

## BYLAWS OF THE UNITED SOCCER CLUBS ("USC")

**Date of formation:** October 20, 2015 (A TEXAS NON-PROFIT CORPORATION)

**Date of Director(s) Adoption:** NEED

**Fiscal Year:** Begins on September 1 and end on August 31. (See Section 1 of Article IX).

**Date of Directors' Annual Meeting:** Second (Week) Saturday (Day) July (Month)

**Required Notice of Directors' Meetings:** Not less than seventy-two (72) hours whether notice be by mail, personal delivery, word of mouth, telephone, facsimile, e-mail, or other form of wire or wireless transmission.

**Authorized number of directors:** Seven (7)

### ARTICLE I - ORGANIZATION

- Section 1. **Name.** The name of the corporation is the UNITED SOCCER CLUBS ("USC"). No one may use the name, initials, or other trademarks of the corporation except as provided for under these bylaws or with the express, written consent of the USC.
- Section 2. **Certificate of Formation, Bylaws and Policies.** The USC shall be governed by its certificate of formation, bylaws, and policies.
- Section 3. **Governing Authority.** The governing authority shall be vested in the Board of Directors (the "Board") and the Member Clubs, as provided herein. The powers of the Board are defined in these bylaws.

### ARTICLE II - OFFICES

- Section 1. **Principal Office.** The USC may have such principal and other offices, either within or without the State of Texas, as the Board may designate or as the affairs of the USC may require from time to time.
- Section 2. **Change of Address.** The Board may change the principal office from one location to another by noting the changed address and effective date, and such changes of address shall be deemed an amendment of these bylaws.
- Section 3. **Other Offices.** The USC may also have offices at such other places where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

### ARTICLE III - PURPOSE

The USC is Texas domestic nonprofit corporation established exclusively for charitable and educational purposes and establishment and implementation of youth sports leagues within the meaning of the Section 501(c) Internal Revenue Code, as amended from time to time, and shall engage only in those activities permitted by said section. USC is permitted to operate independently with its 501(c) or in conjunction with EDDOA's 501(c) status.

### ARTICLE IV - MEMBERS AND MEMBERSHIP ELIGIBILITY

- Section 1. **Membership.** The members of the USC shall consist of its registered member soccer clubs as determined by these bylaws (the "Member Clubs" and the "Membership"). The Board shall establish by resolution the criteria and standards for Membership and determine whether applicant soccer clubs meet such criteria and standards. To become a Member Club, applicant soccer clubs must be recommended for Membership by the Board by majority vote and be approved by a Majority Vote of the existing Member Clubs as provided in Article VII below.
- Section 2. **Member Club.** For the purposes of these bylaws, a "Member club" shall be a legal entity consisting of a board of directors and director of coaches with a minimum of 10 teams unless waived by a majority vote of the board of directors. The club will be formed for the purpose of developing player and coaching skills, providing training and competition for its players and coaches, and entering into soccer competitions outside of the club organization. Clubs approved for membership in USC with less than 10 teams may participate in meetings and place teams in USC competitions but will not be eligible to vote until the ten (10) team minimum is met.
- Section 3. **Member Club Eligibility.** Any soccer club within the territory of United States Soccer Federation shall be eligible to become a Member Club of the USC, as long as the criteria and standards established by the Board are met.
- Section 4. **Term of Membership.** Membership in USC is determined annually. The USC will send out renewal notices each year during the spring prior to tryouts. A Club's Membership is subject to review, at any time, by the board for reason including but not limited to allegation of non-compliance with the USC Bylaws, Rules of Competition, or Code of Ethics and Conduct Guidelines. A club's membership may be revoked or not renewed if it is found in non-compliance.
- Section 5. **Specific Competitions and Programs.** The criteria and standards for Membership established by the Board may also be used as a method of determining eligibility for specific competitions and programs, as long as there are established procedures for determining a Member Club's compliance with the criteria and standards.
- Section 6. **Voting Rights.** Only Member Clubs in good standing and have a minimum of 10 teams registered with the league are eligible to vote at the Annual Member Meeting or Special Meetings of the USC Member Clubs, or in any other vote by Member Clubs. The "Director of Coaching" of each Member Club shall be the person that casts the votes for

their respective Member Club except as may otherwise be provided by proxy pursuant to these Bylaws. Coaches, staff and other directors (i.e., directors other than the "Director of Coaching") of Member Clubs may attend USC meetings, but shall not have a vote. Each Member Club will receive one vote.

