

RESTATED BYLAWS

OF

COPPELL YOUTH SOCCER ASSOCIATION, INC. (Revised November, 2010)

These Bylaws (the "Bylaws") of COPPELL YOUTH SOCCER ASSOCIATION, INC. (the "Association") were duly adopted on August 27, 1995, at a meeting of the Voting Members as same are defined in these Restated Bylaws of the Association.

ARTICLE I OFFICES

1.1 Principal Office. The principal office of the Association in the State of Texas shall be located in the City of Coppell, County of Dallas, Texas. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors of the Association (the "Board") may determine or as the affairs of the Association may require from time to time.

1.2 Registered Office and Registered Agent. The Association shall have and continuously maintain to the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association, and the address of the registered office may be changed from time to time by the Board.

ARTICLE II MEMBERSHIP IN ASSOCIATION

2.1 Types and Classes of Members.

(a) This Association shall be comprised of members, the qualifications of which shall be described as follows:

(i) Adults. Adult members, both voting and non-voting, shall be persons: (a) who are twenty (20) years old or older; (b) who have executed and delivered to the Board an Association membership application for members, plus any other document requested by the Board in its sole opinion and whose membership has been approved by the Board in its sole opinion; (c) who agree to, and do in fact, adhere to the Articles of Incorporation of the Association (the "Articles"), the Bylaws and all other rules and regulations of the Association (the "Rules and Regulations"), and (d) who have paid all dues and fees required by the Association; and

(ii) Youth. Youth members shall be non-voting members who shall be youth soccer players: (a) who are nineteen (19) years old or younger; (b) who have executed and delivered to the Board a youth membership application and release form, birth certificate, and any other document requested by the Board in its sole opinion; and (c) who have paid all dues and fees required by the Association.

(b) The Voting Members of the Association shall be the adult members of the Association who qualify for one (1) or more of the following several classes of Voting Members:

(i) Class I shall be comprised of: (a) each head coach of each team (*i.e.*, being the "head coach" listed on the roster of such team) properly registered with the Association in the opinion of the Board; and (b) the parent representative for each such team, which parent representative shall be that person listed as the

manager or team parent on that same team roster and shall be the parent or guardian of a youth soccer player on that same recreational team roster. Only the first designated assistant coach listed on the roster may be a designated substitute for the head coach.

However, if a member is a head coach and/or player representative for more than one such team, such head coach or player representative shall be counted for purposes of establishing a quorum of Voting Members or for purposes of a vote of the Voting Members only as one Voting Member.

In the elections of the members of the Board held in accordance with these Bylaws, the Class I Voting Members shall cast votes to elect all members of the Board.

(ii) Class II shall be comprised of each of the members of the Association who is a member of the Board.

Class II Voting Members shall cast votes to elect all members of the Board.

However, notwithstanding anything herein to the contrary, Voting members may not cumulate votes.

2.2 Termination, Expulsion, or Suspension of Membership.

Any member (adult or youth, voting or non-voting) of the Association may be expelled and his membership or relationship with the Association terminated, canceled, or forfeited, or he may be suspended or censured, by the Board in its sole discretion or through its consideration of a recommendation of any committee of not less than five (5) Voting Members appointed by the Board, for a violation of the Association's Articles, Bylaws, or Rules and Regulations or for conduct prejudicial to the interests of the Association (however, a red card in itself shall not be considered an expulsion for these purposes).

Also, any member may resign at any time. However, the resignation, expulsion, termination, suspension or censure of a member does not relieve the member from any obligations the member may have to the Association.

Upon the Board reaching the conclusion that the membership of a member should be terminated or forfeited or that a member should be suspended or expelled, the Board shall issue a written notice of such termination, expulsion, or suspension with the reasons therefor, which may include as a valid basis for termination, expulsion, or suspension, a lack of confidence in the member to fulfill his obligations as a member, and in such notice shall give the member fifteen (15) days in which to appeal this decision to the Board in writing. If such written appeal is not timely received, the termination, expulsion, or suspension is effectual and no further appeals are available.

