

BATON ROUGE SOCCER ASSOCIATION

BY-LAWS

[effective February 16th, 2008]

ARTICLE I NAME

The official name of this organization is the Baton Rouge Soccer Association, Inc. [“BRSA” or the “association”].

ARTICLE II PURPOSE

The purpose of this association shall be:

- A. To promote, foster and afford opportunities for playing soccer in the greater Baton Rouge area.
- B. To develop, promote, and administer the game of soccer among players within the Greater Baton Rouge Area as defined by the association.
- B. To promote soccer and physical fitness for all players through instructional and educational programs designed to meet the needs of all players.
- C. To support the training and licensing of coaches and referees for soccer activities.
- D. To organize and provide the necessary support for the activities listed above, and to encourage more active public support of soccer and physical fitness.
- E. To promote the education of players in sportsmanship, leadership, self-confidence and self-achievement.
- F. To combat juvenile delinquency.

ARTICLE III MEMBERSHIP

The total membership [the “membership” or “members”] of this association shall be composed of i.) properly registered coaches and players; ii.) licensed referees; and iii.) parents of properly registered players in the association. Membership voting rights, participation, and other eligibility requirements shall be determined as follows:

- A. **VOTING RIGHTS** -- Each and every properly registered team shall be entitled to **one vote** on all matters coming before general membership meetings. Properly registered head coaches or their properly registered team representatives shall be entitled to exercise their team’s one (1) vote. A team representative’s exercise of a proxy shall only be allowed when the team’s head coach has informed the Executive Director or has executed a written proxy. **UNDER NO CIRCUMSTANCES SHALL A PERSON HAVE MORE THAN ONE (1) VOTE ON ANY MATTER COMING BEFORE THE GENERAL MEMBERSHIP.**
- B. **MEMBERSHIP PARTICIPATION** -- Subject to the above provisions defining voting rights, all BRSA members shall be entitled to participate in all affairs coming before the general membership, and shall be entitled to run for offices as herein defined and proscribed.
- C. Members of the Executive Board, members of the Adult, Youth-Recreation and Youth-Premier Councils not otherwise eligible for membership shall be deemed members of the association.

ARTICLE IV MEETINGS

Section 1. General Meetings

- A. The Executive Board shall meet monthly at a time and place appointed by the President.
- B. The Adult and Youth councils shall meet monthly at a time and place appointed by the Vice President of the respective council.
- C. General Membership meetings shall be scheduled by the Executive Director, and shall be held prior to commencement of the spring playing season.
- D. Youth recreational age divisions shall meet prior to both the fall and spring playing seasons to receive playing schedules and discuss matters pertaining to their respective leagues. These meetings shall be co-chaired by the Vice President - Youth Recreation/Division 1 and the Executive Director. Adult leagues may meet at the discretion of their respective league representative.

Section 2. Emergency Meetings

Subject to the provisions established in these By-Laws, the following individuals shall constitute a “Limited Purpose Emergency Committee”: i.) the President and any three (3) voting members of the Executive Board; ii.) the Vice President-Adult and three (3) members of the Adult Council; iii.) the Vice President – Youth Recreation/Division 1 and three (3) members of the Youth Recreation/Division 1 Council; or iv.) the Vice President Youth Premier and three (3) members of the Premier Council. A Limited Purpose Emergency Committee may act on matters of a catastrophic or urgent purpose when it is impractical or impossible to call an Executive Board or council meeting. The committee shall expeditiously report their actions to all Board and/or council members in writing. Before the emergency meeting can be held, a reasonable attempt must be made to contact all Board and/or council members to give them an opportunity to attend. Actions of any Limited Purpose Emergency Committee shall always be subject to subsequent ratification/approval/modification by the Executive Board and/or the applicable council.

Section 3. Quorum

Except as otherwise provided, with respect to the Executive Board and/or Adult, Youth-Recreation and Youth-Premier Council meetings, one-half (½) of those individuals who have been elected or appointed to serve shall be required to conduct business at any meeting of the Board or applicable council. Under egregious circumstances, attendance by telephone or other electronic media shall be allowed, but subject to approval by the official in charge of such meeting(s). All eligible voting coaches and/or team representatives in attendance at a General Membership meeting shall constitute a quorum. A quorum must be present to conduct business. Limited Purpose Emergency Committee meetings require attendance as above defined and described in order to conduct emergency business.