- Section 7. **Membership Obligations.** All Member Clubs shall abide by the certificate of formation, bylaws, and the policies and other directives adopted by the Board.
- Section 8. **Conference Designation.** For the purpose of the Board Representation and other activities each member shall be assigned to a conference as established by the board of directors. (Refer to Exhibit A.)
- Section 9. **Annual Membership Fees.** The Board will establish a recommended annual membership fee (the "Annual Membership Fee") each fiscal year for the Member Clubs. The Annual Membership Fee must be approved by the Member Clubs by Majority Vote.
- Section 10. **Initial and Current Member Clubs.** The initial Member Clubs of the USC are provided in the attached Exhibit A. Additional soccer clubs may be admitted as Member Clubs as provided in these bylaws. Exhibit B shall be updated annually with the current Voting Member Clubs.

## **ARTICLE V - BOARD OF DIRECTORS**

- Section 1. **General Powers.** The business and affairs of the USC shall be managed by its Board of Directors. It shall be the duty of the Board to:
- a) perform any and all duties imposed on them collectively or individually by law, by the certificate of formation of the USC, or by the bylaws or policies;
  - b) appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all Officers, Directors, agents and employees of the USC;
  - c) supervise all Officers of the USC to assure that their duties are performed properly;
  - d) meet at such times and places as required by these Bylaws;
  - e) register their addresses with the Secretary of the USC and notices of meetings mailed or forwarded by wire or wireless transmission to them at such addresses shall be valid notices thereof;
  - f) establish criteria for USC Membership, and review and recommend or decline Membership applications pursuant to these bylaws;
  - g) establish the Annual Membership Fee and other membership dues and fees, as well as late fees;
  - h) discipline Member Clubs, including suspensions, fines, placing them in bad standing, or terminating Membership pursuant to these ByLaws;
    - I. decide disputes and grievances between Member Clubs relating to USC activities;

- II. approve an annual budget for the USC and review and approve budget amendments as necessary;
- III. establish classes of Membership;
- IV. adopt or amend these bylaws pursuant to Article XI of these bylaws; and
- V. exercise all powers and undertake all responsibilities not specifically prohibited or reserved to another by these Bylaws.

Section 2. ***Number and Qualifications.*** The initial Board of Directors shall consist of seven (7) members. The Board of directors will consist of an at large seat (the President) and 6 conference representatives. Initially the conference representatives will be allocated as 4 for the east and 2 for the west. Upon the west establishing a fully functioning local league consisting of member clubs in the west, the conference representatives will be equalized at 3 and 3.

Directors shall be individuals with the level of soccer administrative and technical experience, leadership, and integrity required to fulfill the duties required of the Board. Board positions cannot be made up by more than two Directors from clubs participating in the USSF Developmental Academy and/or the ECNL. Clubs cannot have Directors that hold more than one position.

***Term.*** Other than as set forth in Section 4 herein, the term of each elected Director of the Board shall be for two (2) years and shall commence upon the expiration set forth in Section 4.

Section 3. ***Elections.*** Board elections shall occur in each calendar year at the Annual Member Meeting or a Special Meeting, unless a system of mail, email, or website balloting is adopted. The At Large Director shall be elected by a plurality vote of the USC Member Clubs in good standing, with each Member Club having one vote. The conference directors shall be elected by the member clubs of the respective conferences as set forth in Exhibit A. The initial Board will be as follows:

- a) Director Position #1: President at large 3 years beginning July 1, 2015 Patrick O'Toole
- b) Director Position #2: East Randy Evans 2 years beginning July 1, 2015
- c) Director Position #3: East Lee Baker 3 years beginning July 1, 2015
- d) Director Position #4: East Stuart Fitzsimmons 2 years beginning July 1, 2015
- e) Director Position #5: East Mark Gibbs 3 years beginning July 1, 2015
- f) Director Position #6: West Brian Monaghan 2 years beginning July 1, 2015
- g) Director Position #7: West Don Cameron 3 years beginning July 1, 2015

Section 4. ***Term Limits.*** The term for the Board shall be as follows:

- 1) The term of all odd numbered Director Positions (e.g., Director Positions #1, #3, #5, and #7) shall be up for re-election at the Annual Directors' Meeting in the year 2018 and every even numbered year thereafter.

