

CHAPTER 1.
ASSOCIATION STATUS AND GOVERNING FRAMEWORK
OF THE
TEXOMA SOCCER ASSOCIATION

1.1 AFFILIATION AND GOVERNING AUTHORITY

Texoma Soccer Association (“TSA”) is a member association of the North Texas State Soccer Association (“NTSSA”).

TSA shall administer its programs in accordance with applicable law and the governing documents, rules, regulations, policies, and decisions of NTSSA, the United States Soccer Federation (“USSF”), and any other governing body with applicable authority.

If a provision of these Bylaws, TSA Rules and Regulations, or a TSA policy conflicts with a controlling requirement of NTSSA, USSF, or applicable law, the controlling requirement shall govern. TSA shall amend or administer the conflicting provision as necessary to conform.

1.2 PURPOSE

TSA exists to promote, organize, and develop soccer for youth and adult participants in the Texoma area. TSA’s recreational programs are intended to provide healthy activity, enjoyment, learning, fitness, friendship, and player development, with development and enjoyment taking priority over competition.

TSA shall support the development of players, coaches, referees, administrators, and volunteers. TSA shall promote safety, sportsmanship, education, inclusion, and enjoyment of the game.

1.3 TERRITORY

TSA serves Grayson County, Texas, subject to the territorial authority assigned to TSA by NTSSA. TSA may serve individuals and teams residing or participating within that territory in accordance with NTSSA requirements.

1.4 EQUAL OPPORTUNITY

TSA shall provide equal opportunity for athletes, coaches, trainers, managers, administrators, referees, officials, volunteers, and other participants to participate in TSA-sanctioned adult and youth soccer programs.

Individuals serving on the TSA Board of Directors, committees, or in appointed positions shall be selected without regard to race, color, religion, national origin, sex, or other status protected by applicable law.

TSA shall not establish eligibility requirements relating to amateur status that are more restrictive than those imposed by NTSSA or USSF. All participation and appointment decisions shall be consistent with applicable law and the governing requirements of NTSSA and USSF.

CHAPTER 2.
BYLAWS
TEXOMA SOCCER ASSOCIATION

2.1 ARTICLE 1 – OFFICES

2.1.1.Principal office

The principal office of Texoma Soccer Association shall be located within Grayson County, Texas, at a location determined by the Executive Board.

The Executive Board may establish or change the Association's principal office by Board action, provided that the change complies with applicable law and NTSSA requirements.

2.2 ARTICLE 2 – MEMBERSHIP IN THE ASSOCIATION

2.2.1.Membership

The following persons shall be members of TSA:

- All rostered head coaches, for the playing season in which they are registered;
- Members of the Board of Directors, for the period of their service; and
- Administrative Positions shall be non-voting members, for the period of their employment.

Membership shall be subject to these Bylaws, the TSA Rules and Regulations, applicable NTSSA and USSF requirements, and any applicable suspension or disciplinary restriction.

2.2.2.Voting Rights

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the membership.

Unless a greater vote is required by law or these Bylaws, the act of a majority of members in good standing present at a meeting at which a quorum is present shall constitute an act of the membership.

2.2.3.Duration of Membership

Membership shall be established on a semi-annual basis:

- The Fall Membership Period shall begin on August 1 and end on January 31; and
- The Spring Membership Period shall begin on February 1 and end on July 31.

A member's voting rights shall exist only during the applicable Membership Period and while the member remains in good standing.

2.2.4.Jurisdiction

The jurisdiction of the Association shall include:

- Individuals with an established residence within Grayson County, Texas, subject to the territorial authority assigned to TSA by NTSSA; and
- Individuals registered and attending private, public, or home schools physically located within Grayson County, Texas.

The Board shall have authority to establish policies and procedures for granting player releases to, and accepting player releases from, other associations under special and unusual circumstances.

2.3 ARTICLE 3 – MEETINGS OF THE ASSOCIATION

2.3.1.Fall General Meeting

A Fall General Meeting of the members shall be held during the month of August on a day fixed by the Executive Board, for the purpose of electing officers, reviewing and adopting the annual budget, and for the transaction of such other business as may properly be brought before the meeting. Only those who are members of the Association on August 1, preceding the Annual Meeting, will be eligible to vote. (Newly elected officers will assume office immediately following the vote.) The order of business for such meeting shall be:

1. Call to order
2. Roll Call (alternative; have members sign their names in a roster)
3. Approval of the minutes of the last meeting.
4. Reports of Officers and Chairs of standing committees.
5. Unfinished business.
6. Election of Officers.
7. Presentation of Annual Budget, Discussion and Vote.
8. New business.
9. Announcements.
10. Adjournment.

