



FRISCO SOCCER ASSOCIATION INC.

**AMENDED AND RESTATED
BYLAWS**

**EFFECTIVE AS OF
JUNE 19, 2018**

**AMENDED AND RESTATED BYLAWS
OF
FRISCO SOCCER ASSOCIATION, INC.
a Texas nonprofit corporation**

ARTICLE I

These amended and restated bylaws (the “*Bylaws*”) constitute the code of rules adopted by the board of directors (the “*Board*”) of Frisco Soccer Association Inc., a Texas nonprofit corporation (the “*Corporation*”), for the regulation and management of its affairs, in accordance with the provisions of the Texas Nonprofit Corporation Law, as amended from time to time (the “*TNCL*”). These Bylaws amend and restate the prior effective bylaws of the Corporation in their entirety.

**ARTICLE II
PURPOSE AND JURISDICTION**

The Corporation is formed for the following purpose or purposes:

(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section(s) of any future federal tax code (the “*Code*”), including, for such purposes, (i) fostering and advancing the cause of soccer within the territory under the jurisdiction of the Corporation and to support and develop players for such competitions, the primary portion of which is to plan, establish, approve and administer all rules and regulations of all activities sponsored by and under this Corporation (including all league play), and servicing of basic coaching clinics, referee clinics, and assessments and training and grading of coaches and referees on “as needed” basis, and (ii) fostering and advancing a soccer program which will promote the ideals of good sportsmanship, honesty, loyalty and courage through amateur athletic competition.

(b) No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the Corporation will not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) As provided by Section 22.304 of the TNCL, after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged in accordance with Section 11.053 of the TBOC, upon the dissolution of the Corporation:

(1) property held by the Corporation on a condition requiring return, transfer or conveyance because of the winding up or termination must be returned, transferred or conveyed in accordance with that requirement; and

(2) the remaining property of the Corporation must be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted under the TNCL.

A district court of the county in which the Corporation's principal office is located will distribute to one or more organizations exempt under section 501(c)(3) of the Code, or described by section 170(c)(1) or (2) of the Code, the property of the Corporation remaining after a distribution of property under a plan of distribution under the TNCL. The court will make such distribution in the manner the court determines will best accomplish the general purposes for which the Corporation was organized.

(d) The Corporation is an association member of North Texas State Soccer Association, Inc. ("**NTSSA**") with the Corporation's territory being those areas falling within the Frisco Independent School District and with the Corporation having jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players, teams, parents, and other team-affiliated persons. NTSSA is an association member of The United States Youth Soccer Association, Inc. ("**USYSA**"); each of USYSA and NTSSA is a national association member of the United States Soccer Federation ("**USSF**"); USSF is the national association member of the Federation Internationale de Football Association ("**FIFA**") and is the national governing body for the sport of soccer in the United States, as provided by the Ted Stevens Olympic and Amateur Sports Act, chapter 2205 of title 36, United States Code, as amended, and the United States Olympic Committee.

(e) Subject to the foregoing, the Corporation is formed for all lawful purposes within the meaning of the TNCL.

(f) The jurisdiction of the Corporation is considered that part of Texas which includes the Frisco Independent School District.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Powers. The Board of the Corporation is vested with the management of the business and affairs of the Corporation, subject to the TNCL, the Certificate of Formation and these Bylaws. The President will act as chairperson of the Board (the "**Chairperson**") and will generally preside over Board meetings and matters pertaining to the Directors and have such powers and authority as provided in these Bylaws.

(a) As a member of NTSSA, the Corporation and the Board recognize the superseding authority and precedence of the governing documents of NTSSA, USYSA, USSF and FIFA. The Corporation will represent all its members and respective interests in and before the NTSSA.

(b) The Board will transact all business of the Corporation and has the power to enforce the Rules of the Game as issued by the International Football Association

Board (the “*Laws of the Game*”), the governing documents, rules and regulations of NTSSA, USYSA and USSF, and these Bylaws and the rules and regulations of the Corporation (the “*FSA Rules*”).

(c) The Board will hear appeals of decisions of any disciplinary hearing (provided that any Director that participated in a hearing that is the subject of an appeal may not participate in the appeal hearing).