- 2) The term of all even numbered Director Positions (e.g., Director Positions #2, #4 and #6) shall be up for re-election at the Annual Directors' Meeting in the year 2017 and every odd numbered year thereafter.

The Board may establish a procedure and system of mail, email, or website balloting for all Board elections.

- Section 5. ***Removal or Resignation.*** A Director may be removed from office by a vote of the remaining Directors taken at a special meeting of the Directors called for that purpose, after reasonable notice, hearing, and a reasonable opportunity to present one's case. Removal shall require a two-thirds (2/3) vote of the Directors present at such special meeting and entitled to vote, provided a quorum exists. The Director being considered for removal shall not vote. Removal of a Director also simultaneously removes the individual from all other positions in the USC. A Director may resign at any time by filing a written resignation with the Secretary of the USC.
- Section 6. ***Vacancies.*** Vacancies on the Board shall exist:
- a) upon the death, resignation or removal of any Director; or
  - b) whenever the number of authorized Directors is increased by amendment to these Bylaws. Subject to Board approval, the President shall nominate suitable candidates to fill vacant positions on the Board. Any vacancy occurring in the Board, including a vacancy created by an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board. In the event that the position of President becomes vacant, the Vice President shall fill the position until a new President is appointed by the Board.
- Section 7. ***Appointed Directors.*** The elected Directors may, by majority vote, appoint up to four (4) additional Directors to the Board, as may be required to perform specific duties and business of the Board. Appointed Directors may vote on all matters except for the appointment of other Directors to the Board.
- Section 8. ***Compensation for Directors.*** The Board, by affirmative vote of a majority of the Directors then in office, may establish reasonable compensation of all Directors for services to the USC as Directors, Officers or otherwise. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws. Directors may not be compensated for rendering services to the USC in any capacity unless such compensation is reasonable and is allowable under the provisions of Section 18 of this Article.
- Section 9. ***Annual and Regular Meetings.*** The annual meeting of the Board shall be held on the date set forth in this document for the purpose of appointing Officers, and for the transaction of such other business as may come before the meeting. The place of such annual meeting shall be as designated by the Board. The Board may provide, by resolution, the time and place either within or without the State of Texas, for the holding of additional regular meetings without other notice than such resolution.
- Section 10. ***Special Meetings.*** Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The President shall establish the venue of such meeting.

Section 11. **Notice; Waiver.** Notice of each meeting of the Board shall be given to each Director (i) by written notice delivered personally or mailed or given by facsimile, e-mail or other form of wire or wireless transmission to such Director at his or her business address, e-mail address, facsimile number, or at such other address as such Director shall have designated in writing and filed with the Secretary, or (ii) by word of mouth or telephone personally to such Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile, e-mail, or other form of wire or wireless transmission, it shall be deemed delivered when transmitted. Whenever any notice whatever is required to be given to any Director under the articles of incorporation or bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects there at to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required in these bylaws.

Section 12. **Quorum.** Except as otherwise provided by law or by the articles of incorporation or these bylaws, a majority of the number of Directors set forth in Section 3 shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 13. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by the certificate of formation or these bylaws. A Director participating in a meeting other than in person as provided in the certificate of formation or these bylaws is deemed to be present in person at the meeting. Each Director shall have one (1) vote. No proxies shall be allowed.

Section 14. **Conducting of Meetings.** The President, and in his absence, any Director chosen by the Directors present, shall call meetings of the Board to order and shall act as President of the meeting. The presiding officer may appoint any director or another person present to act as secretary of the meeting. Directors may participate in a meeting from a remote location by using any means of communication by which: (i) all participating directors may simultaneously hear each other during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participating director and each participating Director is able to immediately send messages to all other participating Directors.