ARTICLE V ORGANIZATION

Section 1. Executive Board and Councils

A. Executive Board

The duties of the Executive Board shall be as follows:

- 1. To establish the operational budget and fees for the association and to determine the disbursement of association funds;

2. To establish association policies and procedures;
3. To consider recommended By-Laws changes received from the Compliance Rules Committee;
4. To establish and consider the terms and provisions for employment of the Executive Director;
5. To review the Executive Director's actions in appointments, hiring and firing of employees, and the dismissal of coaches;
6. To maintain the operation of the association within the rules established by i.) the United States Soccer Federation ["USSF"], ii.) the Louisiana Soccer Association ["LSA"], and iii.) BRSA; and to approve or veto the actions of the Adult, Youth Recreation or Youth Premier Councils as provided herein. Any playing rules or procedures presented to the Executive Board must be acted upon at the Board's next regularly scheduled meeting. All playing rules and procedures deemed acceptable shall be made effective at that time. Those not approved by the Executive Board shall be remanded back to the appropriate council. The Executive Board shall approve any council -- established playing rule or procedure that is within USSF, LSA and the association's By-Laws, guidelines, rules, policies, and/or procedures. An applicable council may always adopt a more stringent rule than that adopted or approved by the USSF or LSA, but may never relax any requirements imposed by the USSF or LSA [as an example, if LSA establishes a maximum roster size of eighteen (18) players, a council could establish a maximum roster size of sixteen (16) players];
7. To meet monthly to conduct association business and affairs, and to call emergency meetings as above described;
8. To establish a Disciplinary Committee for consideration of appropriate action and/or appeals as hereafter described. The committee shall obtain legal counsel if appropriate;
9. To insure that the Adult, Youth Recreation and Youth Premier Councils provide the appropriate levels of play and competition in keeping with the goals, objectives and policies of the association;
10. To review the Executive Director's actions in determining the association's participation in sanctioned or promoted activities, functions, and tournaments sponsored or promoted by the LSA, the USSF, and/or any other sanctioned or recognized soccer agency; and
11. To do or perform any other act or action that is necessary to properly direct the association's affairs.

B. Adult Council

The Adult Council shall be comprised of the Adult Vice President and the Adult League Representatives. The duties of the Adult Council shall be as follows:

1. To establish playing seasons within the association's guidelines;
2. To recommend to the Compliance Officer By-Laws changes affecting its playing leagues;

3. To establish a Penalty Committee and a Disciplinary Committee to govern the actions and behavior of players and coaches in its playing leagues;
4. To establish registration procedures and administer registration of Adult League players;
5. To meet monthly to administer the general business of the Adult playing leagues. To the extent practicable, minutes of these meetings are to be presented to the Executive Board at the next regularly scheduled Board meeting;
6. To provide the appropriate levels of play and competition in keeping with the goals, objectives and policies of the association; and
7. To establish playing rules for the Adult playing leagues.

C. Youth-Recreation/Division 1 Council

The Youth Recreation/Division 1 Council shall be comprised of the Vice President – Youth Recreation/Division 1 League and the Youth Recreational League Representatives. The duties of the Youth Recreation/Division 1 Council shall be as follows:

1. To establish playing seasons within the association’s guidelines;
2. To recommend to the Compliance Officer By-Laws changes affecting its playing leagues;
3. To establish a Penalty Committee and a Disciplinary Committee to govern the actions and behavior of the players and coaches in its playing leagues;
4. To establish registration procedures and administer registration and placement of players and teams in the Youth Recreation/Division 1 playing leagues;
5. To meet monthly to administer the general business of the Youth Recreation/Division 1 playing leagues. To the extent practicable, minutes of these meetings are to be presented to the Executive board at the next regularly scheduled Board meeting;
6. To provide the appropriate levels of play and competition in keeping with the goals, objectives and policies of the association; and
7. To establish playing rules for the Youth Recreation/Division 1 playing leagues.

D. Youth-Premier Council

The Youth Premier Council shall be composed of the Vice President - Youth Premier League and the Premier Council Representatives/Team Managers. The duties of the Youth Premier Council shall be as follows:

1. To oversee all operations of the Premier program;
2. To recommend to the Compliance Officer By-Laws changes affecting the Premier program;
3. To establish a Penalty Committee and a Disciplinary Committee to govern the actions and behavior of the Premier players, coaches and parents;

4. To establish procedures for registration of Premier players;
5. To meet monthly to administer the general business of the Premier program. To the extent practicable, minutes of these meetings are to be presented to the Executive Board at the next regularly scheduled Board meeting;
6. To provide the appropriate levels of play and competition in keeping with the goals, objectives and policies of the association; and
7. To establish playing rules and maintain Premier Program policies and procedures consistent with USSF, LSA, and BRSA policies and guidelines.

Section 2. Team Formation.

Teams shall be formed on the basis of players' ages, in accordance with guidelines sanctioned by the USSF. All the teams of a particular age group shall constitute a league. BRSA teams may only play teams sanctioned and/or affiliated with USSF and currently in good standing. For registration and eligibility purposes, a player's age for the upcoming soccer year [i.e., August 1st through July 31st] shall be his age on July 31st. Eligibility standards, requirements, and procedures of younger players playing in older age groups shall be determined by the appropriate council[s].

