

CONSTITUTION

Original Constitution date: January 1, 2003

Latest Revision: May 2011

Article I – Title

The organization shall be known as **Quest Youth Soccer Club**, herein after referred to as **QYSC** and shall be a non-profit organization.

The boundaries of QYSC with in the County of Harris County shall be: North - South end of Fred Hartman Bridge along HWY 146, West on HWY 225 to Allen Genoa Road. West - Allen Genoa Road to Genoa Red Bluff Road. South – Genoa Red Bluff Road to Red Bluff Road, South on Red Bluff Road to Underwood Road. East– The Texas coastline starting from the Lower San Jacinto Bay to the Port of Houston.

The colors of QYSC shall be Royal Blue, Orange and White.

Article II – Purpose and Objectives

QYSC shall teach good sportsmanship, promote physical health, develop and promote the game of soccer among youth participants and adult sponsors. To achieve this objective,

QYSC

will provide a supervised program under the rules of the US Soccer Federation down to Bay Area Youth Soccer Association.

QYSC

shall provide the youth of our community with the best instruction and available examples.

QYSC

shall also support the concept that recreational youth soccer is for our children, while encouraging and supporting the player’s choice of advancement to competitive play.

QYSC

shall operate exclusively as a non-profit organization providing a supervised program of soccer games in accordance with section 501 (c-3) of the Federal Internal Revenue Code.

QYSC

will uphold all city agreements.

Article III – Government

Section 1 The management of the property and affairs of **QYSC** shall be under the President and the Board of Directors.

Section 2 Annual elections of the Board of Directors will be held the first scheduled meeting of **QYSC**

in December. The officers shall serve from January until the election and qualification of their successors. The fiscal year is from

March 1 to

February 28 of each year.

Section 3

The officers listed below are elected for a term of two years and are eligible for reelection to the same office with no term limits. Elections will be held each year with $\frac{1}{2}$ of the Board positions eligible for election. The following positions will be elected on rotating years:

Odd Numbered Years

Even Numbered Years

President

Discipline and Protest

Fundraising-Sponsorship-Publicity

Registrar

Commissioner

Small Sided Coordinator

Purchasing Officer

Treasurer

Tournament/Playoff Director

The officers listed above will be considered the Executive Board and will be the only board members that can vote, except for the President who only votes as a tie breaker. The officers listed below are appointed by the President with Board approval for a term of two years and are eligible for re-appointment to the same office with no term limits. If the President does not fulfill the two-year term for any reason, these officers retain their position until their term is up. The appointed positions can sit on the board of directors but are not considered the Executive Board and do not have a vote. Their role and responsibilities are vital to the operation of the club.

Appointed by President (Operational)

Scorekeeper

Scheduler

Director of Coaching

Secretary

Field Manager

Section 4

The Board shall have at least one regularly scheduled monthly meeting. Special meetings shall be called by the President with at least forty eight (48) hours notice. All board members are expected to make every effort to be in attendance of all scheduled meetings. At any scheduled meeting or special meeting it shall require a majority of the total number then in office in order to vote. (Quorum) Each Executive Board member shall have one vote, with the exception of the President, who shall vote only in tie breaking situations.

Section 5

The Board shall schedule regular Club meetings on a monthly basis. Special meetings shall be called by the President with at least forty eight (48) hours notice. All members of QYSC are encouraged to be in attendance of all regular scheduled Club meetings. Those eligible to

vote at Club meetings shall be the Board of Directors and one vote for each team in good standing. The team's coach, who may vote or assign his vote, represents his team. Coaches must submit up to 2 assistant coaches and a team parents as registered with QYSC by September coaches' meeting. One of those listed may vote for the team if the coach is not available. The coach must notify the QYSC secretary of anyone else voting, (other than those three) in writing, prior to the meeting in question. A member in attendance, although representing more than one position (Board member, Head Coach or coaching more than one team) is allowed only one vote. There will be no voting by proxy. All meetings will be run according to the current edition of "Robert's Rules of Order".

Section 6

No members of the same household, spouses or blood relatives may hold board positions at the same time.

Vacancies in the Board shall be filled by appointment of the President with the approval of a majority of the Board of Directors. Should the office of President become vacant, The Discipline and Protest officer shall become President and the D&P position is filled by appointment. Should a Board member be found negligent, not responsive to the needs of **QYSC**, in violation of the Club Code of Ethics, or is destructive to the purposes and objectives of **QYSC**

, he/she may be removed from the Board by impeachment. The Board members and six (6) coaches (not currently on the Board, selected by the quorum of Executive Board members. No Executive Board member can choose more than 1 coach.) representing each division (D4, D3, D2, S2, D1) of teams, shall hear the impeachment. The board member being impeached will have 7 days to prepare for the hearing once notified. The 6 coaches and a quorum of the Board of Directors shall decide if impeachment is warranted. The Board member that is impeached has 5 days to appeal. The appeal will be made to the Baysa

D&P. The Board member will not be able to vote until the appeal is heard and has been ruled on by the Baysa D&P. Under normal circumstances, the President is the only member who may call an impeachment hearing. However, should the President be the Board member in question or non-responsive to the grievance in question, a special hearing may be called by the D&P officer, and a vote for impeachment requested.