If a written appeal is timely received, the Board, or if the appealing member is also a member of the Board or if the Board in its discretion votes to transfer the appeal to another body, then a committee appointed by the Board, shall set a hearing date and time and place for the appeal and notify the member in writing of such hearing date, time and place. Such hearing date will be within ten (10) days of the Board's receipt of the appeal, and the appealing member must attend to present all information and evidence that he reasonably desires.

Additionally, the Association will honor all orders of suspension of members of the Association or persons affiliated with the Association, including, without limitation, all players, team coaches, managers, administrators, parents or referees, issued by the North Texas State Soccer Association ("NTSSA") or any other like state association or the United States Soccer Federation Division.

The membership year shall be the fiscal year of the Association, although see exceptions mentioned for Board Members and Officers identified in Article VI, Part 2, and for Committee Members in Article VIII.

ARTICLE III
GOVERNMENT OF ASSOCIATION

- 3.1 Government of Association. The Board shall be the governing body of the Association, and the members of the Board shall be elected as provided herein.
- 3.2 Affiliation with the North Texas State Soccer Association. The Association shall be directly affiliated with and comply with the authority of the NTSSA and shall represent all its members and respective interests in and before NTSSA.
- 3.3 Superseding the Authority of the NTSSA Rules. The Association recognizes the superseding authority of the rules of NTSSA.
- 3.4 Territory of the Association. The territory under the jurisdiction of the Association is defined as being that part which lies within the boundaries of the Coppell Independent School District, or within the city limits of Coppell. A map reflecting the territory under the jurisdiction of the Association shall be on file with NTSSA.
- 3.5 Jurisdiction. The Association shall have jurisdiction over all members (adult and youth, voting and non-voting), administrators, parents, referees, coaches, assistant coaches, managers, players, and teams and all parents, and all other persons affiliated with such teams. Each member of the Association and each of the other persons or entities listed in the immediately foregoing sentence will adhere to the Articles, these Bylaws, and the Rules and Regulations of the Association and will comply with the authority of the Association.
- 3.6 Fiscal Year. The fiscal year of the Association shall be from September 1 through August 31.
- 3.7 Books and Records. The Association shall keep and complete books and records of account and shall keep minutes of all meetings of the Board at its principal office.
- 3.8 Resignation. Any member of the Board, any member of any other committee of the Association, or any officer or agent may resign by giving written notice to the President of the Association. The resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 3.9 Amendments to Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any meeting of the Executive Board of Directors by a two-thirds (2/3) vote of the Executive Board of Directors, upon a quorum being established or at any meeting of the Association by a two-thirds (2/3) vote of the total Voting Members present, upon a quorum being established in accordance with paragraph 4.2 Annual Meeting. Whether these Bylaws are amended or repealed by the Executive Board of Directors or at any meeting of the Association, all Voting Members will be given ten (10) days written notice of the proposed amendments via U.S. regular mail or email.

ARTICLE IV
MEETINGS OF ASSOCIATION AND THE BOARD

- 4.1 Place of Meetings. All general membership meeting of the Association shall be held at such place as shall be designated by the President (with such general membership meetings that are held on an annual basis as provided herein, being called the "Annual General Membership Meeting" or "AGM"). All general membership meetings, whether same is an AGM or a specially called meeting (a "Special General Membership Meeting" or "SGM"), of the Association will be open to the members and the general public, but only those members who are voting Members as provided herein and, as such, have voting rights as established thereunder, shall have the right to vote at such meetings. However, "executive sessions" of an AGM or any meeting of the Board may be called by a two-thirds (2/3) approval of the Executive members who are present and entitled to vote to discuss personnel, real estate, or legal matters concerning CYSA. (Other voting members of the board shall be asked to leave the meeting until such matters are discussed and

voted on during the “executive session”. Commencing thereafter, the members shall be asked to return to the meeting whereby the Executive Board members are required to only give the outcome of the “executive session.”