Section 3. Team Size.

The maximum number of players per team shall not exceed the roster size limits as set forth by the USSF and/or the LSA.

Section 4. Registration.

Registration procedures are to be determined by the Adult Council for Adult teams, the Youth Recreation/Division 1 Council for youth recreation and Division 1 teams, and the Youth Premier Council for youth premier teams in accordance with USSF, LSA, and BRSA guidelines.

Section 5. Team Definition.

Definition of Youth-Recreation teams, Division 1 teams, Youth-Premier teams and Adult teams shall be in accordance with LSA policies, procedures, and guidelines.

ARTICLE VI ADMINISTRATION AND OFFICERS

Section 1. Executive Board

A. Officers

The Baton Rouge Soccer Association shall be governed by an Executive Board consisting of twelve (12) individuals – three (3) executive officers, seven (7) Vice Presidents, a Secretary, and a Treasurer. The Executive Board shall specifically be composed of i.) the President, ii.) the immediate past President, iii.) the Executive Director for the association, iv.) the Vice President-Adult Council, v.) the Vice President-Youth Recreation/Division 1 Council, vi.) the Vice President – Youth Premier Council, vii.) the Vice President – Compliance, viii.) the Vice President - Properties, ix.) the Vice President - Education and Training, x.) the Vice President – Public Relations, xi.) the Secretary, and xii.) the Treasurer. The President shall NOT vote on any matter(s) coming before the Executive Board. However, in the event of a

tie as to a particular matter, the President shall cast the deciding vote. Dual office holding is not permitted.

B. Elections

The i.) President, ii.) Vice President - Compliance, iii.) Vice President – Public Relations, iv.) Secretary and v.) Treasurer are to be elected at general membership meetings held in even numbered years.

The a.) Vice President - Adult Council, b.) Vice President Youth - Recreation Council, c.) Vice President - Properties, and d.) the Vice President - Education and Training are to be elected at general membership meetings held in odd numbered years.

The above stated officers shall each serve two (2) year terms.

The Vice President - Youth-Premier Council shall be elected annually from and by the Youth-Premier Council at the first council meeting after August 1 of each year, and shall serve a term of one year.

C. Other Board Members and Participants

The immediate Past President shall be a voting member of the Board, and shall serve as Parliamentarian. The President of the Soccer Referee Association of Baton Rouge [“SRA”], or his representative shall be invited to attend all meetings of the Executive Board, and to serve as a liaison between the SRA, the association’s Executive Board, and the Adult and Youth councils. He shall not have voting rights at Board meetings.

D. Eligibility Requirements

Eligibility/qualifications to run for and serve as President of the association shall be based upon the following criteria:

Level 1 Eligibility: current member of the Executive Board;

Level 2: If no qualifying candidates are available at Level 1, any i.) active Adult Council representative[s], ii.) Youth Recreation/Division 1 Council representative[s], and/or iii.) Premier Team Manager[s] – each/all of whom must have a minimum of two (2) years of continuous and active service on his respective council;

Level 3: If no qualifying candidates are available at Level 2, service on the Executive Board at any time;

Level 4: If no qualifying candidates are available at Level 3, any member in good standing of the association.

Any member in good standing of the association may run for any other office. However, for the office of Treasurer, preferences shall be accorded to those individuals with an accounting and/or financial background.

E. Executive Director (“EXECUTIVE DIRECTOR”)

The Executive Director shall serve on the Executive Board, and shall preside over all coaches meetings. He shall be a BRSA employee, and the employment status, terms and conditions of his employment shall be determined by the association’s Executive Board, minus the participation and/or discussion of the Executive Director, who shall be excused from any Executive Board meeting which discusses any aspect of his employment.

The Executive Director shall administer and carry out all necessary and required day to day operations of the association, including but not limited to i.) registration of players; ii.) establishing foul weather policies; iii.) enforcing the decisions of the Disciplinary Committee[s], Penalty Committee[s], and any Protest Committee[s] established within any league; iv.) hiring and discharging coaches, as well as other appointed and/or salaried employees, subject to the Executive Board's approval; v.) coordinating with the Vice President – Public Relations on all public relations activities of the association; vi.) serving as point of contact and liaison with The RECREATION AND PARK COMMISSION FOR THE PARISH OF EAST BATON ROUGE (“BREC”), East Baton Rouge city/parish governing agencies and departments, and local media; vii.) coordinating with the Treasurer to establish an annual budget; viii.) actively promoting soccer throughout the greater Baton Rouge area; and ix.) all other acts and actions necessary to carry out the association's operations.