Section 15. **Presumption of Assent.** A Director who is present at a meeting of the Board or a committee thereof of which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary of the USC immediately after the

adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 16. ***Executive Committee and Other Committees.*** The Board by resolution adopted by the affirmative vote of a majority of the number of Directors set forth in Section 3 may designate an Executive Committee and one or more other committees, each committee to consist of three or more directors appointed by the board of directors. The Executive Committee shall have and may exercise, when the board of directors is not in session, the powers of the board of directors in the management of the affairs of the corporation, provided that in no case shall the Executive Committee or any other committee act in respect to the appointment of principal officers or the filling of vacancies in the board of directors or committees created pursuant to this section.

Subject to the foregoing, the other committees, if any, shall have and may exercise such powers as are provided in the resolution of the Board designating such committee, as such resolution may from time to time be amended and supplemented. The Board may appoint one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the President of such meeting. Each such committee shall appoint a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request.

Section 17. ***Unanimous Consent Without Meeting.*** Any action required or permitted by the certificate of formation or bylaws or any provision of law to be taken by the Board or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of such committee entitled to vote with respect to such action. If the articles of incorporation so provide, an action required or permitted to be taken at a Board meeting may be taken by written action signed by two-thirds of the Directors then in office, provided that all Directors shall be notified immediately of the text of the written consent and of its effective date and time.

Section 18. ***Restriction Regarding Interested Directors.*** Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" shall mean either:

- a) any person currently being compensated by the USC for services rendered to it within the previous twelve (12) months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 19. ***Non-Liability of Officers and Directors.*** The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

- Section 20. ***Committees.*** The Board may approve the appointment of standing committees and special committees as required to assist in carrying out the duties and business of the Board. The standing committees and their duties may be defined in these bylaws. A time limit shall be established for the duration of any Special Committee.
- Section 21. ***USC Policies.*** The Board shall have the sole authority to adopt policies by affirmative vote of a majority of the Directors present at a meeting at which a quorum is present to assist in the implementation of the bylaws. No policy may conflict with these bylaws.

## **ARTICLE VI - OFFICERS**

- Section 1. ***USC Officers and Qualifications.*** The "Officers" of the USC shall consist of: (i) the President (ii) the Secretary; Officers shall be appointed by the Board as set forth herein, and all Officers shall be current members of the Board.
- Section 2. ***Officer Appointments.*** The Officers shall be appointed by an affirmative vote of a majority of the Board at the annual meeting of Directors. Each Officer shall continue to serve until his successor is appointed. Within thirty (30) days of the annual Board elections, if Officer Vacancies exist, the Board shall meet in person or by means of wire or wireless communication to appoint Officers.
- Section 3. ***Duties of the President.*** The President shall be the chief executive officer of the USC and, subject to the control of the Board, shall in general supervise the day-to-day operations and affairs of the USC. He shall, when present, preside at all meetings of the Board. He shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the USC as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He shall have authority to sign, execute and acknowledge, on behalf of the USC, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the USC's regular affairs, or which shall be authorized by resolution of the Board; and except as otherwise provided by law or the Board, he may authorize the Vice President or other Officer or agent of the USC to sign, execute and acknowledge such documents or instruments in his place and stead. In general he shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the Board from time to time.
- Section 4. ***Duties of the Secretary.*** The Secretary shall:
- a) keep the minutes of the meetings of the Board in one or more books provided for that purpose;
  - b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
  - c) be custodian of the corporate records; and
  - d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board.

- Section 5. ***Other Assistants and Acting Officers.*** The Board shall have the power to appoint any person to act as assistant to any Officer, or as agent for the USC in his stead, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer or other agent so appointed by the Board shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board.
- Section 6. ***Salaries.*** Officers may be paid salaries. The salaries, if any, of the principal Officers shall be fixed from time to time by the Board and no Officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director of the USC.