Section 3.2 Qualifications. Directorships may not be denied to any person on the basis of race, creed, sex, religion or national origin. To serve as a director, a person must: (i) reside within the boundaries of the Frisco Independent School District (or, alternatively, coach in, and have a child registered and playing in, a recreational league of the Corporation), (ii) agree to or serve as an officer of the Corporation in one of the positions set forth in Section 3.5, and (iii) not be bound by any other NTSSA member association (unless otherwise approved by the Board).

(a) To serve as a director of the Corporation (each a “*Director*” and collectively, the “*Directors*”) holding the position of President, the person must have previously served at least one full term as a Director. To serve as a Director holding the officer position of Vice President of Recreational Play or Vice President of Competitive Play, the person must have served at least one year as a Director. In the event there are no available candidates that meet the criteria set forth in this Section 3.2(a), then the Board may disregard this requirement.

(b) To serve as a Director holding the position of Vice President of Refereeing, the person must be a registered USSF Referee.

Section 3.3 Number of Directors. The Board will consist of no fewer than eight (8) Directors. Upon majority resolution of the Board, the number of Directors may be increased or decreased from time to time, but in no event will a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to fewer than eight (8) Directors.

Section 3.4 Term of Directors. Each Director will be elected for a two year term and will serve until his or her term has expired or until his or her earlier resignation or removal.

Section 3.5 Election of Directors. Directors will be elected at the Corporation’s annual meeting. Directors may serve consecutive terms without limit. Any directorship to be filled by reason of an increase in the number of Directors will be filled at the next annual meeting or at a special meeting called for that purpose. Directors will serve staggered terms based on the officer positions held as follows:

President	(Elected odd years)
Secretary	(Elected odd years)
Treasurer	(Elected even years)
Vice President of Recreational Play (“ <i>VP of Rec</i> ”)	(Elected odd years)
Vice President of Competitive Play (“ <i>VP of Competitive</i> ”)	(Elected even years)
Vice President of Appeals and Discipline (“ <i>VP of A&D</i> ”)	(Elected even years)
Vice President of Refereeing (“ <i>VP of Refereeing</i> ”)	(Elected even years)
Vice President of Services (“ <i>VP of Services</i> ”)	(Elected odd years)

Section 3.6 Resignation. Any Director may resign at any time by delivering written notice to the Corporation. Such resignation will take effect upon receipt or, if later, at the time specified in the notice. Upon a Director's resignation, he or she will also automatically be deemed to have resigned all other positions held with the Corporation (including as an officer or chairperson of any committee).

Section 3.7 Removal. Any Director may be removed with or without cause, at any time, by a two-thirds (2/3) majority of the entire Board at a regular or special meeting called for that purpose. Any Director under consideration for removal must first be notified about the consideration by written notice no fewer than fifteen (15) days prior to the meeting at which the vote takes place.

Section 3.8 Vacancies. Vacancies will be filled by majority vote of the remaining members of the Board, though fewer than a quorum. Vacancies resulting from an increase in the number of Directors will be filled by election in accordance with Section 3.5 above. Vacancies will be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

Section 3.9 Compensation. Directors will not receive any salaries or other compensation for their services as directors, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approve the reimbursement. The Corporation will not loan money or property to, or guarantee the obligation of, any Director.

Section 3.10 Ex Officio Directors. The Directors may designate, from time to time, one or more persons as *ex officio* directors who will serve in that capacity at the discretion of the Directors. Such persons will be entitled to receive notices of and to attend meetings of the Directors but will have no right to vote and will have no duties or liabilities of a director, all in accordance with Section 22.210 of the TNCL.

ARTICLE IV BOARD MEETINGS

Section 4.1 Place of Board Meetings. Regular and special meetings of the Board will be held at any place that the Chairperson may designate.

Section 4.2 Regular and Special Meetings. Regular meetings of the Board will be held at least quarterly, or more frequently as deemed necessary by the Board. Special meetings may be called by the President or those Directors constituting at least one-third of the Directors then serving on the Board. Any Director may submit items for the agenda of any meeting of the Board by making a written or oral request to the President not less than one (1) week prior to a regular meeting and not less than twenty-four (24) hours prior to a special meeting. All meetings of the Board will be open to the members of the Corporation.

Section 4.3 Absence. In order to ensure that the Board remains a dynamic working group, a Director who has missed a total of two (2) consecutive regularly scheduled meetings of the Board for reasons other than sickness or personal emergency may be recommended for removal from the Board by a two-thirds vote of the other Directors. Upon such recommendation the Chairperson may call a special meeting of the Board to vote on the removal of the absentee Director in accordance with Section 3.7. The Secretary will be responsible for keeping records of all absences of the Board to be recorded in the minutes of the Board meetings.