Any member of the Executive Board that desires to seek election to another director/officer position must, prior to the election at the AGM, resign as a Director/Officer and as an officer in the capacity he/she is then holding. Directors/Officers may serve in the other position on the Board without a limitation as to number of terms (consecutive or otherwise), except no Director may serve as President or Treasurer for more than two (2) successive terms in each position. Directors/Officers elected in May will take office immediately, and their membership year will be advanced to cover the period of time from the date of election through the coming fiscal year.

4.2 Annual Meeting. The Annual General Membership Meeting of the Association shall be held each year on a day to be selected by the President during the month of May (or within sixty (60) days before or thereafter that month as determined by the Board in its discretion by majority vote) at which AGM the election of the Directors and officers of the Association shall occur and the transaction of such other business as may properly be brought before the meeting. Five percent (5%) of the votes entitled to be cast represented in person shall constitute a quorum for an AGM. The order of business for such meeting shall be: (I) roll call and vote accreditation; (ii) establishment of a quorum; (iii) approval of minutes of last meeting; (iv) election of Directors and officers; (v) communications; (vi) unfinished business; (vii) reports of chairmen of Standing Committees; (viii) reports of Directors, officers, and committees; (ix) new business; (x) good of the game; and (xi) adjournment.

4.3 Special Meeting. Special General Membership Meetings of the Members of the Association for any purpose or purposes, unless otherwise prescribed by the statute or by the Articles of Incorporation or by these Bylaws, may be called by the President, a majority vote of the Board, or by petition of twenty percent (20%) of the Voting Members. Upon a like quorum being established as provided in paragraph 4.2 above, business transacted at all Special General Membership Meetings shall be confined to the purpose stated in the notice of the meeting.

4.4 Board Meetings. Regular meetings of the Board shall be held on the second Monday of each month. A quorum of a majority of the members of the Board is required for this meeting. If, and only if, the date or location of the meeting is changed, then notice must be given or waived as herein provided.

Special meetings of the Board may be called from time to time when called by the President or any three (3) of the other Directors.

4.5. Emergency Actions. Any three (3) members of the Board (which shall include the President, if the President is available) may take emergency action on matters demanding immediate attention when it is impractical or impossible to call a meeting and shall report their actions in writing to all Board members within three (3) days of taking such action.

4.6 Notice of Meetings.

(a) Written or printed notice stating the place, day, and hour of an Annual General Membership Meeting or a Special General Membership Meeting and the purpose or purposes for which the meeting was called shall be delivered not less than ten (10) nor more than fifty (50) days before the meeting either personally or by mail, by or at the direction of the President, to each Voting Member of record entitled to vote at the meeting, unless otherwise provided in these Bylaws.

(b) Written or printed notice of a special meeting of the Board stating the place, day, and hour of such meeting and the purpose(s) for which the meeting is being called shall be delivered not less than five (5) days before the meeting, either personally or by mail, to each Director.

(c) If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such member at his, her or its address as it appears on the records of the Association, with postage prepaid thereon.

4.7 Proxy. There shall be no vote by proxy or by mail for any AGM, SGM, meeting of the Board or any committee of the Association, and proxies may not be used for any other purpose.

ARTICLE V NOTICE

5.1 Manner of Giving Notice. Whenever, under the provisions of applicable statutes, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Voting Member or any Director of the Association, and no provisions are made as to how such notice shall be given, it shall be construed to mean personal notice shall be given in writing, by mail, postage prepaid, addressed to such Voting Member or Director at the address appearing on the records of the Association. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail as aforesaid.

5.2 Waiver of Notice. Whenever any notice is required to be given to any Voting Member or Director of the Association under the provisions of applicable statutes, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VI BOARD OF DIRECTORS

6.1 Board of Directors. The business and affairs of the Association shall be managed by its Board of Directors; each of the members of the Board shall be the Directors of the Association, each of whom will be entitled to one (1) vote. The Board shall transact and direct all business of the Association and shall have the power to enforce the Laws of the Games, the rules of NTSSA, the United States Soccer Federation and its respective divisions, and the Articles of Incorporation, the Bylaws, and Rules and Regulations of the Association including, without limitation, all membership terminations, forfeitures, cancellations, expulsions, suspensions, or censures as provided in paragraph 2.2 hereof. The Board shall also hear appeals of decisions of the Appeals and Disciplinary Committee of the recreational youth soccer association.