F. Duties of Officers

1. The **PRESIDENT** shall coordinate all of the activities of the Executive Board. His term of office shall begin on June 1st following his election. He shall convene and preside over all Executive Board meetings and any other functions of the association with the exception of i.) those activities and operations reserved unto the councils for the a.) Adult, b.) Youth-Recreation/Division 1, and c.) Youth-Premier leagues, as well as ii.) the day to day association operations and activities for which the Executive Director shall administer. The President shall also coordinate and direct all legal matters for the association.
2. The **VICE PRESIDENT-ADULT COUNCIL** shall be elected by the general membership. He shall coordinate the activities of the Adult playing league. He shall preside over Adult Council meetings, shall be responsible for registration of Adult players. He shall in the absence of the President, preside over Executive Board Meetings. The term of office shall begin on June 1 following his election.
3. The **VICE PRESIDENT-YOUTH RECREATION/DIVISION 1 COUNCIL** shall be elected by the general membership. He shall coordinate the activities of the youth recreation and Division 1 playing leagues, and shall preside over the Youth Recreation/Division 1 Council meetings. He shall also coordinate, promote, and develop the youth Division 1 soccer program in accordance with LSA directives. He shall oversee registration and team assignments for non-premier youth players. In the absence of the President and Vice President-Adult Council, he shall preside over Executive Board Meetings. The term of office shall begin on June 1 following his election.
4. The **VICE PRESIDENT-YOUTH-PREMIER COUNCIL** shall be elected from and by the Youth Premier Council, as hereafter defined. He shall coordinate the activities of all youth premier teams. He shall preside over Youth Premier Council meetings. In the absence of the President, Vice President-Adult Council and Vice President-Youth - Recreation Council, he shall preside over Executive Board meetings. His term of office shall begin immediately following his election.
5. The **VICE PRESIDENT-COMPLIANCE** shall be elected by the general membership. He shall serve as the association's advisor in all compliance issues with respect to adherence to by-laws, risk management, and related guidelines. In the event he determines that a particular risk is presented through association activities, including coaches or other officials' credentials or qualifications, he shall report same to the Executive Board for appropriate action. He shall not be required to exercise undue and/or unreasonable efforts to investigate potential or alleged instances of non-compliance. He shall only be required to exercise these activities in a reasonable and prudent manner consistent with his duties. The term of office shall begin on June 1 following his election.

6. The **VICE PRESIDENT-PROPERTIES** shall be elected by the general membership. He shall assist the Executive Director in establishing and maintaining liaison with BREC and school officials as it relates to the playing conditions of soccer fields and other related facilities, and shall further assist the Compliance Officer with all aspects of risk management as it specifically relates to soccer fields. The term of office shall begin on June 1 following his election.
7. The **VICE PRESIDENT-EDUCATION AND TRAINING** shall be elected by the general membership. He shall coordinate with the Executive Director on all levels of coaching clinics. He shall act as liaison for the association to any special soccer related representatives in order to provide additional presentations or training for coaches and players. The term of his office shall begin on June 1st following his election.
8. The **VICE PRESIDENT – PUBLIC RELATIONS** shall be elected by the general membership. He shall assist the Executive Director in developing and implementing communication strategies targeted to both external audiences (the general public) and internal audiences (members). The term of office shall begin on June 1st following his election.
9. The **SECRETARY** shall be elected by the general membership. He shall record the minutes of all Executive Board meetings, and shall present those minutes to the Executive Board at or prior to the next board meeting. The minutes shall be typed or legibly written and prepared in order that they may be distributed to board members. He shall keep minutes of all other association meetings except Adult and youth council meetings, each of whom shall elect a secretary for that purpose. The term of office shall begin on June 1 following his election.
9. The **TREASURER** shall be elected by the general membership. Preferences for this office shall be for individuals with an accounting or financial background. He shall oversee all financial records for the association, including but not limited to collecting and disbursing association funds and revenues, preparing financial statements, and preparing an annual budget for the upcoming fiscal year. He shall also i.) develop and oversee a treasury management policy consistent with the association's needs, and ii.) chair the Investment Committee, as that committee is hereafter defined and described. The term of office shall begin on July 1 following his election.

Section 2. Adult Council

A. Appointment of Council Representatives

Subject to Executive Board approval, the Vice President – Adult Council shall, within the first sixty (60) days of each fiscal year, appoint all applicable league representatives for the upcoming year. As it relates to representatives who served during the preceding year, the absence of a formal declaration by the Vice President shall be construed as a re-appointment of that/those individual[s] for the upcoming year. Any vacancies may be filled by the Vice President – Adult Council.

B. Duties of Council Representatives

1. To act as liaison between the league and the council.
2. To assist in player placement and team formation.
3. To serve as a member of a Penalty or Disciplinary Committee.
4. To assist in scheduling all league games.
5. To align teams within divisions in the respective league.