Section 4.4 Notice of Board Meetings. Notice of regular meetings is not required. Notice of the date, time and place of special meetings of the Board must be given to each Director by regular mail, telephone (including voice mail), facsimile or e-mail no fewer than forty-eight (48) hours prior to the meeting.

Section 4.5 Waiver of Notice. Attendance by a Director at any meeting of the Board for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 4.6 Quorum. Fifty percent (50%) of the Directors present in person (not counting vacancies), or, in the event of a remote meeting in accordance with Section 4.9, fifty percent (50%) of the Directors participating by remote communications technology (not counting vacancies), will constitute a quorum for the purposes of convening a meeting of the Board or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending or participating will constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these Bylaws. In the event of a tied vote, the Director holding the position of President will be the deciding vote (*i.e.*, the vote will be determined by how the President voted).

Section 4.7 Actions Without a Meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee designated by the Board, may be taken without a meeting, without prior notice and without a vote, if a written consent, stating the action to be taken, is signed and dated by the number of Directors, or committee members, as the case may be, necessary to take such action at a meeting at which all of the Directors, or committee members, are present and voting, as provided herein. Such written consent must state the date of each Director's or committee member's signature. Prompt notice of the taking of an action by Directors or a committee without a meeting by less than unanimous written consent must be given to each Director or committee member who did not consent in writing to the action.

Section 4.8 No Proxy Voting. No Director may vote by proxy.

Section 4.9 Meetings by Remote Communications Technology. A meeting of the Board or any committee designated by the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:

(a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and

(b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section 4.10 Emergency Actions. Any three Directors may take emergency action on matters demanding immediate attention when it is impractical or impossible to call a meeting and must report their actions to all Directors in writing within three (3) days following any such emergency action.

Section 4.11 Conflicts of Interest. In taking any action, the Board and the Directors must act in accordance with the Corporation's policy on conflicts of interest as provided on Exhibit A (the "**Conflicts Policy**"), and which Conflicts Policy may be updated from time to time by the Board pursuant to a duly noticed Board meeting.

ARTICLE V COMMITTEES OF THE BOARD

Section 5.1 Establishment. The Board may by resolution establish, name, fill vacancies in, change the membership of, or dissolve one or more committees, each committee to consist of one or more Directors. Each committee must keep regular minutes of its meetings and report the same to the Board when required.

Section 5.2 Available Powers. Any committee established pursuant to Section 5.1 hereof, to the extent provided by resolution of the Board or these Bylaws, will have and may exercise all of the powers and authority of the Board, subject to the limitations of applicable law.

Section 5.3 Procedures. Unless the Board otherwise provides, the time, date, place, if any, and notice of meetings of a committee, will be determined by the affected committee. At meetings of a committee, a majority of the number of members (but not including any alternate member, unless such alternate member has replaced any absent or disqualified member at the time of, or in connection with, such meeting) will constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present will be the act of the committee, except as otherwise specifically provided by applicable law, the Certificate of Formation, these Bylaws or the Board. If a quorum is not present at a meeting of a committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. Unless the Board otherwise provides and except as provided in these Bylaws, each committee designated by the Board may make, alter, amend and repeal rules for the conduct of its business. In the absence of such rules each committee will conduct its business in the same manner as the Board is authorized to conduct its business pursuant to Article III and Article IV of these Bylaws, including compliance with the Conflicts Policy.

Section 5.4 Standing Committees. The following standing committees must be appointed by the Chairperson and approved by a 2/3 majority vote of the Board at the first Board meeting following each annual general meeting. Vacancies on these standing committees will be filled by appointment, by the Chairperson and approved by a 2/3 majority vote. In case of an emergency, the committee chairperson will have the power to fill vacancies of any standing committee by appointment until such vacancy can be filled in accordance with normal procedures. All standing committee meetings/hearings are open to the membership.

(a) **Recreational Committee.** The chairperson of the Recreational Committee will be the VP of Rec. Members of the Recreational Committee will consist of each of the then-current League Commissioners and League Directors and such other persons as the Board may appoint. The Recreational Committee will recommend to the Board issues for consideration related to the operation of the Recreational Division and playing rules for recreational play and such other matters as the Board may designate from time to time.

