

BYLAWS
OF
WESTBURY SOCCER CLUB, INC.

Amended February 10, 2014

Article I

Organization

Section 1. Name. The name of this organization shall be Westbury Soccer Club, Inc. (hereinafter the "Club") a Texas non-profit corporation, chartered in accordance to the laws of Texas and the United States on April 13, 1978. Westbury Soccer Club is a member of the Houston Youth Soccer Association with all the privileges and responsibilities assigned to members of this organization.

Section 2. Purpose. The purposes for which the corporation is organized are for charitable, benevolent, educational, social, fraternal, and athletic purposes, including but not limited to the training, coaching, and instruction of young men and women in the sport of soccer, and to promote and encourage the sport of soccer in Texas as a safe means of attaining good physical fitness among children and young people, and in general to engage in only that conduct permitted by the regulations of the Texas Nonprofit Corporation Act.

Section 3. Registered Office. The current registered office of the Club in the State of Texas is located at 1800 Bering, Ste. 940; Houston, TX 77057, and the address of the registered office may be changed from time to time by the Board of Directors (the Board") of the Club.

Article II

Officers

Section 1. Officers. The elected officers of the Club shall consist of a President,

President-Elect, Secretary, Treasurer, In House Director, Facilities Manager, Registrar, Referee Assignor and Equipment Manager. Elected officers of the Club shall remain as volunteers and not be compensated for their service other than waiver of Club registration fees for the elected officers' children.

Section 2. Executive Committee. The elected officers of the Club shall constitute the Executive Committee.

Section 3. Term of Office. The term of office for elected officers shall be for one year, beginning on April 1 and ending the following March 31. The elected officers shall serve in an ex officio capacity, with full voting privileges, for four (4) months beyond expiration of their elected term.

Article III

Duties of Officers

Section 1. President. It shall be the duty of the President to preside at all meetings of the Club and the Executive Committee. The President shall, subject to the approval of the Executive Committee, have general direction of the business of the Club. He/She shall appoint an audit committee at the February meeting with an audit due at the March meeting. The President, along with the Registrar and Referee Assignor, shall be noted at the club's official HYSA delegate. At the expiration of the term, the President shall turn over all books, monies, records, and other property of the Club pertinent to the office in custody to the successor and receive a receipt therefore.

Section 2. President-Elect. The President-elect shall succeed the outgoing President upon expiration of the elected term. In the absence of the President, or in the event of his resignation or inability to act, the President-elect shall perform the duties of the President for the remainder of that term of office. The President-elect shall also be responsible for Club publicity and promotion.

Section 3. Secretary. The Secretary shall keep an accurate recorded of all proceedings of the Club and shall have custody of all official papers and records. At the expiration of the term the secretary shall turn over all books, papers and other property of the Club pertinent to the office in custody to the successor and receive a receipt therefor.

Section 4. Treasurer. The Treasurer shall keep an accurate record and have custody of all monies of the Club. The Treasurer shall render all just bills and receipts and shall submit a report at each meeting of monies received and disbursed since the last report. The Treasurer shall pay all bills for budgeted expenses as directed by the President or the Executive Committee. At the expiration of the term, the Treasurer shall turn over all books, monies, records, and other property of the Club pertinent to the office in custody to the successor and receive a receipt therefore.

Section 5. **In House Director.** The In House Director shall be responsible for the entire operation of the recreational program in accordance to the requirements of the Houston Youth Soccer Association. Upon resignation, the In House Director shall turn over all books, documents, records, and other property of the Club pertinent to the office in custody to the successor and receive a receipt therefore.

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Section 6. Facilities Manager. The Facilities Manager shall be responsible for the construction and maintenance of all Club playing fields and associated facilities. At the expiration of the term, the Facilities Manager shall turn over all books, monies, records, and other property of the Club pertinent to the office in custody to the successor and receive a receipt therefore.

Section 7. Registrar. The Registrar shall keep an accurate record and have full custody of the player registration process of the Club. The registrar shall keep record and submit as a representation of the Club, all formed teams and team personnel. The registrar will as part of his/her duties, keep the club in full standing compliance with all requirements of the Houston Youth Soccer Association and all pertinent competitive leagues to which Club teams have qualified. Upon resignation, the Registrar shall turn over all books, documents, records, and

other property of the Club pertinent to the office in custody to the successor and receive a receipt therefore. The Registrar, along with the Referee Assignor and the President, shall be noted as the club's official HYSA delegate.

Section 8. Referee Assignor. The Referee Assignor shall be responsible for scheduling and managing qualified and competent referees for the purposes of officiating Westbury Soccer matches. This includes assigning Centers for games U12 and below and assigning Assistant Referees for games U14 and below as needed. Along with the President and the Registrar, the Referee Assignor shall be noted as the club's official HYSA delegate.

Section 9. Equipment Manager. The Equipment Manager shall be responsible for the acquisition and distribution of all team equipment and shall keep accurate records of all procurements and the distribution of returnable equipment, the equipment manager shall be responsible for recovery of all returnable equipment at the end of the season. Upon resignation, the EM shall turn over all books, documents, records and other property of the Club pertinent to the office in custody to the successor and receive a receipt therefore.

Article IV

Board of Directors

Section 1. Members. Each team within Westbury Soccer Club shall be represented by its coach or representative and shall be a board member representative of that team at all club meetings. Each board member shall serve for one (1) year and have full voting privileges.

Section 2. Duties. The team coach shall represent the team at all Club meetings and shall be responsible for keeping the team parents informed of all activities of the Club. The team coach, acting as the Board of Directors, shall adopt and approve an annual budget for the Club, establish Club policies, approve all unbudgeted expenditures in excess of five hundred dollars (\$500), approve all Club related activities and select representatives to the Houston Youth Soccer Association.