Additional meetings of the members may be called by the President or a majority of the members of the Executive Board at any time.

2.3.2.Spring General Meeting

A Spring General Meeting of the members shall be held during the month of February on a day fixed by the Executive Board, for the transaction of such other business as may come before the membership. Only those who are members of the Association on February 1, preceding the Semi-Annual Meeting, will be eligible to vote. The order of business for such meeting shall be:

1. Call to order.
2. Roll call (alternative; have members sign their names in a roster).
3. Approval of the minutes of the last meeting.
4. Reports of Officers and Chairs of standing committees.
5. Unfinished business.
6. New business.
7. Announcements.
8. Adjournment.

Additional meetings of the members may be called by the President or a majority of the members of the Executive Board at any time.

2.3.3.Special Meetings

Special meetings of the members may be called by members holding not less than one-fifth (1/5) of the members having voting rights.

Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting.

2.3.4.Notice of Meetings

All meetings of the members shall be held within Grayson County, Texas.

Written notice stating the place, date, and time of each meeting shall be delivered to every member entitled to vote not fewer than seven (7) and not more than twenty-one (21) days before the meeting. Notice may be delivered personally, by mail, electronic mail, or another electronic communication method approved by the Executive Board.

For a special meeting, the notice shall state the specific purpose or purposes for which the meeting is called. No business outside those stated purposes shall be conducted.

2.3.5.Quorum

Provided that notice has been given in accordance with Notice of Meetings, ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of business.

Only members in good standing with voting rights who are present at the meeting shall be counted in determining whether a quorum exists.

Unless a greater vote is required by law or these Bylaws, a majority vote of the members in good standing who are present at a meeting at which a quorum exists shall constitute an act of the membership.

2.3.6.Absentee and Proxy Voting

TSA shall not permit absentee voting, proxy voting, or voting by mail. A member must be present at the meeting to cast a vote.

2.4 ARTICLE 4 – EXECUTIVE BOARD

2.4.1.Authority

The affairs of TSA shall be managed by the Executive Board.

The Executive Board shall have authority to enforce:

- The IFAB Laws of the Game;
- USSF rules and requirements;
- NTSSA's governing documents, rules, and regulations; and
- TSA's Bylaws, Rules and Regulations, and published policies.

The Executive Board shall exercise its authority subject to applicable law and the controlling authority of NTSSA and USSF.

2.4.2.Composition

The officers of TSA shall constitute the Executive Board.

The Executive Board shall consist of the officers identified in Executive Board: Powers and Duties, including the Member-at-Large position.

Each member of the Executive Board shall have the rights and responsibilities established by these Bylaws, except where a specific provision provides otherwise.

2.4.3.Calling Board Meetings

A meeting of the Board of Directors may be called by the President or by any two (2) officers.

The person or persons calling the meeting may designate any location within Grayson County, Texas, as the place of the meeting. The Board may also conduct meetings through an electronic or telephonic method permitted by applicable law and approved by the Board.

2.4.4. Notice of Board Meetings

Notice of a Board of Directors meeting shall be provided to each Board member at least forty-eight (48) hours before the meeting when delivered personally or through electronic communication.

If notice is delivered by mail, it shall be provided at least five (5) days before the meeting and sent to the member's address reflected in TSA's records.

2.4.5. Waiver of Notice

A member of the Executive Board may waive notice of a Board meeting.

Attendance at a meeting constitutes a waiver of notice unless the member attends for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

The business to be conducted need not be specified in the notice or waiver unless required by law or these Bylaws.

2.4.6. Quorum

A majority of the Executive Board shall constitute a quorum for the transaction of business.

If fewer than a majority of the Board members are present, a majority of the Board members present may adjourn the meeting without further notice.

2.4.7. Board Action

The act of a majority of the Board members present at a meeting at which a quorum exists shall constitute an act of the Executive Board, unless a greater vote is required by law or these Bylaws.

2.4.8. Compensation and Indemnification

Members of the Board of Directors shall not receive a stated salary for serving on the Board.