(b) **Budget Committee.** The chairperson of the Budget Committee will be the Treasurer. Members of the Budget Committee will consist of at least two other members. The Budget Committee will assist the Board with the development of an annual budget and oversee the annual audit of the Corporation's financial statements and such other financial matters as the Board may designate from time to time.

(c) **Nomination Committee.** The Chairperson will designate a Director to chair the Nomination Committee. The members of the Nomination Committee will consist of at least two other members. The Nomination Committee will assist the Board with the identification of candidates willing to serve in open positions of the Corporation and such other matters related thereto as the Board may designate from time to time.

ARTICLE VI OFFICERS

Section 6.1 Roster of Officers. The Corporation must have a President, Secretary and Treasurer. The Corporation may have, at the discretion of the Board, such other officers as may be appointed by the Directors. Any two or more offices, other than the offices of President and Secretary, may be held by the same person. Only Directors may serve as officers in the following capacities:

- President
- Secretary
- Treasurer
- Vice President of Recreational Play
- Vice President of Competitive Play
- Vice President of Appeals and Discipline
- Vice President of Refereeing
- Vice President of Services

Section 6.2 Election and Removal of Officers. All officers will serve a two-year term consistent with the term of the Director serving in that office as provided in Section 3.5. Officers may serve consecutive terms without limit. Any Director removed pursuant to Section 3.7, will automatically be removed as an officer.

Section 6.3 Vacancies. If a vacancy occurs during the term of office for any officer, the Board will elect, by majority vote of Directors present at the next duly called meeting held as soon as practical, a new officer to fill the position for the remainder of the term.

Section 6.4 President. The President will supervise and control the affairs of the Corporation and will exercise such supervisory powers as may be given him or her by the Board. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. Except as specified in Section 5.4, the President will appoint the chairperson of all committees, with the approval of the Board, and supervise, directly or indirectly, their work. In the event that the Director serving as President resigns, dies, is permanently disabled or is otherwise unable to carry out the duties of the office for a continuous period exceeding three months, then the VP of Rec will serve as acting President, and if the VP of Rec is unable or unwilling to do so, then the VP of Competitive will serve as acting President, until such time as the Board appoints another Director (existing or newly appointed) to serve as President.

Section 6.5 Secretary. The Secretary will have general charge of the records of the Corporation and will keep minutes of all meetings of the Board. The Secretary will give such notice as is required of meetings of the Board and will perform all duties commonly incident to the office. If the Secretary is absent or unavailable, an Assistant Secretary, if one has been elected, will have the duties and powers of the Secretary and will have such further duties and powers as the Directors may from time to time determine. In the event of the absence of the Secretary and the Assistant Secretary from any meeting of the Board or of any committee thereof, a person appointed by the meeting to be Secretary *pro tem*, will keep the records of such meeting and perform such other duties in connection with the office of Secretary as the meeting may prescribe.

Section 6.6 Treasurer. The Treasurer will have general charge of the banking and other financial records of the Corporation reflecting the Corporation's financial activities and will perform all duties commonly incident to the office. The Treasurer must provide the Board with updates on the financial condition and affairs of the Corporation as the Board may request from time to time. The Treasurer will be responsible for working with the President to create a budget for the Corporation's activities. The Treasurer will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board.

Section 6.7 Vice President of Recreational Play. The VP of Rec is responsible for the overall organization and oversight of recreational play leagues and the appointment of league commissioners and league directors for recreational play. The VP of Rec will determine the roles and duties of the league Commissioners and League Directors with the approval of the Board. The VP of Rec is empowered to take prudent and reasonable action in cases not covered by these Bylaws relating to the recreational youth soccer leagues and divisions of the Corporation. The VP of Rec may take immediate temporary disciplinary action against members involved in recreational play leagues (including without limitation coaches, managers, players, parents, and team representatives), provided that (i) the VP of Rec must report immediately any such temporary emergency action to the Board, which may ratify, adjust or dismiss such action and (ii) such temporary emergency action may be appealed by an affected member to the Board, or in the event of ratification or modification of such action by the Board, appealed to NTSSA.