6. Where applicable or appropriate, to maintain official league standings.
7. To enforce all BRSA By-Laws, procedures and playing rules.

Section 3. Youth Recreation/Division 1 Council

A. Appointment of Council Representatives

Subject to Executive Board approval, the Vice President – Youth Recreation/Division 1 Council shall, within the first sixty (60) days of each fiscal year, appoint all applicable league representatives for the upcoming year. As it relates to representatives who served during the preceding year, the absence of a formal declaration by the Vice President shall be construed as a re-appointment of that/those individual[s] for the upcoming year. Any vacancies may be filled by the Vice President – Youth Recreation/Division 1 Council.

B. Duties of Council Representatives

1. To act as liaison between the league and the council.
2. To assist in player placement and team formation.
3. To serve as a member of a Penalty or Disciplinary Committee.
4. To assist in scheduling all league games.
5. To align teams within divisions in the respective league.
6. Where applicable or appropriate, to maintain official league standings.
7. To enforce all BRSA By-Laws, procedures and playing rules.

Section 4. Youth Premier Council

A. Election of Premier Team Managers

Each Premier team's parents of all properly registered Premier players shall elect a representative by majority vote to serve as Team Manager for the term of the soccer year. These Team Managers may not hold any other elected office within BRSA or LSA, nor be a paid employee of either organization. The entire group of Team Managers shall constitute the BRSA Premier Council. On the first meeting after August 1st, the Premier Council shall convene, and elect a chairman who shall serve as BRSA Vice President-Youth Premier Council.

B. Duties of Team Managers

1. To act as a liaison between their respective teams and the council.
2. To serve as a member of a Penalty or Disciplinary Committee.
3. To enforce all BRSA By-Laws, procedures and playing rules, as well as procedures established by the USSF and LSA.
4. To assist in Youth Recreational Council activities and tournaments.

ARTICLE VII REMOVAL OF OFFICER

Section 1. Executive Board

Any officer may be removed by a vote of two-thirds ($\frac{2}{3}$) of the voting membership present at a duly called General Membership meeting of the Association, or by the Executive Board, but only if written notice and stated purpose of the meeting is sent to all Board members at least five (5) business days prior to the Board meeting. The filling of a vacated position shall be done by the Executive Board, to serve until the next applicable meeting to hold an election.

Section 2. Council Representatives/Premier Team Managers

A. Adult/Youth Leagues -- An Adult and/or a Youth Recreational League Representative will face a recall election if at least one-third ($\frac{1}{3}$) of the properly registered head coaches within the specific league over which the representative has jurisdiction petition the President of the Baton Rouge Soccer Association, in writing, requesting such an election. An Adult and/or Youth Recreation League Representative shall face removal if at least one-third ($\frac{1}{3}$) of the properly registered head coaches within the specific league over which the representative has jurisdiction petition the President of the Baton Rouge Soccer Association, in writing, requesting such removal.

The applicable Vice President shall call a meeting of all properly registered head coaches in the applicable league. The meeting shall take place within one month of receipt of the written notice of recall or removal. All properly registered head coaches shall be provided a minimum of two (2) weeks' notice of the meeting.

The applicable Vice President shall preside over the meeting. The charged representative shall be entitled to participate in the discussion of the charges, but shall be required to exit the meeting when the vote takes place. At the meeting, a vote of at least two-thirds ($\frac{2}{3}$) of the properly registered head coaches within the specific league over which the representative has jurisdiction shall be required to recall or remove the league representative. Only properly registered head coaches may vote. Proxies shall not be allowed. Coaches absent will be counted as a vote against a recall or removal. In the event recall or removal is approved, the applicable Vice President shall fill the vacancy on an expedited basis, subject to Executive Board approval.

B. Premier Teams – A Premier Team Manager will face a recall election if at least one-third ($\frac{1}{3}$) of the parents of properly registered premier players for that team petition the President of the Baton Rouge Soccer Association, in writing, requesting such election. A Premier Team Manager shall face removal if at least one-third ($\frac{1}{3}$) of the parents of properly registered premier players for that team petition the President of the Baton Rouge Soccer Association, in writing, requesting such removal.

The Vice President – Premier Council shall call a meeting of all parents of properly registered premier players for that team. The meeting shall take place within one month of receipt of the written notice of recall or removal. All parents of properly registered premier players for that team shall be provided a minimum of two weeks' notice of the meeting.

The Vice President – Premier Council shall preside over the meeting. The charged Team Manager shall be entitled to participate in the discussion of the charges, but shall be required to exit the meeting when the vote takes place. At the meeting, a vote of at least two-thirds ($\frac{2}{3}$) of the parents of properly registered premier players for that team shall be required to recall or remove the Premier Team Manager. Only parents of properly registered premier players for that team may vote. Proxies shall not be allowed. Parents absent will be counted as a vote against a recall or removal. In the event recall or removal is approved, the Vice President – Premier Council shall fill the vacancy on an expedited basis, subject to Executive Board approval.