By resolution of the Executive Board, a Board member may be reimbursed or indemnified for reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with a claim arising from the member's service on the Board.

No reimbursement or indemnification shall be provided for matters involving the member's gross negligence or misconduct. Any indemnification shall be subject to applicable law and NTSSA requirements.

2.5 ARTICLE 5 – EXECUTIVE BOARD: POWERS AND DUTIES

2.5.1. Terms of Office

Except for the Member-at-Large, officers shall be elected bi-annually by the membership.

Each officer shall hold office until a successor has been duly elected and qualified.

An officer may not serve more than two (2) consecutive elected terms in the same office unless continued service is approved annually by a majority of the Executive Board and the membership.

2.5.2.Attendance

An officer who fails to attend three (3) consecutive meetings of the Board of Directors without adequate cause, as determined by two-thirds (2/3) of the remaining Board members, shall have the officer's position declared vacant.

2.5.3.Vacancies

A vacancy in any office resulting from death, resignation, removal, disqualification, or any other cause shall be filled by appointment of the President for the unexpired portion of the term, subject to approval by a majority of the Executive Board.

The appointment shall be presented to the membership for ratification at the next membership meeting.

2.5.4.Removal

An officer or director may be removed following a vote of no confidence at a Board of Directors meeting called for that purpose. Removal by the Board shall require the affirmative vote of at least two-thirds of the Board members present.

A special meeting of the membership may be called to consider removal by the President or by members constituting at least twenty percent (20%) of the voting membership. Removal by the membership shall require the affirmative vote of at least seventy-five percent (75%) of the members present.

An officer or director whose removal is being considered shall not vote on, or be counted as entitled to vote in, the removal proceeding.

2.5.5.Eligibility for President and Vice President

A nominee for President or Vice President must be a current member of the Executive Board, unless no current Board member seeks the office. If no current Board member seeks the office, nominations may be made from the general membership.

2.5.6.Officers and Their Duties

Each officer shall perform the duties assigned to the office by these Bylaws, the Executive Board, and applicable law. The specific duties of each office are set out below.

The offices of TSA Executive Board shall be:

1. President;

The President shall be the principal executive officer of TSA and shall supervise and manage the Association's affairs.

The President shall preside over meetings of the membership and the Executive Board; appoint committee members and NTSSA representatives; execute contracts and other authorized instruments with the Secretary or another officer authorized by the Board; and perform the duties ordinarily incident to the office.

The President may appoint an auditor to conduct an annual review of TSA's financial records, which shall be reported to the membership.

The President shall vote at meetings of the membership and the Board only in the event of a tie or when the President elects to waive that limitation.

The President is elected on odd numbered years for a term of two years.

2. Vice President;

In the absence, inability, or refusal of the President to act, the Vice President shall perform the duties of the President and shall possess the President's authority and limitations while acting in that capacity.

The Vice President shall be a licensed USSF referee and shall chair the Referee Committee. The Vice President shall oversee referee affairs, including assistant-referee training and notification of applicable NTSSA Referee Committee meetings.

The Vice President shall coordinate operational matters, including registration, uniforms, awards, scheduling, referees, and officiating staff.

The Vice-President is elected on even numbered years for a term of two years.

3. Treasurer;

The Treasurer shall have custody of TSA's funds and securities; receive and issue receipts for money due to TSA; and deposit Association funds in financial institutions selected by the Executive Board.

The Treasurer shall chair the Finance Committee, coordinate the annual financial audit, provide the auditor with access to TSA's financial records as authorized by the Board, and maintain financial records and procedures necessary to preserve TSA's nonprofit and tax-exempt status under its NTSSA structure.

The Treasurer is elected on even numbered years for a term of two years.

4. Secretary;

The Secretary shall maintain the minutes of meetings of the membership and the Executive Board, provide required notices, and maintain the Association's membership records.

The Secretary shall maintain the mailing addresses and contact information of members and shall make the membership register available to members in good standing at reasonable times.

The Secretary shall provide Board meeting minutes to the Director of Public Relations for publication on the TSA website within one week after each meeting.

The Secretary is elected on odd numbered years for a term of two years.

5. Director of Public Relations;

The Director of Public Relations shall coordinate TSA's public-relations and development activities, including advertising, marketing, sponsorships, and grant writing.

The Director shall respond to parent and member inquiries through TSA's designated communication channels and shall maintain TSA's social-media and public-information platforms.