Section 6.8 Vice President of Competitive Play. The VP of Competitive is responsible for the overall organization and oversight of Competitive play leagues, the appointment of league commissioners and league directors for Competitive play. The VP of Competitive is also responsible for oversight of Academy play by recreational players. The VP of Competitive will determine the roles and duties of the League Commissioners and League Directors with the approval of the Board. The VP of Competitive is empowered to take prudent and reasonable action in cases not covered by these Bylaws relating to the competitive youth soccer leagues and divisions of the Corporation. The VP of Competitive may take immediate temporary disciplinary action against members involved in competitive play leagues (including without limitation coaches, managers, players, parents, and team representatives), provided that (i) the VP of Competitive must report immediately any such temporary emergency action to the Board, which may ratify, adjust or dismiss such action and (ii) such temporary emergency action may be appealed by an affected member to the Board, or in the event of ratification or modification of such action by the Board, appealed to NTSSA.

Section 6.9 Vice President of Appeals and Discipline. The VP of A&D is responsible for considering disciplinary issues and organizing and conducting disciplinary hearings and facilitating any appeals. The VP of A&D may, with the approval of the Board, establish procedures for processing disciplinary issues that help ensure a fair, impartial and timely process that comport with the rules and

bylaws of the NTSSA. In the absence of specified procedures of the Corporation, the procedures of the NTSSA will be followed.

Section 6.10 VP of Refereeing. The VP of Refereeing is responsible for instruction, registration and administration of all USSF referees within the Corporation's jurisdiction in compliance with the programs and policies of NTSSA and USSF. The VP of Refereeing has the power to remove referees from being eligible to officiate and to set the levels in which they can officiate within the Corporation, provided that in the event of any removal of a referee, the VP of Refereeing must inform the Board within three days following a removal. The VP of Refereeing will recommend candidates for the position of referee assignor for Board approval. The VP of Refereeing is empowered to take prudent and reasonable action in cases not covered by these Bylaws relating to the foregoing.

Section 6.11 VP of Services. The VP of Services is responsible for overseeing the operation and maintenance of playing fields, facilities and equipment of the Corporation and liaising with municipal authorities and other organizations with respect to playing fields. The VP of Services is empowered to take prudent and reasonable action in cases not covered by these Bylaws relating to the foregoing.

Section 6.12 Compensation. Officers will not receive any salaries or other compensation for their services as directors, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approve the reimbursement or such expenditure is in accordance with the budget. The Corporation will not loan money or property to, or guarantee the obligation of, any Officer.

Section 6.13 Conflicts of Interest. In taking any action, the officers must act in accordance with the Conflicts Policy.

ARTICLE VII MEMBERS

Section 7.1 Membership. Membership of the Corporation is comprised of adults and youths who have become members by application and who agree to and adhere to these Bylaws and the FSA Rules. Each person admitted as a member will have an annual membership of the Corporation from September 1 through August 31 of the following calendar year. There are the following types of members:

(a) *Players.* Any player may become a member upon submission to and approval by the Corporation of a properly executed Application/Release form, birth certificate and payment of all fees. A player member is a non-voting member.

(b) *Coaches.* Any adult who agrees to abide by these Bylaws and the FSA Rules (including the Coaches Code of Ethics set forth therein) may become a coach upon completion and submission of a registration form (and background check approval) and the approval of the Corporation. The designated head coach of each recreational team and each competitive team registered with the Corporation is a voting member. Each other coach and manager is a non-voting member.

(c) *Parents/Guardians.* Any adult who is the parent or guardian of a player member and who agrees to abide by these Bylaws and the FSA Rules may become a member upon acknowledging the Parents Code of Conduct set forth in the FSA Rules. Each parent/guardian is a non-voting member.

(d) *Board Members.* Any adult elected to serve as a member of the Board and who agrees to abide by these Bylaws and the FSA Rules is a member. Each Director is a voting member.

(e) *Officer and Committee Participants.* Any adult appointed to any of the offices or non-executive positions of the Corporation (e.g., league commissioners and league directors) and who agrees to abide by these Bylaws and the FSA Rules is a voting member.

An individual that is a voting member only has one vote regardless of the number of teams coached or positions held with the Corporation.

Section 7.2 Removal or Suspension of Membership. Any member of the Corporation (or coach, team or official) may be expelled and his or her membership canceled, forfeited or suspended unilaterally by the Board or through the Board's consideration of a recommendation of the VP of A&D for a violation of the Bylaws, FSA Rules or for conduct prejudicial to the interests of the Corporation. The Corporation will honor all orders of suspension of players, coaches or referees issued by this Corporation, NTSSA, USYSA, USSF and FIFA.

Section 7.3 Meetings of Members.

