dissolved or ceases to function, the Board shall make provisions to pay all Association liabilities. Assets of the Association shall be disposed of to pay Association liabilities and any balance remaining after payment of all known Association liabilities shall be disbursed to such organizations established exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as set forth in the Articles of Incorporation of the Association.