The Director of Public Relations is elected on even numbered years for a term of two years.

6. Youth League Commissioner;

The Youth League Commissioner shall oversee youth league competition conducted under TSA's authority.

The Youth League Commissioner shall supervise Area Directors and youth coaches; oversee youth registration, transfers, team formation, scheduling, protests, and competition communications; and ensure that coaches receive applicable competition rules and information regarding eligible state and national competitions.

The Youth League Commissioner may take disciplinary action against youth coaches, assistant coaches, managers, registered players, team representatives, or teams within the Commissioner's jurisdiction, subject to Board approval and reporting requirements.

The Youth League Commissioner shall chair the Tournament Committee and may appoint Area Directors subject to Board approval.

The Youth Commissioner is elected on even numbered years for a term of two years.

7. Adult League Commissioner;

The Adult League Commissioner shall oversee adult league competition conducted under TSA's authority.

The Adult League Commissioner shall oversee adult registration, transfers, team formation, scheduling, protests, competition communications, and applicable state and national competition information.

The Adult League Commissioner may take disciplinary action against adult coaches, assistant coaches, managers, registered players, team representatives, or teams within the Commissioner's jurisdiction, subject to Board approval and reporting requirements.

The Adult Commissioner is elected on odd numbered years for a term of two years.

8. Director of Education and Development; and

The Director of Education and Development shall oversee coaching and player education and development, including coaching clinics, coach resources, coach recruitment support, and recommendations for player-development programs. The Director of Education and Development shall assist the League Commissioners with any discrepancies or protests against coaches, assistant coaches, managers, registered players, team representatives, or teams within the Commissioner's jurisdiction, subject to Board approval and reporting requirements.

The Director shall chair the Rules Committee and shall assist with registration, team formation, scheduling, protests, competition communications, and the dissemination of competition rules.

The Director shall establish and publish required coaching clinics, maintain records of coach-clinic participation, and coordinate with the Registrar regarding risk-management requirements and identification badges.

The Director of Education and Development is elected on odd numbered years for a term of two years.

9. Member-at-Large.

The Member-at-Large shall be the immediate past President or Vice President and shall serve as a voting member of the Executive Board, providing institutional knowledge, guidance, and advice to the Board without primary operational responsibility for a specific department.

The Member-at-Large may represent the Board when authorized but shall not independently make commitments or policy decisions on behalf of TSA.

If the immediate past President or Vice President declines to serve or is not in good standing, the current President may appoint another person to serve as Member-at-Large, subject to approval by a majority of the Board of Directors, until the next President or Vice President assumes office.

2.5.7.Additional Duties

In addition to the duties assigned to their offices, all officers shall perform other duties assigned by the President or the Board of Directors, provided those duties are consistent with these Bylaws and applicable governing-body requirements.

2.6 ARTICLE 6 – DIRECTORS, ADMINISTRATIVE POSITIONS, EMPLOYEES, AND AGENTS

2.6.1.Area Directors

Area Directors shall be non-voting members of the Board of Directors unless otherwise provided by these Bylaws.

An Area Director shall serve as the primary contact for teams within the assigned area and shall assist the Youth League Commissioner and Director of Education and Development with coach recruitment and team administration.

An Area Director shall assist in collecting required risk-management documentation from coaches, assistant coaches, and team managers and shall deliver that documentation to the Youth League Commissioner.

Area Directors shall be required to attend the pre-season draft and a minimum of one (1) meeting per quarter.

An Area Director shall serve as an initial point of contact for member complaints and concerns regarding coaches. Matters that cannot be resolved at the area level shall be referred to in the following order:

- League Commissioners,
- Director of Education and Development,
- Commissioner of Appeals and Discipline.

Area boundaries shall be based on an Independent School District or a combination of school districts. Public, private, and home-school participants shall be assigned in accordance with the following rules:

- A player attending a public or private school shall be assigned to the Area in which the school is located.
- A home-schooled player shall be assigned to the Area in which the player resides.

The Executive Board shall determine the number of Area Directors and establish the geographic areas within the Association's jurisdiction that each Area Director shall serve.

Area Directors shall be appointed by the Youth League Commissioner and approved by the Executive Board. An Area Director may appoint an assistant to assist with assigned duties.

The League Commissioner may relieve an Area Director of their duties with the approval of the Executive Board subject to the Removal powers of the Executive Board.