Members of the Board must be at least twenty-one (21) years of age.

6.2 Executive Board Members, Elected Commissioners and Their Respective Terms and Qualifications. The Directors/Officers, i.e., the members of the Executive Board are listed below and shall be elected for a term of two (2) years, with the Vice-President – Game Officials and Immediate Past President each having a term of one (1) year. The terms of the Directors shall be staggered as provided below, and the annual election at the AGM shall occur for those Directorships available for election in the year listed below opposite the Directorship:

Executive Board of Directors

President/Director (Even years)

Vice President - Executive /Director (Odd years)

Vice President - Administrative/Director (Even years)

Treasurer/Director (Odd years)

Secretary/Director (Even years)

Vice President of Commissioners/Coaches/Director (Odd years)

Vice President - Game Officials/Director (Each year)

Vice President - Non Recreational Play/ Director (Odd years)

Vice President – Marketing /Director (Even Years)
Immediate Past President/Director (Each year)

Commissioners Elected by the Board of Directors

Age Group Commissioner (Even years)

Any member of the Executive board that desires to seek election to another Executive Officer/Director position must, prior to the election at the AGM, resign as a Director and as an Officer/Director in the capacity he/she is then holding. Directors may serve in the other position on the Executive Board without limitation as to number of terms (consecutive or otherwise). Directors/Officers elected in May will take office immediately, and their membership year will be advanced to cover the period of time from the date of election through the coming fiscal year.

Age group Commissioners shall be elected by the Executive Board as needed during the soccer season, and can remain without limitations as to the number of terms, consecutive or otherwise. The Age Group Commissioner shall have an active term from August 1 to April 30 each year. The Executive Board has the right to dismiss or remove an Age Group Commissioner for any reason by majority vote of the Executive Board.

With the exception of Age Group Commissioner, to qualify for a position on the Board, a candidate must have previously served at least one (1) year as a member of a committee or a candidate must be approved by a majority vote of the Executive Board. The places on the Board whose terms are to end during a fiscal year will be elected by the Voting Members at the next AGM.

Creation of new positions on the Board will be the duty of the Board, subject to confirmation at the next AGM.

The Board shall have no more than three (3) Directors/Officers at any time affiliated with any one soccer club or team.

6.3 Removal.

(a) Any member of the Board shall be required to resign following a majority vote of the Voting Members of the Association of “no confidence” at an SGM; or twenty percent (20%) of the Voting Members may petition for a vote of “no confidence” by the Board as to a Board Member; the petition must be submitted in writing to the Board, which in turn will review and vote to approve or reject the petition within fifteen (15) days of receipt of such petition; such vote must be passed by a two-thirds (2/3) majority of the Board. Approval of the petition will result in the removal.

(b) Any member of the Board who is absent from three (3) or more consecutive regular meetings or four (4) or more total regular meetings of the Board in any fiscal year may have his office declared vacant by a majority vote of the Board.

(c) Any position on the Board which is vacated because of resignation, removal, death or other cause may be filled by a designee of the Board selected by a majority vote of the Board to serve until the term of office of that Directorship ends as provided herein.

6.4 Compensation. The members of the Board shall serve without salary for their services performed as Board members. Any Board member may be reimbursed for reasonable out-of-pocket expenses approved by the Board.

6.5 Written Reports. All Directors and Officers of the Association, except the Immediate Past President, shall report the functions of their office, in writing, at each AGM.

6.6 Parliamentarian. A Voting Member of the Association shall be appointed annually by the President during the AGM to assist the current Parliamentarian and to act as Parliamentarian at the next AGM and at any SGM occurring before the next AGM, using Roberts *Rules of Order, Newly Revised* as a guide.