Section 3. Resignation/Dismissal

If any member of the i.) Executive Board ii.) representative to the Adult or Youth councils, or iii.) Premier Team Managers a.) resigns, or b.) fails to attend three consecutive meetings without having sent to such meeting[s] a valid excuse, he shall be deemed to have resigned -- and it shall be the duty of the President or the applicable Vice President to fill such vacancy, subject to approval of the Executive Board.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees

A. Rules Committees

1. The Compliance Rules Committee shall be chaired by the Compliance Officer. The Compliance Rules Committee shall review and present all proposed Amendments to the By-Laws to the Executive Board.
2. The Playing Rules Committees shall be chaired by the applicable Vice Presidents of the adult and/or youth councils.

IT IS THE EXPRESS INTENT OF THESE AMENDED BY-LAWS THAT THOSE PROVISIONS DEALING WITH PLAYING RULES AND PROCEDURES PREVIOUSLY INCLUDED IN EARLIER VERSIONS OF THESE BY-LAWS BE DELETED HEREIN, AND RESERVED TO THE SPECIFIC COUNCILS AS PROVIDED HEREIN BELOW.

The Vice Presidents of the Adult, Youth Recreation/Division 1, and Youth Premier Councils shall appoint and preside over meetings of the playing rules committees for their respective leagues. These committees shall periodically review the playing rules for their respective leagues, and shall recommend changes in playing rules and procedures as the needs arise. All such changes shall require Executive Board approval before taking effect. In addition, all such changes and/or modifications to any and all playing rules shall be subject to and in accordance with playing rules adopted and intended to be enforced by all applicable soccer agencies, including FIFA, the USSF, and the LSA.

An applicable council may always adopt a more stringent rule than that adopted or approved by all applicable soccer agencies, including FIFA, The United States Soccer Federation, and the Louisiana Soccer Association, but may never relax any requirements imposed by those governing bodies.

B. Nominating Committee

The Nominating Committee shall be appointed by the President, and shall present a proposed slate of officers to the Executive board one month prior to the general membership meeting. This committee shall elect its own chairman. Any member of the association may submit a nomination for any office to the Nominating Committee.

C. Penalty Committees

1. Adult Penalty Committee

Chaired by the Vice President of the Adult Council. The committee shall be appointed by the Vice President-Adult Council and be composed of the League Representative of the involved playing league; one League Representative from a non-involved playing league; one player or coach from the Men's Open or Men's Over 30 league; one player or coach from the Women's Open or Over 30 Women's league; and one representative appointed by SRABR to serve in a non-voting advisory capacity. The chairman shall only vote in the case of a tie.

If the League Representative of an involved league is the subject of the hearing, a separate representative from the involved league shall be appointed by the Vice President-Adult Council.

In the event the Vice President-Adult Council is the subject of a hearing, the Past President or, in his absence, the Vice President of the Youth Recreation/Division 1 Council shall chair the committee.

2. Youth-Recreation Penalty Committee

Chaired by the Vice President - Youth Recreation/Division 1 Council. The committee shall be appointed by the Vice President-Youth Recreation/Division 1 Council and be composed of the League Representative of the involved playing league; one League Representative of a non-involved playing league; one coach from a youth team; ; and one representative appointed by SRABR to serve in a non-voting advisory capacity. The chairman shall only vote in case of a tie.

If the League Representative of an involved league is the subject of the hearing, a separate representative from the involved league shall be appointed by the Vice President-Youth Recreation/Division 1 Council.

In the event the Vice President - Youth Recreation/Division 1 Council is the subject of a hearing, the Past President or, in his absence, the Vice President-Adult Council shall chair the committee.

3. Youth Premier Penalty Committee

Chaired by the Vice President - Youth Premier Council. The committee shall be appointed by the Vice President-Youth Premier Council and be composed of the Team Manager of the involved team; one Team Manager from a non-involved team; one Premier team coach; and one representative appointed by SRABR to serve in a non-voting advisory capacity. The chairman shall only vote in case of a tie.

If a Team Manager is the subject of the hearing a separate representative from the involved team shall be appointed by the Vice President - Youth Premier Council.

In the event the Vice President - Youth Premier Council is the subject of a hearing, the Past President or, in his absence, the Vice President - Youth Recreation/Division 1 Council shall chair the committee.