## **ARTICLE VII - POWERS RESERVED TO MEMBER CLUBS**

- Section 1. ***General Powers and Duties of the Members.*** Except as otherwise provided in these bylaws, the Member Clubs shall have the sole power and authority to:
- a) admit new soccer clubs as Member Clubs;
  - b) terminate Membership of any existing Member Club; and
  - c) approve changes to the competitive format of the USC. Unless otherwise provided in these bylaws, all such actions by the Member Clubs shall be by Majority Vote (as defined in section 4(a) below).
- Section 2. ***Admission of New Members.*** The Board shall provide an application process whereby new soccer clubs may apply for Membership in the USC each year. The Board shall review all applications and shall either recommend the applicant soccer club for Membership or recommend declining the Membership application. The Board shall present a report of all reviewed applications to the Member Clubs at the Annual Member Meeting or Special Meeting, along with recommendations of the Board with respect to Membership of each applicant club. The Member Clubs shall vote on the Membership applications of applicant soccer clubs. Any applicant soccer club that receives a Majority Vote approving its application shall be accepted as a Member Club for the upcoming year.
- Section 3. ***Revocation or Termination of Membership.*** Member Clubs may have their Membership in the USC terminated as follows:
- a) **Failure to Pay Fees or Dues Associated with the League.**
    - 1) Member Clubs may have their Membership in the USC terminated by an affirmative vote of a majority of the Board for failure to pay the fees or dues when more than sixty (60) days late.
    - 2) Failure to pay the fees or dues and fees for more than thirty (30) days past the due date shall automatically place a Member Club in bad standing until such dues and any late fees or fines are paid. While in bad standing, the Member Club may not participate in any USC activities, meetings, or events. No Member Club which is in arrears in its dues, fees, or fines for any length of time may vote at an USC Annual Member Meeting or Special Meeting.

- b) **Violations.** The Board of Directors may vote to revoke a Member Club's Membership in the USC by an affirmative vote of a super-majority of the Board of Directors for the following reasons:
- 1) willful disregard of the bylaws and policies of the USC;
  - 2) use of ineligible players in any USC Competition;
  - 3) failure to play in any USC Competition;
  - 4) failure to attend the USC annual membership meeting;
  - 5) failure to comply with USC competition policies and procedures;
  - 6) violation of the USC logo usage policy or any USC trademarks;
  - 7) conduct which is adverse to the best interests of soccer or the USC; or
  - 8) unlawful conduct.
- c) **Notice and Hearing.** When any Member Club's Membership status is to be voted upon by the Board, other than in the case of nonpayment of dues and fees, the Member Club shall be notified by the Board of the reasons its Membership status is being reviewed, and shall have five (5) business days from the date of receipt of the notice to provide a response in writing to the Board. The Board shall consider this response in its vote, at the Board's discretion. If the Member Club requests a hearing in this response, the Member Club shall be entitled to a hearing with a quorum of the Board of Directors, in person or through teleconference or other method whereby all participants may be heard (such choice of hearing venue at the Board's discretion). In this hearing the Member Club may present its case for maintaining Membership. If requested, this hearing shall be conducted within ten (10) business days of the request. The Board will render a decision on Membership within five (5) days of the hearing.

Section 4. ***Determination of Member Club Votes.***

- a) **Majority Vote.** A "Majority Vote" requires the consent at a meeting or written consent by over fifty percent (50%) of the total outstanding votes held by the Member Clubs, in person or by proxy, in good standing. If an action is taken by written consent, all Member Clubs who have not consented to the action shall be promptly advised in writing of the action taken. No person other than a Member Club may challenge an act taken by the USC based on the failure to obtain the requisite Majority Vote.
- b) **Super-Majority Vote.** A "Super-Majority Vote" requires the consent at a meeting or written consent by over sixty-six (66%) of the total outstanding votes held by the Member Clubs, in person or by proxy, in good standing. If an action is taken by written consent, all Member Clubs who have not consented to the action shall be promptly advised in writing of the action taken. No person other than a Member Club may challenge an act taken by the USC based on the failure to obtain the requisite Super-Majority Vote.

- c) **Proxies.** At all meetings of the Member Clubs, a Member Club may, unless prohibited by the articles of incorporation, vote by proxy executed in writing by the Member Club or by a duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the USC before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 5. **Administrative Remedies.** Member Clubs of the USC agree that they may not present any objection to their Membership termination to any court of law or tribunal.