6.7 Minutes. The Board and each committee of the Association shall keep regular minutes of their respective proceedings. The minutes shall be placed in the respective minute book of each such body, and the minutes shall be approved at the next meeting of such body.

6.8 Grievance Involving Members of the Board. A member of the Board may be a coach, administrator, or other official with, or otherwise be affiliated with, a soccer team or club registered with the Association. If any grievance or complaint involving such team or club is filed with the Association at any level, such Director may not act on behalf of such team or club, nor be entitled to vote on, that grievance.

ARTICLE VII
OFFICERS, EMPLOYEES, AND AGENTS:
POWERS AND DUTIES

7.1 Officers. The officers of the Association shall be:

(a) President. The President of the Association is charged with the overall administration and executive functions of the Association and shall preside at all Annual General Membership Meetings and all Special General Membership Meetings of the Association and all meetings of the Board. Except the Standing Committees which shall be appointed as provided herein, he shall appoint all other committees that he shall deem necessary to carry out the business of the Association. He is an ex-officio voting member of all Standing Committees and all other committees. He shall cast the deciding vote in the event of a tie at any meeting at which he is presiding, or he may waive the right to do so. He shall submit an annual report in writing at the AGM, and said report shall become part of the minutes of such meeting. He shall be responsible for insuring that all persons with responsibility for the funds of the Association, including, without limitation, check signing authority on a bank account of the Association, are fidelity bonded. He is empowered to take prudent and reasonable action in cases not covered in the Articles of Incorporation, these Bylaws, and the Rules and Regulations of the Association, and such authority is implicit in the office. However, any such action shall be reported in writing to the Board within three (3) days of such action and attached to the minutes of the next meeting of the Board. The President will attend to the duties of the Association's affiliation with NTSSA or will appoint his proxy for this duty.

(b) Vice President - Executive. The Vice President - Executive shall preside at the meetings of the Board in the absence of the President.

(c) Vice President - Administration. The Vice President - Administration shall be responsible for administrative responsibilities including maintenance of equipment and playing fields.

(d) Vice President Commissioners and Coaches. The Vice President - Commissioners and Coaches shall be responsible for the overall program development for coaches.

(e) Vice President – Marketing – The Vice President – Marketing shall be responsible for the oversight of the concessions, fundraising and sponsorship efforts of the Association.

(f) Vice President - Game Officials. The Vice President - Game Officials shall be the chairperson of the Referee Committee, and shall be responsible for the management and administration of all Game Officials within the Association.

(g) Treasurer. The Treasurer shall be the chairperson of the Planning and Finance Committee, and shall be responsible for all monies collected by the Association, and shall keep a detailed account of income and expenditures.

(h) Secretary. The Secretary shall keep minutes of the AGM, any SGM and all Board meetings and will maintain the minutes of such meetings.

(i) Vice President - Non Recreational Play. The Vice President - Non Recreational Play shall be responsible for gathering and disseminating information to the soccer community regarding competitive soccer.

(j) Immediate Past President. The Immediate Past President shall be responsible for assisting the President with the duties assigned by the President.

(k) Age Group Commissioner. An Age Group Commissioner shall be a liaison between the coaches in their respective age division and the Association. Each Age Group Commissioner is responsible for the dissemination of information concerning coach's, parents and other meetings rescheduled games and other pertinent information to the coaches and their teams as deemed appropriate and necessary by the Association.

The Board will define, on an annual basis, all activities necessary for the successful completion of the next soccer year. It will then distribute these duties, on a consensus basis, among the members of the Board.

7.2 Other Positions: Other non officer positions in the Association shall include:

(a) Administrator. The Administrator of the Association shall be the chief administrative staff person of the Association and, subject to the supervision of the Board, shall report directly to the President, or his designee, and shall perform such duties as may be incident to his office or specifically delegated to him by the Board. The Administrator shall be selected by and serve at the pleasure of the Board and receive such compensation and other emoluments as the Board may from time to time determine. The Administrator shall be an at-will employee of the Association and may be terminated at any time by the Board in its sole discretion.