4. Procedure

The Penalty Committee will convene only when deemed necessary by the applicable Council Vice-President. All interested or affected parties have the right to be present at any Penalty Committee hearing. Players sent off or their parents shall be notified, with follow-up in writing of the time and place of the Penalty Committee meeting, provided they have advised the BRSA office of their wish to be heard within seventy-two (72) hours of the issuance of the red card. (See General Playing Rules which pertain to the applicable league.) The Penalty Committee shall submit decisions for ratification by the appropriate council. In the event the Penalty Committee assesses a more severe penalty than the minimum contained in the general playing rules which pertain to the applicable league, the player/coach will be notified, with follow-up in writing of such penalty.

5. Appeals

A council decision may be appealed to the Executive Board. The application for appeal must be in writing, contain specific reasons for the appeal, and be received

by BRSA within ten (10) days of written notification to the player or coach. The Chairman of the Penalty Committee may vote on the appeal unless he cast the tie-breaking vote at the Penalty Committee hearing.

D. Disciplinary Committee

The committee shall deal with any discipline problem involving members of BRSA, which are not covered by the Penalty Committee. A request for a Disciplinary Committee hearing must be in writing and signed by the person making the complaint (“complainant”).

If the complaint deals with a problem within one council, the committee will be chaired by the Vice-President of the involved council. The committee shall be composed of the league representative/team manager of the involved league and two league representatives/team managers of non-involved leagues.

If the complaint deals with a problem between councils, the committee will be chaired by the President. The committee shall be composed of the Vice-Presidents of the involved councils and one other league representative/team manager from each of the involved councils.

The committee will be selected by the chairman, who shall only vote in case of a tie. In the event the complaint involves the Vice-President of a council or the President, the Immediate Past President shall chair the committee.

The chairman will notify the complainant(s) and the affected BRSA member(s) at least seventy-two (72) hours in advance of the hearing unless the chairman, at his sole discretion, deems it an emergency, in which case, he may call a meeting at the earliest possible time with parties being present or represented by persons or written statements. All verbal notifications will be followed up with a letter of confirmation.

The accused need not be present in order for the hearing to be held. The complaint shall be dismissed if the complainant is not present. The parties shall be notified in writing of any action or decision by the committee within fourteen (14) days of the meeting.

Subject to approval of the Executive Board, the committee shall obtain legal counsel if appropriate.

Any action or decision of the committee may be appealed to the Executive Board. Appeals must be in writing, stating specific reasons for the appeal, and be received by BRSA within ten (10) days from the date of written notification to the affected member. The Executive Board may call a special meeting or wait until the next regularly schedule meeting to hear the appeal.

If the matter involves the President, then the Immediate Past President, or in his absence, the Vice President of the Adult Council will chair the Executive Board meeting hearing the appeal. The Chairman of the Disciplinary Committee may vote on the appeal unless he cast the tie-breaking vote at the committee hearing.

E. Investment Committee

This committee shall be chaired by the Treasurer. It shall consist of at least five (5) individuals, composed of the following:

- i.) the Treasurer;
- ii.) the President; and
- iii.) at least three (3) at-large members of the association appointed by

the President, subject to Board approval. The at-large members shall serve one (1) year terms.

This committee shall develop and implement a *Statement of Investment Policy* consistent with the association's needs.

The committee shall:

- i.) administer, supervise, manage, and direct all investments and invested funds owned by the association;
- ii.) conduct a quarterly review of the association's investments;
- iii.) meet with the association's investment advisors as needed;
- iv.) review the association's *Statement of Investment Policy* at least annually, and make recommendations to the Executive Board about changes or modifications to the policy or other investment strategies;
- v.) report directly to the Executive Board at least quarterly; and
- vi.) recommend for approval by the Executive Board investment advisors, custodians, trustees, directed trustees, and other investment related advisors.

Service on this committee shall be interpreted and construed as an acknowledgment on the part of all committee members, as well as the Chairman, that they adhere to a stated policy of avoiding conflict[s] of interest with any and all financial institutions in which the association has placed funds for investment. All other duties and responsibilities of this committee shall be determined and described in that document known as, "BRSA Statement of Investment Policy."

Section 2. Special Committees

Special committees may be established as needed, when needed, for special or unique purposes. The President may form such committees. Special committees may be limited in scope as directed by the President.

ARTICLE IX FINANCES

Section 1. Accounting

The Baton Rouge Soccer Association is a nonprofit organization, domiciled and chartered in the State of Louisiana, deriving all funds from registration fees and contributions. The association shall have a checking account at a Baton Rouge bank. The books and financial records of the association shall be audited or reviewed annually as determined by the Executive Board. All officers and coaches of the association shall serve without pay. The President, Executive Director, and Treasurer shall be authorized to sign on the checking and investment accounts on the association's behalf, unless otherwise determined by the Executive Board. All transactions that materially affect the association's financial standing shall require approval of the Executive Board. The Executive Board shall have the power to convene an emergency meeting of the general membership for consideration of matters that materially affect the association's financial status or standing.