Article IV – Scholarships

Grants for registration and or camp fees, when requested shall be awarded based on need. The request will be in writing and kept confidential. All grants shall be decided upon by the board.

Article V – Amendments

Section 1

This constitution or any section there of, may be amended or repealed by a two-thirds vote of

the members present at any regular scheduled meeting.

Section 2

Any amendment to the Constitution shall appear in the published meeting minutes before it can be voted on. All amendments shall include an effective date. An annual review of the constitution and by-laws shall be conducted each year.

Article VI – Conflict of Interest Policy

Section 1- Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Quest) interest 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.

Section 2- Definition

Interested Person- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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

1. **a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
2. **b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. **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 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3- Procedures

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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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 shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest-

1. **a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest
2. **b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. **c.** After exercising due diligence, the governing board or committee shall 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.
4. **d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall 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 shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy-

1. **a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. **b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4- Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. **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 governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. **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.

Section 5- Compensation

1. **a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2. **b.** A voting member of any committee 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.

3. **c.** No voting member of the governing board or any committee 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.

Section 6- Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. **a.** Has received a copy of the conflicts of interest policy
2. **b.** Has read and understands the policy,
3. **c.** Has agreed to comply with the policy, and
4. **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.

QYSC Working Rules

Financial Protocol

1. **A. Finance Committee.** The Quest President shall appoint a Finance Committee chaired

by the Quest Treasurer and a minimum of three other Quest members. It shall be the duty of this committee to prepare a budget for the fiscal year which begins the first day of March and ends the last day of February. The committee shall submit the budget to Quest at its membership meeting. A club member shall not serve on both the Finance committee and the Audit committee in the same fiscal year.

2. **B. Audit Committee.** An Audit Committee composed of at least two board members and two other club members shall be appointed by the Quest President each year in March. The committee shall select its chair. It shall be the duty of this committee to review all club expenses for the previous fiscal year and provide a report to the club membership no later than the July membership meeting. The Chair of the Audit Committee shall also be the point of contact for an independent review which shall be conducted every two years. A club member shall not serve on both the Finance committee and the Audit committee in the same fiscal year.

1. **C. 990 Filing.** IRS form 990 shall be filed by the Quest Treasurer with the IRS each year no later than May 1. A copy of the filed 990 form shall be presented to the Quest Board of Directors no later than May Board of Directors meeting. It shall be presented to the general membership no later than the May membership meeting. A copy of the form shall also be provided to the BAYSA treasurer each year. The Quest board of directors may approve a private accounting firm to file.

1. **D. Financial Responsibility.** Quest Youth Soccer Club will maintain financial responsibility by utilizing the following measures:

- • The club membership shall approve a budget submitted by the Finance Committee each February at the membership meeting.
- • The Quest treasurer shall track club expenses monthly and provide a report at the membership meetings to the club membership showing these expenditures and how they impact the budget.
- • Any single budgeted expenditure that exceeds \$300.00 must be approved by the board of directors. Any expense that is not part of the approved club budget shall require approval by the general membership.
- • All reimbursable expenses shall be submitted to the Quest Treasurer with the original receipts and a check request form. These expenses shall be approved by the board of directors. Sales tax is not reimbursable.
- • All expenses of the club must be filed by the treasurer with either an approved check request form or an original invoice or bill.
- • The club shall authorize no less than three club officers to have signature authority on the accounts at the bank. The authorized officers shall be at least the president, the treasurer and the secretary. Any additional officers must have approval of the board of directors prior to receiving signature authority.
- • Any club check written for over \$200.00 must be signed by at least two authorized signers of the club.
- • A fiscal review will be conducted by an independent CPA or Book keeper at least every two years. This activity shall be managed by the Audit committee.