The Administrator shall act as Registrar of the Association and shall be responsible for the registration and eligibility of all players and teams within the jurisdiction of the Association and the Board may appoint a committee to assist the Administrator in his duties as Registrar.

ARTICLE VIII STANDING COMMITTEES

Upon receiving recommendations from the Nominating Committee and any member of the Board as to the appropriate members of the Association to be members of the Standing Committees, and except as provided below, the members of the Standing Committees listed below shall be appointed by a simple majority vote of the Board at the first Board meeting following the AGM of each year; however, the chairperson of each Standing Committee shall be appointed by the President or shall be that person designated in the committee description below. Unless otherwise specifically provided herein, the term of office of each member of each Standing Committee will be September 1 through August 31, which is the fiscal year of the Association, except that new committee appointments made by the Board elected in May, shall have their appointments advanced to include the period from their appointment date through the succeeding fiscal year. Vacancies on such committees shall be filled by appointment by the President, within thirty (30) days of the occurrence of such vacancy; however, in case of an emergency, the committee chairperson shall have the power to temporarily fill vacancies of any committee by appointment until such vacancy can be filled by the President in accordance with normal procedures. The committee meetings are open to the membership of the Association. Membership on each committee will be apportioned to represent the girls and boys leagues in all age groups and divisions as much as possible or as required in the committee description. Upon any committee member being absent from a total of four (4) meetings of the committee, that position may be declared vacant at the discretion of the Board. The committee

chairperson may be asked to present a committee report, orally, or in writing at the regular monthly meeting of the Board. A majority of the members of a Standing Committee shall constitute a quorum for that committee.

8.1 Appeals and Disciplinary Committee (“A&D Committee”). The A & D committee shall be composed of the Chairperson and four (4) members appointed by the chairperson, subject to approval by the Board. No two (2) members, including the chairperson, shall be associated with the same team, and no more than two (2) members, excluding the chairperson, shall be referees. At least one member shall be a parent who is not a coach or referee. The chairperson shall call all meetings of the Committee. A majority of this Committee shall constitute a quorum. The Committee shall follow the procedures outlined in the Rules and Regulations of the Association and NTSSA when conducting disciplinary and protest hearings. The A&D Committee shall review written complaints on coaches, assistant coaches, or players. Upon written request, the Committee shall make an assessment of said coach, assistant coach, or player during a game or practice.

8.2 Tournament and Rules Committee. The Tournaments and Rules Committee shall be composed of a Chairman and four other members representing various age groups, with one (1) member being a licensed referee. It shall be responsible for establishing guidelines for tournaments, and for annually reviewing the Association's Rules and Regulations. All proposed amendments to the Rules and Regulations shall be presented to the membership of the Executive Board for approval by a majority of Voting Members present, upon a quorum as required herein being established.

8.3 Coaches Committee. The Coaches Committee shall be composed of the Vice President - Commissioners and Coaches as Chairman, and four (4) other members, who have served no less than two (2) seasons in the Association. Excluding the Chairman, no more than two (2) members of the committee shall be from the same youth soccer age group. There must be at least one (1) member associated with a Girls team. The chairperson shall call all meetings of this Committee. The purpose of this committee shall be to plan and coordinate training and clinics for the Association, and to recommend minimum standards, requirements, and conduct for persons coaching in the Association.

8.4 Policy Committee. The Policy Committee shall be composed of a chairperson and at least two (2), but no more than four (4), additional members. It shall be responsible for annually reviewing the Association's Bylaws and Articles of Incorporation. These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any meeting of the Executive Board of Directors by a two-thirds (2/3) vote of the Executive Board of Directors, upon a quorum being established or at any meeting of the Association by a two-thirds (2/3) vote of the total Voting Members present, upon a quorum being established in accordance with paragraph 4.2 Annual Meeting. Whether these Bylaws are amended or repealed by the Executive Board of Directors or at any meeting of the Association, all Voting Members will be given ten (10) days written notice of the proposed amendments via U.S. regular mail or email. The Policy Committee shall maintain a list of rules and regulations enacted by NTSSA and shall make available for all Voting Members a copy of the Association's Rules and Regulations, Articles of Incorporation and Bylaws.