Section 2. Incurring Obligations and Liabilities

No single officer shall have authority to obligate the association for any obligations or liabilities beyond the association's normal, customary daily operations. Subject to the foregoing, the Executive Board shall adopt resolutions which authorize specific officers to act on behalf of the association as it relates to the association's obligations and liabilities.

Section 3. Fees

Registration fee(s) shall be established by the Executive Director, subject to Executive Board approval -- prior to the scheduled registration period and shall be used for expenses incurred in operating the program, such as equipment, field maintenance, referees' fees, and awards.

ARTICLE X RULES AND REGULATIONS

Soccer playing rules for both league and tournament play will be in accordance with the FIFA Laws of the Game and Universal Guide for Referees (current English edition), USSF and LSA rules and regulations, along with amendments and additions adopted by BRSA, as well as, to the extent allowed by governing soccer bodies, any amendments adopted by the applicable councils.

ARTICLE XI TOURNAMENTS

Section 1. Executive Board Approval

The Executive Board shall approve all tournaments and jamborees held by BRSA. The Executive Director shall oversee all BRSA sanctioned tournaments and jamborees, and shall approve the officials for the events.

Section 2. LSA Approval

- A. Tournaments or jamborees involving teams from other associations require LSA approval.
- B. Jamborees within BRSA do not require LSA approval.

ARTICLE XII AMENDING BY-LAWS

- A. Proposed amendments to the By-Laws may be submitted to the Compliance Rules Committee by any i.) officer, ii.) council member, or iii.) member in good standing of the association. The proposed amendments shall be submitted, in writing, to the Compliance Rules Committee, which upon consideration and approval of any amendments, shall submit such proposed amendments to the Executive Board at least one month prior to the next scheduled Board meeting.
- B. In the event the Executive Board approves all or any portion of the proposed amendments, or modifies the proposed amendments in any way, the Executive Board shall then upload the proposed amendments onto the association's web site, and shall electronically notify all members of the association that the proposed amendments are available for public review. The general membership shall have at least three (3) weeks to review the proposed amendments prior to the next General Membership meeting. The Executive Board shall have the right to rely upon the e mail address(es) on file for the tender of such electronic notice(s) to the general membership.
- C. Proposed amendments sent to the general membership from the Executive Board require for adoption a simple majority vote of the general membership present at the General Membership meeting. Amendments presented from the floor of the General Membership meeting require a two-thirds ($\frac{2}{3}$) vote of the membership present for consideration.

- D. Approved amendments to the By-Laws shall take effect as provided in the amendment[s], or in the absence of any such statement, on August 1st following adoption of the amendment[s]. Notification of such approved amended By-Laws shall be distributed electronically and to the extent practicable, in writing, to the membership in sufficient advance notice of the amendment's[s'] effective date. An announcement and promulgation of the approved amendment[s] to the By-Laws shall be uploaded onto the association's web site.
- E. Amendments to any section of the By-Laws which alter another section of the By-Laws shall have the effect of also amending that affected section of the By-Laws. Amendments to the By-Laws with a specified length of effect (i.e., a program instituted for only one year) shall automatically be deemed deleted from the By-Laws as they expire, and without any further need for action.
- F. The Executive Board and the councils shall have the responsibility to properly implement any transition and/or changes to the By-Laws in a prudent manner.
- G. All existing By-Laws presently in effect and not in direct conflict remain in effect until amended as provided herein.

ARTICLE XIII MISCELLANEOUS

- A. All references to the masculine gender shall be interpreted as applying to both genders.
- B. If any specific section, term, or provision of these By-Laws is for any reason struck or deemed unenforceable, the remaining sections, terms, and /or provisions of these By-Laws shall remain in effect to the maximum extent allowed, and shall be interpreted as if the offending provision were struck.
- C. To the extent of any conflict with any playing and/or administrative procedure, guideline, rule or regulation promulgated by the USSF, LSA, FIFA, or any other governing body or agency relating to the game of soccer, these By-Laws shall be amended to conform with such other procedures, guidelines, rules, and/or regulations.

THESE BY-LAWS, HAVING BEEN APPROVED BY THE BATON ROUGE SOCCER ASSOCIATION'S BOARD OF DIRECTORS ON DECEMBER 4th, 2007, AND PROVIDED FOR REVIEW AND ANALYSIS BY THE BRSA GENERAL MEMBERSHIP, ARE HEREBY ADOPTED FOR APPROVAL BY THE BRSA GENERAL MEMBERSHIP THIS 16th DAY OF FEBRUARY, 2008, AS CERTIFIED BEFORE ME, MICHAEL HESS, BRSA SECRETARY, AND ATTESTED BY TERRY D. JONES, BRSA PRESIDENT.

MICHAEL HESS, BRSA SECRETARY

TERRY D. JONES, BRSA PRESIDENT