(a) *Place and Notice of Meetings.* All meetings of the members will be held at such place as designated by the President. All meetings of the members will be open to the members and the general public. Executive sessions may be called by a 2/3 approval of the Directors to discuss personnel or legal matters or such other matters as the President may determine require confidentiality. Notice of a meeting of the members must include the place, date and time of the meeting, and if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice must be delivered to each voting member no later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice to members may be made by electronic mail to the email address of the member on record with the Corporation or in a manner provided by the TNCL.

(b) *Annual Meeting.* An annual meeting of the members will held each year on a day to be selected by the President, at which the members will elect the Directors in accordance with Section 3.5, and transact such other business as may properly be brought before the meeting. A quorum is not required for this meeting so long as notice of the annual meeting is properly given.

(c) *Special Meetings.* Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Formation of the Corporation or by these Bylaws, may be called by the President or by petition of 20% of the voting members in good standing. Business transacted at all special meetings must be confined

to the purpose stated in the notice of the meeting. A quorum is not required for a special meeting of the members so long as notice of the special meeting is properly given.

(d) *Voting Quorum.* The vote of the majority of the votes entitled to be cast by the members present is the act of the members meeting, unless a greater number is required by law, the Certificate of Formation of the Corporation or these Bylaws.

(e) *No Proxy Voting.* No voting member may vote by proxy.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Indemnification of Directors and Former Directors. Each person who was or is a respondent or defendant or is threatened to be made a respondent or defendant, or testifies or otherwise participates, in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, or any inquiry or investigation that could lead to such an action, suit, or proceeding (any of the foregoing, a “*proceeding*”), whether or not by or in the right of the Corporation, because such person is or was a Director of the Corporation or, while a Director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary (a “*representative*”) of another foreign or domestic corporation, limited or general partnership, limited liability company, business trust, real estate investment trust, joint venture, joint stock company, cooperative, association, bank, insurance company, credit union, association, proprietorship, trust, employee benefit plan, other enterprise or other organization (each, an “*organization*”) (collectively, a “*Covered Director*”), will be indemnified by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed, against all judgments (including arbitration awards), court costs, penalties, excise and similar taxes, fines, settlements, reasonable attorneys’ fees and other reasonable expenses (all of the foregoing, “*expenses*”) actually incurred by such person in connection with such proceeding and such right to indemnification will continue as to a person who has ceased to be a director or representative and will inure to the benefit of his or her heirs, executors and administrators. It is expressly acknowledged that the indemnification provided in this Article VIII could involve indemnification for negligence or under theories of strict liability. As more fully set forth herein, the Board may (but is not required to) acquire Directors and Officers liability insurance in such amounts and on such terms as the Board determines.

Section 8.2 Indemnification of Officers and Former Officers. The Corporation will indemnify each person who was or is a respondent or defendant or threatened to be made a respondent or defendant, or testifies or otherwise participates, in any proceeding, whether or not by or in the right of the Corporation, because such person is or was an officer of the Corporation or, while an officer of the Corporation, is or was serving at the request of the Corporation as a representative of another organization (a “*Covered Officer*” and together with a Covered Director, a “*Covered Person*”), to the same extent that the Corporation may indemnify and advance expenses to a Director of the Corporation under the Texas Business Organizations Code (the “*TBOC*”) or the TNCL, and such right to indemnification will continue as to a person who has ceased to be an officer or representative and will inure to the benefit of his or her heirs, executors and administrators.

Section 8.3 Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 8.1 or Section 8.2, as the case may be, a Covered Person will also

have the right to be paid or reimbursed by the Corporation the reasonable expenses incurred in defending, testifying or otherwise participating in any such proceeding, in advance of the final disposition of the proceeding (an “*advancement of expenses*”) and without any determination as to the person’s ultimate entitlement to indemnification; *provided, however*, that, an advancement of expenses incurred by a Covered Person in advance of the final disposition of a proceeding will be made only upon delivery to the Corporation of a written affirmation by such person of such person’s good faith belief that he or she has met the standard of conduct necessary for indemnification under the TBOC and a written undertaking (an “*undertaking*”), by or on behalf of such person, to repay all amounts so advanced if it is ultimately determined by final judicial decision from which there is no further right to appeal (a “*final adjudication*”) that the Covered Person has not met that standard or that indemnification of the Covered Person against expenses incurred by such person in connection with that proceeding is prohibited by the TBOC or the TNCL.