8.5 Referee Committee. The Referee Committee shall be composed of the Vice President - Game Officials, who shall be the chairperson, and at least two (2), but no more than four (4) other members, which committee members shall be members of the Association and licensed Referees. The Committee shall be responsible for all registration, training, evaluation, discipline and promotion of Referees within the Association. The Referee Committee, in joint effort with the Referee Assignors, shall develop on an annual basis a list of all qualified Referees and the appropriate age group for which each Referee should be officiating. Assignors should utilize this list to select Referees and Linesmen for Association matches, but if unable to find an official for a particular age group, may utilize other officials upon the approval of the Vice President -Game Officials. Reviews of these exceptions should be evaluated at the next Referee Committee meeting. The Referee Committee can request for training purposes that a specific Referee be assigned to a particular age group. The Board, on behalf of the Association, is the ultimate employer of the Referee or Associate Referee and Linesmen and shall pay officials based on an itemized statement of charges; the Treasurer shall be responsible for making such payments. The itemized statement will confirm the pay scale and indicate officials who officiated matches in a covered time frame. The Vice President - Game Officials shall recommend to the Executive Board an annual pay scale for Referees and Linesmen; approval of the pay scale by the Board requires a majority vote, upon a quorum as required herein being established

8.6 Nominating Committee. The Nominating Committee shall be composed of a chairperson appointed by the Board and at least two (2) other members. These appointments shall be made no later than one (1) month prior to the AGM. It shall present to the Board a slate of persons nominated for election to the Board. The Committee shall prepare written ballots to be used in such elections.

8.7 Other Committees. Other Committees may be established as needed in the areas of Planning and Finance, Equipment management, etc., as determined by the Board. The Committees should reflect the structure of the Association.

ARTICLE IX MISCELLANEOUS

9.1 Administrative Remedies. In no event shall any person or persons or organizations under the jurisdiction of the Association resort to any court, including any county, state, or federal court, until all appeal procedures and all other administrative remedies available within the Association have been exhausted. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines as set forth by NTSSA, and shall be liable for all expenses incurred by the Association and its Directors, officers, and members in defending each court action, including, but not limited to, court costs, attorneys' fees, and reasonable compensation for time spent by the Association's officers and members in responding to and defending against allegations in the actions, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the court action.

9.2 Conflicts of Interest.

(a) Soccer Conflicts of Interest. Any member of the Board, a Standing Committee, or any other committee of the Association shall abstain from discussion of and voting upon any subject matter being considered by the respective body if such would constitute a conflict of interest, directly or indirectly, with any individual, player, coach, manager, official, referee, parent, or team, including, without limitation, those conflicts of interest related to hearing protests or appeals related to the member's team, club players or coach, or parents or managers involved with the member's team or club.

(b) Other Conflicts of Interest. It is the policy of the Association that no member of the Board, a Standing Committee, or any other committee or any officer or any employee of the Association shall have any association with or interest in any business enterprise which would conflict with the proper performance of his duties or responsibilities as such or which might tend to affect his independence or judgment with respect to transactions between the Association and any such business enterprise.

It is also the policy of the Association that no member of the Board or any committee or any officer or employee of the Association shall have, directly or indirectly, any material personal business or financial interest with, or in any business enterprise with which, the Association does business, including, without limitation, the member, or any person in the immediate family of the member, holding a position with a supplier of goods and/or services to the Association, unless the material facts of the relationship or the interest in the business are disclosed to the Board and the Board in good faith authorizes the contract, transaction, or relationship by the affirmative vote of a majority of the disinterested Directors. If a member of the Board, rather than a member of a committee, is the person making the disclosure, the interested Director may be counted in determining the presence of a quorum at a meeting of the Board, whereat the disinterested Directors consider whether to authorize the contract transaction, or relationship.