## **ARTICLE VIII - GENERAL MEMBERSHIP MEETINGS**

- Section 1. **Annual Meeting.** A meeting of the Member Clubs of the USC shall be held once each fiscal year at a time and place designated by the Board (the "Annual Member Meeting"). Written notice stating the place, day and hour of the Annual Member Meeting shall be provided to the Member Clubs at least ten (10) days prior to the Annual Member Meeting by mail or by a form of wire or wireless communication, by or at the direction of the President, or the Secretary, or the Officer or persons calling the meeting. Written notice shall be deemed to be delivered at the earliest of the following: (i) when received, (ii) when deposited in the United States mail, addressed to the Member Club; or (iii) when sent via wire or wireless transmission. Oral notice is effective when communicated. The Board shall have the authority to adopt a web-based, interactive meeting format if all Member Clubs are allowed the opportunity to participate. An agenda for the Annual Member Meeting shall be provided to the Member Clubs no less than five (5) days prior to such Meeting. The Board shall determine the agenda for the Annual Member Meeting, and Member Clubs may request agenda items via their regional Board representative. Once the agenda has been provided to the Member Clubs, no additional items may be added to the agenda that require a vote of the Member Clubs. This provision may be suspended by a unanimous vote of the Members.
- Section 2. **Special Meeting.** A Special Meeting of the Member Clubs may be called by the President or a two-thirds (2/3) vote of the Board present at a meeting at which a quorum is present (a "Special Meeting"). Notice and the agenda for such a Special Meeting shall be provided to the Member Clubs at least three (3) days prior to the Special Meeting, and the business items shall be limited to those set forth in the notice and agenda. In lieu of a Special Meeting, if such meeting would be impractical, the Board may conduct a written vote among the Members or a web-based interactive meeting pursuant to procedures set forth in a policy adopted by the Board for such meetings.
- Section 3. **Meeting Chairman.** The chairman of the Annual Member Meeting shall be the USC President, or in his absence the Secretary, or in his absence a designee.
- Section 4. **Quorum and Voting.** Each voting Member Club shall have one (1) vote and each Director shall have one (1) vote at any Annual Member Meeting or Special Meeting. Only Member Clubs in good standing may vote. A quorum shall consist of a majority of the current voting Member Clubs and a majority of the current Directors. Member Club

delegates must have a relationship with the Member Club they are representing. Unless provided for in these bylaws, action shall be taken by Majority Vote.

Section 5. ***Election of Directors.*** Election of Directors shall occur at the Annual Member Meeting. Member Clubs may submit nominations for a candidate for an open Board Seat to the existing Board no later than thirty (30) days prior to the Annual Member Meeting. The Board will review all nominations and select at least one (1) proposed nominee for each open Board Seat. The Board will submit the proposed nominee(s) to the Member Clubs no later than ten (10) days prior to the Annual Member Meeting. Candidates cannot be nominated from the floor during the meeting.

All nominees shall have a brief opportunity to speak at the Annual Member Meeting. Votes shall be by written ballot and shall be counted by a committee appointed by the President. If the President is standing for election, he shall not serve as chairman of the Annual Member Meeting during that election.

If the Board adopts a system of mail balloting for Board elections the provisions of subsection (a) above may be modified accordingly.

Section 6. ***Waiver of Notice.*** Whenever any notice whatever is required to be given to the Member Clubs under the by-laws or articles of incorporation or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Member Clubs shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under any provision of the Texas Business Organizations Code, shall contain the same information as would have been required to be included in such notice except the time and place of meeting.

Section 7. ***Consent Without Meeting.*** Any action required or permitted by the certificate of formation or bylaws or any provision of law to be taken at a meeting of the Member Clubs may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of Member Clubs required for such action as provided in these bylaws. The action must be evidenced by one or more written consents describing the action taken, signed by the required number of Member Clubs, and delivered to the USC for inclusion in the minutes or filing with the USC records. All signatures on the written consent shall be dated and, in determining whether the required number of Member Club have signed the consent, only those signatures dated after the date of the most recent meeting of the Member Clubs may be counted.

Section 8. ***Robert's Rules.*** Except as otherwise provided for in these Bylaws, all Annual Member Meetings and Special Meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order.