Position Role and Responsibilities

President

-
- - Hold Board of Directors accountable for their roles and responsibilities
- - Represent the club at BAYSA and STYSA meetings
- - Represent club interests at local city meetings
- - Preside over monthly club meetings
- - Provide an agenda to the Board and membership in advance of the meetings

Secretary

- - - Sits on executive committee for impeachments
 - - Sits on Team Committee
-
- - - Record minutes of meetings and sends them out for review before the next scheduled meeting

Discipline and Protest

-
- - Sits on Coaches Committee
- - Deals with all D& P issues
- - Will run meetings in the absence of the president
- - Attend weekly D&P Baysa meetings during the season

Commissioner

-
- - Head of the Coaches Committee
- - Player representative for all teams U9 & Up
- - Searches for coaches for teams U9 & Up

Registrar

-
- - Head of the Team Committee
- - Will register new players into club membership using Affinity (U5-U19)
- - Will assign coaches according to Coach Committee direction
- - Will initiate the approval of play up requests
- - Will initiate the approval of refunds and forward paperwork to Treasurer for payment
- - Responsible for getting Affinity ready for seasonal play

Scheduler

- - - Sits on Team Committee
-
- - - Will coordinate with BAYSA for field availability and scheduling for the season

-
- - Will communicate any changes to the schedule between teams and BAYSA
- - Work with Field Manager for field availability

Director of Coaching

-
- - Sits on Coaches Committee
- - Responsible for Coaches education and Certificates
- - Responsible for training material for the coaches
- - Responsible for the Qualifying/D1 oversight committee

Field Manager

-
- - Sits on Tournament & Playoff Committee
- - Field and facility maintenance
- - Scheduling and coordinating field days
- - Responsible for field status
- - Coordinates the needs of supplies to maintain the fields during the season with Purchasing Officer (nets, paint, goals, etc.)
- - Communicates with the City the needs of the club (lights, mowing, etc.)
- - Responsible for seasonal inventory of what the clubs owns and sending a report to Treasurer.

Treasurer

-
- - Sits on Uniform Committee
- - Maintain and report on financial standing of club at monthly meeting
- - Accept payments and issue credits
- - Propose annual budget to membership for approval
- - Pays club bills on time
- - Works with CPA to prepare year end tax returns.
- - Presents signed tax returns to Executive Board and Club membership before the tax filing deadline.
- - Determine 1099s are prepared and mailed as needed by the applicable deadlines

Tournament/Playoff Director

-
- - Head of the Tournament Committee
- - Coordinate and publicize all in-house tournaments
- - Facilitate playoff coordination and communication

Small Field Coordinator

-
- - Sits on Team Committee
- - Responsible for blind draft for U5-U8
- - Communicates between the U5-U8 coaches and Registrar
- - Responsible for U5-U8 in-house game schedules
- - Responsible for finding coaches for teams that do not have one at the U5-U8 age groups

- - Responsible for all in-house referees if we use them

Scorekeeper

-
- - Sits on Coaches Committee
- - Responsible for collecting game cards weekly and entering score into Striker 7
- - Responsible for communicating to the coaches of any missing game cards
- - Responsible for getting the game cards to Baysa in the appropriate time

Purchasing

-
- - Heads Uniform Committee
- - Reviews all purchases and signs off
- - Keeps inventory of the uniforms

Fundraiser/Publicity

-
- - Sits on Tournament & Playoff Committee
- - Helps publicize club registrations
- - Initiates fundraisers for the club
- - Keeps inventory of the uniforms

Position role and responsibilities are subject to change and will be amended as needed. Vacant position roles and responsibilities will be divided among the board members by the President.

Assigned Decision Committee:

Assigned Decision Committee – Coaches, Uniforms, Teams, & Tournaments.

The decision committees are empowered to make decisions in the areas of their charter. Only a majority vote of the executive committee can over-turn a committee decision.

Coaches – approval, licensing, team assignment, scorecards

Members:

Commissioner (Tie Breaker & Head of Committee)

D&P

DOC

Scorekeeper

Uniforms – Quotes, approval, ordering, distribution

Members:

Purchasing (Head of Committee)

Treasurer

Secretary

Teams – Registration, draft, team assignment, refunds

Members:

Registrar (Head of Committee)

Small Sided Coordinator

Scheduler

Tournaments & Playoffs- Coordinate tournaments, playoffs, and sponsorship

Tournament Director (Head of Committee)

Field Manager

Fundraising-Sponsorship-Publicity

Team Section:

All non QYSC teams must request a scrimmage to the QYSC field scheduler 7 days prior to the date of the requested scrimmage on a QYSC field. The field scheduler will communicate with the QYSC field manager for field accessibility. Non QYSC teams will be allowed one scrimmage per month with a certified FIFA referee or QYSC board member present. All QYSC teams must

also submit a scrimmage request on QYSC fields 7 days prior to scrimmage date. These requests are solely for the purpose of friendly scrimmages, and not for training. In case of incident or injury, the coaches will notify the field scheduler within a 24 hour period. Any team failing to follow the proper scrimmaging request procedure will be subject to the loss of QYSC field access for scrimmages for the present season.