Section 8.4 Right of Indemnitee to Bring Suit. If a claim under Section 8.1, Section 8.2 or Section 8.3 is not paid in full by the Corporation within sixty (60) days after a written claim therefor has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period will be twenty (20) days, the Covered Person may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Covered Person will also be entitled to be paid the expense of prosecuting or defending such suit. In (a) any suit brought by the Covered Person to enforce a right to indemnification hereunder (but not in a suit brought by a Covered Person to enforce a right to an advancement of expenses) it is a defense that such Covered Person has not met the applicable standard for indemnification set forth in the TBOC or the TNCL, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation will be entitled to recover such expenses upon a final adjudication that the Covered Person has not met any applicable standard for indemnification set forth in the TBOC or the TNCL. Neither the failure of the Corporation (including its directors who are not parties to such action or any committee of such directors) to have made a determination prior to the commencement of such suit that indemnification of the Covered Person is proper in the circumstances because the Covered Person has met the applicable standard of conduct set forth in the TBOC or the TNCL, nor an actual determination by the Corporation (including a determination by its directors who are not parties to such action or a committee of such directors) that the Covered Person has not met such applicable standard of conduct, will create a presumption that the Covered Person has not met the applicable standard of conduct or, in the case of such a suit brought by the Covered Person, is a defense to such suit. In any suit brought by the Covered Person to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Covered Person is not entitled to be indemnified, or to such advancement of expenses, under this Article VIII or otherwise will be upon the Corporation.

Section 8.5 Indemnification of Other Persons. This Article VIII does not limit the right of the Corporation to the extent and in the manner authorized or permitted by law to indemnify and to advance expenses to persons other than Covered Persons. Without limiting the foregoing, the Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation and to any person who is or was serving at the request of the Corporation as a representative of another organization to the same extent that it may indemnify and advance expenses to Covered Persons under this Article VIII and to any such further extent as may be authorized or permitted by law.

Section 8.6 Non-Exclusivity of Rights. The rights provided to a Covered Person pursuant to this Article VIII is not exclusive of any other right which any such person may have or hereafter acquire under any law (common or statutory), provision of the Certificate of Formation or these Bylaws, agreement, vote of disinterested directors, or otherwise.

Section 8.7 Insurance and Other Arrangements. The Corporation may, to the extent permitted by law, purchase and maintain insurance, create a trust fund, establish any form of self-insurance (including a contract to indemnify), secure its indemnity obligation by grant of a security interest or other lien on assets of the Corporation, establish a letter of credit guaranty or security arrangement, or establish and maintain any other arrangement (any of the foregoing, an “*arrangement*”) on behalf of any person who is or was serving as a Director, officer, employee, agent or volunteer of the Corporation or is or was serving at the request of the Corporation as a representative of another organization against any liability asserted against such person and incurred by such person in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify such person against such liability. If the insurance or other arrangement involves self-insurance or is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if the insurance or arrangement has been approved by the Board.

Section 8.8 Notification. To the extent required by law, any indemnification of or advancement of expenses to a director or officer by the Corporation must be reported in writing to the Board with or before the notice or waiver of notice of the next meeting of the Board or with or before the next submission thereto of a consent to action without a meeting and, in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

Section 8.9 Amendments. Any repeal or amendment of this Article VIII by the Board or by changes in applicable law, or the adoption of any other provision of these Bylaws inconsistent with this Article VIII, will, to the extent permitted by applicable law, be prospective only (except to the extent such amendment or change in applicable law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 8.10 Contract Rights. The rights provided to Covered Persons pursuant to this Article VIII will be contract rights and such rights will continue as to a Covered Person who has ceased to be a director, officer, agent, employee or volunteer and will inure to the benefit of the Covered Person’s heirs, executors and administrators.

Section 8.11 Private Foundation Exception. If at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then, during such time, no payment may be made under this Article VIII if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code.

Moreover, the Corporation will not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Code Section 4958 or any other provision of the Code applicable to corporations described in Code Section 501(c)(3).

Section 8.12 Severability. If any provision or provisions of this Article VIII is held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article VIII will not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article VIII (including, without limitation, each such portion of this Article VIII containing any such provision held to be invalid, illegal or unenforceable) must be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE IX OPERATIONS

Section 9.1 Execution of Documents. Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes or legal written instruments executed in the name of and on behalf of the Corporation must be signed and executed by the President (or such other person designated by the Board), pursuant to the general authorization of the Board. All conveyances of land by deed must be signed by the President and must be approved by a resolution of the Board. Before entering into any contract, agreement or other arrangement (or series of actions taken in the aggregate) that would cause the Corporation to incur a financial obligation or liability in excess of \$1,500, the President (or other Board designee) must obtain the prior written approval of the Board.