2.6.2.Operations Coordinator

The Operations Coordinator is an administrative position and shall serve TSA as the Chief of Administrative Staff and shall report to the President and Vice President.

The Operations Coordinator shall coordinate the Association's daily business activities and shall perform duties assigned by the President or Vice President in cooperation with TSA officers, Area Directors, and other league officials.

The Operations Coordinator:

- Shall not have voting rights on the Executive Board;
- Shall not hold a volunteer position on the Board;
- Shall not be the immediate family member of a current Board member;
- Shall serve as an at-will independent contractor unless otherwise provided by written agreement;
- Shall receive compensation and other benefits determined by the Executive Board; and
- May be removed by a simple majority of (51%) vote of the Executive Board.

The Operations Coordinator's duties shall be described in a written job description approved by the President and Vice President and may be updated as operational needs require.

2.6.3.Registration and Team Formation Coordinator (Registrar)

The Registration and Team Formation Coordinator is an administrative position and shall administer TSA registration for league play.

The Coordinator shall report to the Executive Board. The Operations Coordinator or another administrative position may perform these duties when approved by the Board.

The Coordinator's duties shall include:

- Recruiting registration volunteers;
- Establishing and maintaining the registration system;
- Reviewing registration forms for required information;
- Shall serve as an at-will independent contractor unless otherwise provided by written agreement;
- Shall receive compensation and other benefits determined by the Executive Board; and
- Serving as chair of the Team Formation Committee.

At the discretion of the Executive Board, the Coordinator may be required to provide a bond in an amount and with sureties determined by the Board.

The President may appoint an interim role with the approval of the Executive Board in the event this position is not filled.

2.6.4. Field Coordinator

The Field Coordinator is an administrative position and shall report to the Operations Coordinator.

The Field Coordinator shall serve as TSA's Head Field Marshal and shall:

- Inspect field conditions and determine pre-match playability;
- Maintain field nets during the playing season;
- Ensure that fields are marked in a timely manner;
- Coordinate the activities of Field Marshals;
- Work with municipal Parks and Recreation departments, NTSSA, and neighboring soccer associations on field-related matters;
- Shall serve as an at-will independent contractor unless otherwise provided by written agreement;
- Shall receive compensation and other benefits determined by the Executive Board; and
- Develop recommendations for maintaining and improving existing fields and developing additional playing fields.

At the discretion of the Executive Board, the Field Coordinator may be required to provide a bond in an amount and with sureties determined by the Board.

The President may appoint an interim role with the approval of the Executive Board in the event this position is not filled.

2.6.5. Field Marshals

The Field Coordinator shall assign at least one Field Marshal to each TSA event. The Field Marshal shall be readily available and identifiable while the event is in progress.

A Field Marshal shall:

- Inspect fields for objects or conditions that may cause injury;
- Assist with field setup before the event;
- Shall receive compensation and other benefits determined by the Executive Board;
- Secure and return field equipment after the event; and
- Assist with maintaining safety, order, and compliance with event procedures at the venue.

A Field Marshal shall not officiate matches, overrule a Referee, alter match results, or impose discipline. Safety or misconduct concerns shall be reported to the Field Coordinator or other designated TSA authority.

A Field Marshal may be a Board member or other TSA member. Field Marshals serve at the discretion of TSA and may be removed from the assignment at any time, with or without cause or advance notice, subject to applicable law.

2.6.6. Referee Assignor

TSA shall have a Referee Assignor to schedule and assign referees to TSA matches and to coordinate communications between TSA and match officials.

The Referee Assignor is an administrative position and shall report to the Vice President.

The Referee Assignor shall:

- Assign qualified match officials to TSA matches;
- Verify the licensing, registration, training, and availability of assigned officials;
- Coordinate referee assignments with the Scheduler, League Commissioners, Referee Liaison, and other TSA officials;
- Arrange replacement officials when an assigned official is unavailable;
- Maintain assignment and qualification records;
- Identify referee-training needs and coordinate and schedule new-referee clinics, continuing-education clinics, and related instruction with NTSSA;
- Shall serve as an at-will independent contractor unless otherwise provided by written agreement;
- Shall receive compensation and other benefits determined by the Executive Board; and
- Perform the additional duties established in Referees and Match Officials.

The Referee Assignor shall satisfy all licensing, registration, training, and qualification requirements established in Referees and Match Officials and applicable NTSSA and USSF requirements.