White Division Rules (Division IV)

A. Coaches

1.
 1. 1 All coaches must fill out an application and be accepted by the board before they are eligible to coach for the **QYSC**.
 2. 2 In the event that more coaches apply than there are teams, the board or appointed committee shall select the most qualified coach.

B. Team Formation

1.
 1. 1 The formation of all teams shall be approved by the board.
 2. 2 The formation shall be conducted within local & state level guidelines.

Red Division Rules (Division III)

A. Coaches

1.
 1. 1 All coaches must fill out an application and be accepted by the board before they are

eligible to coach for the **QYSC**.

2. 2 In the event that more coaches apply than there are teams, the board or appointed committee shall select the most qualified coach.

B. Team Formation

- 1.
1. 1 The formation of all teams shall be approved by the board.
2. 2 Team formation shall be conducted under the Core System as described in the STYSA Administrative Handbook.
3. 3 All players eligible to play U11-U19 soccer will make themselves available for the Club competitive tryouts.
4. 4 Players, unless otherwise requested, will return to their existing team until they reach the 11 aside fields
5. 5 Players may request not to return to existing team. Any player who chooses not to return to their team will be placed in a blind draft.
6. 6 All two year play-ups must be submitted to the board for approval before being allowed to play.

7 Every effort will be made so that players are placed on the youngest team for which they qualify.

Super Blue and Blue Division Rules (Division II)

A. Coaches

1.
 1. 1 All coaches must fill out an application and be accepted by the board before they are eligible to coach for the **QYSC**.
 2. 2 In the event that more coaches apply than there are teams, the board or appointed committee shall select the most qualified coach.

B. Team Formation

1.
 1. 1 The formation of all teams shall be approved by the board.
 2. 2 Team formation shall be as described in the STYSA Administrative Handbook.
 3. 3 In any age division, the Board of Directors or appointed committee will decide whom the A, B, C coaches are. Super II teams will be formed ahead of Blue Teams.
 4. 4 All players must attend at least one tryout for their appropriate age and gender as described in the STYSA Administrative Handbook.
 5. 5 Players may also attend older level tryouts.
 6. 6 The board must approve all play up requests.
 7. 7 When a player registers late, all Blue teams, in order, have first refusal for that player before he/she is drafted in the Red Division.
 8. 8 A list of all age appropriate players will be given to all approved coaches.
 9. 9 QYSC will set the tryout dates, location and times, following STYSA recommendations. At least one tryout must be held after 2nd registration is complete by all competitive teams.
 10. 10 Coaches will have tryout dates, time and location information to be handed out at the

QYSC

registrations.

11. 11 A list of selected players must be turned in 3 days after last tryout has been completed so players can be made available to other teams as early as possible.

12. 12 No incoming U11 team may have any kind of a tryout until May 1 of the seasonal year.

13. 13 Play-up limit will be as described in the BAYSA Administrated Handbook for U11 team.

All division rules and regulations shall meet guidelines set in STYSA and BAYSA Handbook (Latest revision).

Qualifying and Division 1 Rules (Division I)

A. Coaches

1.
 1. 1 All coaches and teams must fill out an application and be accepted by the oversight committee (appointed by DOC) before they are eligible to coach for the QYSC.
 2. 2 In the event that more coaches apply than there are teams, the board or appointed committee shall select the most qualified coach.

B. Team Formation

- 1.
1. 1 Teams will be allowed to play through Quest if they are a Quest team that has played through Quest to achieve the EDDOA status. No independent or affiliated EDDOA teams from other clubs moving over.
2. 2 The formation of all teams shall be approved by the board.
3. 3 Team formation shall be as described in the STYSA Administrative Handbook.
4. 4 In any age division, the Board of Directors or appointed committee will decide whom the A, B, C coaches are. Division 1 teams will be formed ahead of Super 2 and Blue Teams.
5. 5 All players must attend at least one tryout for their appropriate age and gender as described in the STYSA Administrative Handbook.
6. 6 Players may also attend older level tryouts.
7. 7 The board must approve all play up requests.
8. 8 When a player registers late, all Division 1 teams, in order, have first refusal for that player before he/she is drafted in the Red Division.
9. 9 A list of all age appropriate players will be given to all approved coaches.
10. 10 QYSC will set the tryout dates, location and times, following STYSA recommendations. At least one tryout must be held after 2nd registration is complete by all competitive teams.
11. 11 Coaches will have tryout dates, time and location information to be handed out at the **QYSC** registrations.
12. 12 A list of selected players must be turned in 5 days after last tryout has been completed so players can be made available to other teams as early as possible.
13. 13 No incoming U11 team may have any kind of a tryout until May 1 of the seasonal year.
14. 14 Play-up limit will be as described in the BAYSA Administrated Handbook for U11 team.

All division rules and regulations shall meet guidelines set in STYSA and BAYSA Handbook (Latest revision).