Section 9.2 Disbursement of Funds. Financial transactions which have a value of \$1,500 or more must be approved by the signatures of two Directors whose signatures are on file with the Corporation's banking institution, provided (i) that the two signatories cannot be persons who are immediate family members and (ii) the person or persons receiving the check may not be either of the authorized signatures on the check. In all other transactions, the President may dispense (or approve the dispersal of) the funds of the Corporation in accordance with the annual budget approved by the Board and in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws.

Section 9.3 Records and Reports.

(a) The Corporation will maintain current and accurate financial records in accordance with generally accepted accounting principles. Based on these records, the Board must annually prepare or approve a financial report for the Corporation for the preceding year. The annual report must comply with Section 22.352 of the TNCL.

(b) The Corporation must keep at its principal place of business correct and complete records, books and annual reports of the Corporation's financial activity, and must also keep minutes of the proceedings of the Board and committee meetings. The Corporation must keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

(c) The President will cause the Corporation's annual financial statements for the fiscal year to be audited by an independent auditing firm approved by the Board.

Section 9.4 Inspection of Books and Records. Subject to the provisions of Section 22.353 of the TNCL, all books and records of the Corporation will be made available to the public for

inspection and copying at the Corporation's principal place of business during regular business hours. The Corporation may charge a reasonable fee for preparing a copy of a record or report.

Section 9.5 Loans to Management. The Corporation will make no loans to any of its Directors or officers.

Section 9.6 Amendments.

(a) To amend the Certificate of Formation of the Corporation, the Board must adopt a resolution specifying the proposed amendment and directing that the amendment be submitted to a vote at an annual or special meeting of the members. Written notice containing the proposed amendment or a summary of the changes to be effected by the amendment must be given to the members within the time and in the manner required by these Bylaws for giving of notice of a meeting of the members. Despite the foregoing, the Board may, without member approval, adopt amendments to the Certificate of Formation as provided by Section 22.106 and Section 22.109 of the TNCL.

(b) To amend these Bylaws, the Board must adopt a resolution specifying the proposed amendment and directing that the amendment be submitted to a vote at an annual or special meeting of the members. Written notice containing the proposed amendment or a summary of the changes to be effected by the amendment must be given to the members within the time and in the manner required by these Bylaws for giving of notice of a meeting of the members. A two-thirds (2/3) vote of the total present members at an annual or special meeting is required to approve an amendment to these Bylaws.

Section 9.7 Fiscal Year. The fiscal year for the Corporation will be September 1 to August 31 in each year.

Section 9.8 Appeals and Discipline. Members are subject to the disciplinary rules and procedures set forth in the Rules and in a manner consistent with NTSSA and USSF. In no event will any person or persons or organizations under the jurisdiction of this Corporation resort to a court of competent jurisdiction until all appeal procedures have been exhausted. Any person failing to comply with the foregoing will be liable for all expenses incurred by FSA and its Directors and officers in defending each court action, including but not limited to court costs, attorney fees, reasonable compensation for time spent by the FSA Directors and officers in responding to and defending against allegations in any such action, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the Court action.

[Signature Page Follows]

CERTIFICATION

I hereby certify that these Bylaws were adopted by the special meeting of members by with effect from April 2, 2018.

B. Aldo Ramirez, Secretary

EXHIBIT A

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect the interest of this tax-exempt organization (this “**Organization**”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

2.1. Interested Person. Any member of the board of directors of the Organization (the “**Board of Directors**”), principal officer, or member of a committee of the Board of Directors with powers delegated to it from the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

(b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 3.2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Article III Procedures

3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.

3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she must leave the Board of Directors while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors will decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the Board of Directors, but after the presentation, he/she must leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board of Directors will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors will determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy.

(a) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the Board of Directors and all committees of the Board of Directors with powers delegated to it from the Board of Directors must contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board of directors' decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee thereof whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee of the Board of Directors with powers delegated to it by the Board of Directors must annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and

(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews must be conducted. The periodic reviews must, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use will not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.