The Referee Assignor shall be appointed by the President and approved by the Executive Board. The position may be held by a Board member or other TSA member.

If the Referee Assignor is also a Board member or TSA member, any compensation shall relate solely to the individual's contractual duties and shall not be based on the individual's membership or Board status.

If the position becomes vacant, the President shall appoint an interim Referee Assignor, subject to Board approval.

2.6.7.Scheduler

TSA shall have a Scheduler to coordinate the Association's master match schedule.

The Scheduler is an administrative position and shall report to the Operations Coordinator.

The Scheduler shall:

- Prepare and maintain the master match schedule;
- Coordinate scheduling information with League Commissioners, Area Directors, the Referee Assignor, teams, and match officials;
- Publish approved schedules and schedule changes;
- Record match results as required by the Rules and Regulations;
- Shall serve as an at-will independent contractor unless otherwise provided by written agreement;
- Shall receive compensation and other benefits determined by the Executive Board; and
- Perform other scheduling duties assigned by the Executive Board or League Commissioners.

The Scheduler shall be appointed by the President and approved by the Executive Board. The position may be held by a Board member or other TSA member.

If the Scheduler is also a Board member or TSA member, any compensation shall relate solely to the individual's contractual duties and shall not be based on the individual's membership or Board status.

If the position becomes vacant, the President shall appoint an interim Scheduler, subject to Board approval.

2.6.8. Referee Liaison

The Referee Liaison shall serve as TSA's primary administrative contact for referees and shall report to the Vice President and the Executive Board. The Referee Liaison shall hold and maintain a current USSF referee license or registration, or other referee qualification recognized by NTSSA.

The Referee Liaison shall:

- • Coordinate and facilitate referee meetings, including preseason, seasonal, and meetings addressing match observations, rule changes, expectations, training, and other referee-related matters;
- Assist the Referee Assignor with referee education and training, including coordination with NTSSA, participant communication, venue coordination, and event logistics;
- Monitor the TSA referee communication account and direct inquiries to the appropriate referee, observer, or TSA official;
- Coordinate with the Referee Assignor to identify referee-coverage needs;
- Serve as a primary contact for referees regarding general rules and match-day questions;
- Conduct referee evaluations or ensure that observers complete required evaluations;
- Review match reports for administrative completeness and refer matters requiring further review to the Commissioner of Appeals and Discipline;
- Attend at least three (3) Board of Directors meetings during each playing season, including preseason, midseason, and end-of-season meetings;
- Shall serve as an at-will independent contractor unless otherwise provided by written agreement;
- Shall receive compensation and other benefits determined by the Executive Board;
- Assist TSA with referee-related administration and other duties assigned by the Vice President or Executive Board; and
- Perform other duties established by a written contract approved by the Executive Board.

The Referee Liaison shall not exercise authority reserved to the Referee, Referee Assignor, Appeals and Disciplinary Committee, NTSSA, or USSF.

The Referee Liaison shall serve under a separate written contract approved by the Executive Board. Compensation, payment periods, contract dates, and other contractual terms shall be governed by that agreement.

If the position becomes vacant, the Vice President shall appoint an interim Referee Liaison, subject to Board approval.

2.6.9. Commissioner of Appeals and Discipline

The Commissioner of Appeals and Discipline shall chair the Appeals and Disciplinary Committee.

The Commissioner shall be appointed by the President and approved by the Executive Board and shall serve as a non-voting member of the Board.

The Commissioner shall oversee:

- Appeals submitted under TSA's appellate process;
- Referee and misconduct reports referred to the Committee;
- Complaints concerning TSA officials, coaches, assistant coaches, players, teams, spectators, or staff; and
- Disciplinary matters recommended for Committee review by the official or administrator responsible for the initial review.

The Appeals and Disciplinary Committee shall not be required to review every card or routine disciplinary action unless an appeal is filed or the matter is referred to the Committee for review.

If the position is vacant, the Vice President shall chair the Appeals and Disciplinary Committee until a successor is appointed and approved by the Board.

2.6.10. Equipment Coordinator

The Equipment Coordinator is an administrative position and shall report to the Operations Coordinator.

The Equipment Coordinator shall assist with the acquisition, maintenance, storage, distribution, and issuance of uniforms and equipment necessary or incidental to TSA soccer activities.