Article V

Nominations and Elections

Section 1. Nominations. Nominations for the offices of President-elect, Secretary, Treasurer, Equipment Manager, In House Director, Facilities Manager, and Registrar shall be made by a nominating committee which shall consist of six (6) members, one (1) from each division, selected as follows: The chairperson shall be appointed by the President, and five (5) members shall be elected from the Board of Directors. The nominating committee shall be elected at the January meeting and will report its list of candidates at the February Club meeting. Nominations from the floor will be in order.

Section 3. Elections. Club officers shall be elected by simple majority of the Board of Directors at the February Club meeting annually.

Section 4. Upon the death, resignation or removal from office of any elected officer, the Executive Committee shall fill the vacancy for the unexpired term from the Board of Directors unless an acting member is designed by the Executive Committee as an interim officer until such time as nominations are accepted..

Section 6. Any officer may be removed from office by a two-thirds majority vote of the Board of Directors for the following reason: (a) inability to function due to illness, (b) neglect of duty, (c) inefficiency, and (d) malfeasance.

Section 7. Any committee chairperson, team representative, or appointive officer may be removed from office by the President with the approval of the Executive Committee.

Article VI

Committees

Section 1. Standing Committees. The standing committees of the Club shall be: Publications, Social, Awards and Special Events.

Section 2. Special Committees. The special committees of the Club shall be appointed by the President as the need arises.

Section 3. Chairpersons. The President shall appoint the chairperson of each standing committee

Section 4. Committee Members. Each committee chairperson shall appoint committee members to aid in the various duties of the committee.

Section 5. Duties of the Standing Committees. The duties of standing committees shall be as follows:

1. Publication: The publication committee shall be responsible for the publication of the annual Club Directory, the selling of advertising space therein and any other major club-related publication.
2. Social: The social committee shall be responsible for scheduling a time and place for all Club social functions, including the annual awards program and outreach programs.
3. Awards: The awards committee shall be responsible for the acquisition of all trophies, plaques, patches and certificates to be awarded or presented by the Club.
4. Special Events: The special events committee shall be responsible for the planning and scheduling of such events as soccer tournaments and taking team photographs.

5. Sponsorship. The sponsorship committee shall be responsible for the solicitation and acquisition of sponsors for the club, including the solicitation for hardship funds.

Article VII | Meetings

Section 1. Board of Directors. The Board of Directors shall meet once each month unless otherwise directed by the President or his/her representative. A record of each meeting shall be presented for approval at the following meeting.

Section 2. Executive Committee. The Executive Committee shall meet within thirty (30) days of taking office and at least once every two (2) months thereafter during their term of office. A record of each meeting shall be presented for approval at the following meeting.

Section 3. Time and Place. The Executive Committee shall set the time and place for all Club meetings. A schedule of regular meetings for the year shall be prepared within sixty (60) days of taking office.

Section 4. Special Meetings. Special meetings may be called by the President upon his or her own volition, upon request of the Executive Committee or upon written request of five (5) members of the Board. The Board members shall be notified of such special meetings and the purpose for which it is being held. Only the business for which the special meeting was called may be conducted at such a meeting. A record of each meeting shall be presented for approval at the following Board of Directors meeting.

Section 5. Annual Meeting. The Annual Meeting of the Club shall be the April meeting of each year. This meeting shall conclude the fiscal year of the Club. Outgoing officers and committee chairpersons shall make their final reports and the newly elected officers shall be installed. A record of each meeting shall be presented for approval at the following Board of Directors meeting.

Section 6. Quorum -Board of Directors. For purpose of transacting business of the Club, a quorum of six (6) members must be present.

Section 7. Quorum -Executive Committee. For purpose of transacting business of the Club, a quorum of six (6) members must be present.

Section 8. Quorum –Special Meetings. For purposes of transacting business of the Club, a quorum of six (6) members must be present.

Article VIII

Amendments

Section 1. Proposal. Amendments may be proposed by any member of the Board of Directors or the Executive Committee.

Section 2. Adoption. Amendments may be adopted at any meeting of the Club provided that official notice of tile proposed amendment shall have been given by mailing a copy of the proposed amendment to each member not less than two (2) weeks before the said meeting. A two-thirds favorable majority vote of the total eligible voters shall be necessary to amend.

Section 3. Effective Date. Any amendment voted affirmative shall become effective immediately.

Section 4. Suspension of Rules. A particular section of this constitution may be suspended for a single purpose by consent of two-thirds of the total eligible voters at any meeting.

Section 5. Uncovered Points. Any point not covered by this constitution and by-laws shall be decided by a majority vote of the total eligible voters.

Article IX Order of Business

Section 1. The order of business at regular meetings of the Board shall be:

1. Call to Order
2. Reading and approval of minutes of last meeting
3. Announcements and Guests
4. Standing Committee Reports:
 - a. Registration
 - b. Publications
 - c. Social
 - d. Awards
 - e. Special Events
5. Old business and Special Committee Reports
6. New business
7. Notification of date and place of next meeting
8. Adjournment.

. Article X

Subject to Articles of incorporation and All Laws

The provisions of these Bylaws shall be subject to the Articles of Incorporation and all valid and applicable laws, including, without limitation, the TNPCA as now or hereafter amended, and in the event that any of the provisions of these Bylaws are found to be inconsistent with or contrary to the Articles of Incorporation or any such valid laws, the latter shall be deemed to control and these Bylaws shall be deemed modified accordingly, and, as so modified, to continue in full force and effect.