## **ARTICLE IX - FISCAL AND CONTRACTUAL MATTERS**

Section 1. ***Fiscal Year of the USC.*** The fiscal year of the USC shall be as provided in Section 0.03.

Section 2. ***Checks, Drafts, etc.*** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the USC, shall be signed by such Officer or Officers, agent or agents of the USC and in such manner, including by means

of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board.

- Section 3. **Deposits.** All funds of the USC not otherwise employed shall be deposited from time to time to the credit of the USC in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.
- Section 4. **Gifts.** The Board may accept on behalf of the USC any contribution, gift, bequest, or devise for the charitable or public purposes of the USC.
- a) **Annual Financial Report.** The Board shall cause an annual financial report to be available at the Annual Member Meeting, which report shall contain the following information in appropriate detail:
  - b) the assets and liabilities of the USC as of the end of the fiscal year;
  - c) the principal changes in assets and liabilities during the fiscal year;
  - d) the revenue or receipts of the USC for the fiscal year;
  - e) the expenses or disbursements of the USC during the fiscal year.
- Section 5. **Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, agent, or employee of the USC to enter into any contract or execute and deliver any instrument in the name of and on behalf of the USC, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the USC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- Section 6. **Loans.** No indebtedness for borrowed money shall be contracted on behalf of the USC and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

## **ARTICLE X - CORPORATE RECORDS, REPORTS AND SEAL**

- Section 1. **Minutes of all meetings of the Directors and voting Member Clubs**, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- Section 2. **Adequate and correct books and records of account**, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Section 3. **A record of its voting Member Clubs**, indicating their names and address and, if applicable, the class of membership held by each Member Club and the termination date of any membership.
- Section 4. **A copy of the corporation's Articles of Incorporation and Bylaws** as amended to date, which shall be open to inspection by the Member Clubs at all reasonable times during office hours.

- Section 5. **Corporate Seal.** The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.
- Section 6. **Directors' Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.
- Section 7. **Members' Inspection Rights.** Voting Member Clubs shall have the following inspection rights, for a purpose reasonably related to their interest as a voting Member Club:
- a) To inspect and copy the record of all voting Member Clubs' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the USC, which demand shall state the purpose for which the inspection rights are requested.
  - b) To obtain from the Secretary, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those Member Clubs entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled, or as of the date specified by the Member Club subsequent to the date of demand. The demand shall state the purpose for which the list is requested.
  - c) The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein.
  - d) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board, upon written demand on the USC by the voting Member Club, for a purpose reasonably related to such person's interests as a voting Member Club.
- Section 8. **Right to Copy and Make Extracts.** Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **ARTICLE XI - AMENDMENT OF BYLAWS**

- Section 1. **Bylaw Amendments.** USC Bylaws may be adopted or amended by a two-thirds (2/3) majority vote of the Directors then in office, or a Super-Majority Vote of the Member Clubs, except as otherwise provided by law. All approved amendments shall take effect at the conclusion of the meeting at which they are adopted unless otherwise provided for in the amendment.
- Section 2. Implied Amendments.** Any action taken or authorized by the Board, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

**Section 3.** *Notice.* Any amendments to the Bylaws and Policies shall be provided to the USC Member Clubs within two (2) weeks of their adoption.

## **ARTICLE XII - INDEMNIFICATION AND INSURANCE**

Section 1. *Liability of Directors and Officers.* Except as otherwise provided by law, no Director or Officer shall be liable to the USC, or any person asserting rights on behalf of the USC, its creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes a willful failure to deal fairly with the USC in connection with a matter in which the Director or Officer has a material conflict of interest, a violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, a transaction from which the Director or Officer derived an improper personal profit or benefit, or willful misconduct.