The Equipment Coordinator shall perform these duties subject to the direction and approval of the Executive Board.

At the discretion of the Executive Board, the Equipment Coordinator may be required to provide a bond in an amount and with sureties determined by the Board.

The President may appoint an interim role with the approval of the Executive Board in the event this position is not filled.

2.6.11. Other Employees, Contractors, and Agents

The Executive Board may establish additional employee, contractor, agent, or administrative positions as necessary to conduct TSA business.

The Board shall define each position's duties, authority, reporting relationship, compensation, and term by written appointment, contract, job description, or Board action.

Unless otherwise provided by these Bylaws or a written agreement, an employee, contractor, agent, or administrative position shall serve at the pleasure of the Executive Board.

2.7 ARTICLE 7 – COMMITTEES

2.7.1. Standing Committees

1. Appeals and Discipline Committee

The Appeals and Disciplinary Committee shall consist of the Commissioner of Appeals and Discipline, who shall serve as Chair, and at least two (2) additional members.

The President shall appoint Committee members with the approval of a majority of the Executive Board. The President or Chair may make temporary appointments when necessary to maintain a quorum or conduct Committee business.

The Committee shall hear appeals arising from TSA soccer competition, except appeals of referee judgment calls when no IFAB Law, TSA rule, NTSSA requirement, or USSF requirement has been violated.

A quorum of three (3) members shall be required to conduct an appeal hearing. Committee action shall be governed by the general committee procedures in Committee Authority and Procedures.

A Committee member shall recuse himself or herself from any matter in which the member may be affected by the decision or has a bias for or against a party.

An appeal from a Committee decision shall first be submitted to the Executive Board before an appeal is submitted to NTSSA. The right of appeal and applicable procedures shall be communicated to affected parties with each Committee decision.

2. Rules Committee

The Rules Committee shall consist of the Director of Education and Development, who shall serve as Chair, and at least two (2) additional members.

The President shall appoint Committee members with the approval of a majority of the Executive Board.

The Committee shall:

- Review the TSA Rules and Regulations and any published extracts at least annually;
- Recommend necessary rule changes to the Executive Board;
- Review proposed amendments to these Bylaws;
- Prepare recommendations for consideration before the Annual or Spring Annual Meeting, as applicable; and
- Oversee publication of the TSA Rules and Regulations at least once each year.

The Committee shall submit its recommendations to the Executive Board for consideration and adoption. If the Board does not adopt the Committee's recommendation, the disputed proposal and the Committee's recommendation shall be presented to the membership when required by these Bylaws.

The Committee shall operate under the general quorum, voting, vacancy, membership, and procedure provisions stated in Committee Authority and Procedures.

3. Finance Committee

The Finance Committee shall consist of the Treasurer, who shall serve as Chair, and two (2) additional members appointed by the President with approval of a majority of the Executive Board.

The Committee shall prepare and submit an annual budget to the Executive Board for approval.

Any non-budgeted expenditure exceeding two hundred dollars (\$200), including contracts or agreements exceeding that amount, shall require Finance Committee review and Board approval, unless the expenditure is an emergency.

Any emergency non-budgeted expenditure exceeding one thousand dollars (\$1,000) but less than three thousand dollars (\$3,000) shall require approval by the Finance Committee and the Executive Board and shall be reported to the membership at the next general membership meeting.

For purposes of this Section, an emergency expenditure is a non-budgeted expenditure that, if delayed, would materially impair TSA's operations.

The Committee shall operate under the general quorum, voting, vacancy, membership, and procedure provisions stated in Committee Authority and Procedures.

4. Referee Committee

The Referee Committee shall consist of the Vice President, who shall serve as Chair, and two (2) additional members appointed by the President with approval of a majority of the Executive Board.

The Committee shall work with referees and assistant referees regarding referee development, training, communication, and other referee matters affecting TSA.

The Committee shall coordinate with the Referee Assignor, Referee Liaison, and applicable NTSSA and USSF referee organizations as necessary.

The Committee shall operate under the general quorum, voting, vacancy, membership, and procedure provisions stated in Committee Authority and Procedures.

5. Nominating Committee

The Nominating Committee shall consist of at least three (3) members appointed by the President with approval of a majority of the Executive Board. No more than one (1) officer of TSA may serve on the Committee.

The Committee shall nominate and present a slate of candidates for office at the Annual Meeting of the members.

Nominations may also be made from the floor at the Annual Meeting or at the meeting at which the Committee presents its report.

The Committee's report shall be included with the notice of the Annual Meeting.

The Committee shall operate under the general quorum, voting, vacancy, membership, and procedure provisions stated in Committee Authority and Procedures.

2.7.2.Special and Ad Hoc Committees

The President may appoint special-purpose or ad hoc committees with the approval of the Executive Board.

The President shall define each committee's purpose, membership, authority, and reporting responsibilities, subject to Board approval.

A special or ad hoc committee shall cease to exist when dissolved by the President or no later than the next Annual Meeting, unless the Executive Board extends its existence.

Such committees shall operate under the general quorum, voting, vacancy, membership, and procedure provisions stated in Committee Authority and Procedures.

2.7.3.Committee Authority and Procedures

1. Committee Vacancies

A vacancy on a Committee shall be filled by appointment of the President, subject to approval by a majority of the Executive Board.

The President or Committee Chair may make a temporary appointment when necessary to maintain a quorum or conduct Committee business. A temporary appointment shall remain effective until a permanent appointment is approved or the Committee's business is completed.

2. Committee Quorum

Unless these Bylaws provide otherwise, a Committee shall have a quorum when a majority of its appointed members are present.

Committee action shall require the affirmative vote of a majority of the members present at a meeting at which a quorum exists.

A Committee member shall not be counted for quorum or voting purposes on any matter from which the member is required to recuse himself or herself.

3. Committee Procedures

Each Committee shall conduct its business in accordance with these Bylaws, applicable TSA rules and policies, and any directives issued by the Executive Board.

The Committee Chair shall establish meeting dates, provide reasonable notice to Committee members, preside over meetings, and report Committee actions and recommendations to the Executive Board.

A Committee may adopt procedures for the orderly conduct of its work, provided those procedures are consistent with these Bylaws and approved by the Executive Board when required.

Committee actions shall be recorded and retained in accordance with TSA's recordkeeping requirements.

4. Committee Membership

Committee members shall be appointed in accordance with these Bylaws and shall remain subject to approval by the Executive Board.

Unless otherwise provided, a Committee member must be a member in good standing of TSA.

Committee members shall serve until a successor is appointed, the Committee is dissolved, or the member is removed or resigns.

The President, with the approval of a majority of the Executive, may remove a Committee member at any time. A Committee member may resign by providing written notice to the President or Committee Chair.

2.8 ARTICLE 8 – AMENDMENTS

2.8.1. Amendment of the Bylaws

These Bylaws may be amended, repealed, or replaced by a two-thirds (2/3) vote of the members entitled to vote and present at a properly noticed meeting at which a quorum exists.

Proposed amendments shall be submitted in writing to the Executive Board for review before being presented to the membership.

The notice of the meeting shall state that an amendment to the Bylaws will be considered and shall include, or make available, the proposed amendment.

2.8.2. Notice and Approval

The Executive Board shall provide the membership with reasonable notice of fourteen (14) calendar days before of any proposed amendment before the meeting at which the amendment will be considered.

An amendment approved by the membership shall become effective upon approval unless the amendment specifies a later effective date or applicable NTSSA requirements require additional approval.

No amendment may conflict with applicable law, NTSSA governing documents or requirements, or USSF requirements.

2.9 ARTICLE 9 – DISSOLUTION

2.9.1. Distribution of assets

Upon dissolution of TSA, and after payment or provision for payment of all debts and obligations, the remaining assets shall be transferred to NTSSA or to another nonprofit organization designated by the Executive Board that serves a substantially similar soccer-related charitable or educational purpose.

No remaining asset shall be distributed to any individual member, officer, director, employee, contractor, or agent of TSA, except as permitted by applicable law.

2.10 ARTICLE 10 – ADOPTION

2.10.1. Effective Date

These Bylaws shall become effective upon approval by the required vote of the membership and any additional approval required by NTSSA or applicable law.

Upon their effective date, these Bylaws shall supersede all prior TSA bylaws and inconsistent governing provisions, except that previously adopted rules, policies, appointments, contracts, and actions shall remain effective to the extent they do not conflict with these Bylaws.

2.10.2. Certification and Record

The Secretary shall certify the adoption of these Bylaws and maintain the official copy in TSA's permanent records.

The certified Bylaws shall be made available to TSA members and submitted to NTSSA when required.