Section 2. *Indemnity of Directors and Officers.* The USC shall indemnify and hold harmless the Director or Officer, in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the USC or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the Director or Officer was a party because he or she is a Director or Officer of the USC, and in all other cases, the USC shall indemnify a Director or Officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the Director or Officer in the proceeding, provided the Director or Officer was a party because he or she is a Director or Officer of the USC, unless the liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to the USC and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the USC in connection with the matter in which the Director or Officer has a material conflict of interest, (b) a violation of criminal law, unless the Director or Officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful, (c) a transaction from which the Director or Officer derived an improper personal profit or benefit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the Director or Officer is not required under this by-law. No indemnification is required under this by-law to the extent the Officer or Director has previously received indemnification, reimbursement or allowance of expenses from any person, including the USC, in connection with the same proceeding. Determination of whether indemnification is required under these bylaws shall be made by the means provided pursuant to the relevant section(s) of the Texas Business Organizations Code.

The USC, by its Board, may indemnify in a like manner, or with any limitations, any employee or agent of the USC who is not a Director or Officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which Directors, Officers, employees or agents may be entitled as a matter of law, by resolution of the Board, or by written agreement with the USC. All terms used in this Section 2 for which a definition is provided in the Texas Business Organizations Code and not otherwise herein defined shall have the meaning set forth in said Code.

- Section 3. ***Maintenance of Insurance.*** The USC may, by its Board, purchase and maintain insurance on behalf of any person who is a Director, Officer, employee or agent of the USC against liability asserted against and incurred by the person in his capacity as a Director, Officer, employee or agent, or arising from his status as a Director, Officer, employee or agent, regardless of whether the USC is required or authorized to indemnify the person against the same liability.
- Section 4. ***Transactions with the USC.*** No contract or other transaction between the USC and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the contract or transaction is fair and reasonable to the USC. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

### **ARTICLE XIII - GENERAL**

- Section 1. ***Counting Days.*** References to days in the bylaws and policies shall mean all calendar days, unless the term "business days" is used, in which case Saturdays, Sundays, and Federal Holidays shall not count. In counting days, the first day shall commence on the day after a specified event and end on the date so specified (i.e. ten (10) days shall begin on the day after the specified event and end on the tenth (10th) day).
- Section 2. ***Gender.*** In all cases in these bylaws, the pronoun he, his", etc. may be substituted for she, her, etc. and vice versa.
- Section 3. ***Writing.*** As used within these bylaws, the terms "in writing" or "written" include communications that are transmitted or received by electronic means.
- Section 4. ***Signature.*** As used within these bylaws, the word "sign" includes executing an electronic signature.

IN WITNESS HEREOF, the Initial Directors have adopted the Bylaws of the USC-United Soccer Clubs and the Directors have executed these Bylaws of the USC-United Soccer Clubs, as of the Effective Date:

\_\_\_\_\_  
Pat O'Toole  
President and Director:

\_\_\_\_\_  
Adam Girdlestone, Director

\_\_\_\_\_  
Dan Hill, Director

\_\_\_\_\_  
Kia Gockell, Director

\_\_\_\_\_  
Aaron Metzger, Director

\_\_\_\_\_  
Olivier Finidori, Director

\_\_\_\_\_  
, Director

## **Exhibit A: Member Clubs**

### **Greater Houston Conference - East**

Albion Hurricanes FC  
All Nations Sports Academy  
Cavalry Youth Soccer  
Challenge Soccer Club  
Crush FC  
Dynamos Select Soccer Club  
Gulf Coast Soccer SE TX  
Houstonians FC  
RISE SC  
SG1 Soccer  
Tigres Soccer Academy

### **Austin / San Antonio Conference - West**

Austin Texans Soccer Club  
BARCA / One World Soccer  
Boerne Soccer Club  
BVB International Academy  
Classics Elite Soccer Club  
Dragons SC  
FC Westlake  
Lions FC  
Lonestar Soccer Club  
NB AJAX  
RGV FC Toros  
SA City SC  
SA United Soccer Club  
Sting San Antonio

## **Exhibit B: Voting Member Clubs**

### **Greater Houston Conference - East**

Albion Hurricanes FC  
All Nations Sports Academy  
Cavalry Youth Soccer  
Challenge Soccer Club  
Crush FC  
Dynamos Select Soccer Club  
Houstonians FC  
RISE SC  
SG1 Soccer

### **Austin / San Antonio Conference - West**

Austin Texans Soccer Club  
Classics Elite Soccer Club  
Lonestar Soccer Club  
SA City SC