

FRONTIER COUNTRY SOCCER ASSOCIATION, INC. CONSTITUTION

Amended January 9, 2006

ARTICLE I

Name

The name of this Corporation is Frontier Country Soccer Association, Inc. (hereinafter referred to as FCSA).

ARTICLE II

Purpose and Affiliation

Section 1. The Frontier Country Soccer Association (FCSA) is formed as a nonprofit organization to support and propagate the game of soccer in Central Oklahoma. It is associated with the Oklahoma Soccer Association (OSA), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), and the Federation Internationale de Football Association (FIFA). Through these associations, the FCSA is the officially sanctioned youth soccer program for this general area, and it is understood that any youth soccer group that is not a member of the FCSA in the Frontier Country area will not be officially affiliated with the USSF.

Philosophy

Section 2. At the central core of the FCSA lies the deep conviction that soccer should be played in a friendly, but competitive manner. As parents, we have been disheartened by the stressful, argumentative, and overly competitive atmosphere that has persisted in other youth sports, and while it is understood that tempers may flare during any athletic event, this behavior must be kept to a minimum to preserve the congenial surroundings of friendly competition. All parents are urged to adopt this attitude, for it is the foundation upon which this Association is based. It is also the purpose and requirement that, except for health or appropriate disciplinary reasons, (1) all FCSA registered recreational players and all youths participating in the FCSA recreational program should be allowed to play at least one-half of every soccer game involving their team and (2) all youths participating in the FCSA Competitive League should be allowed to play at least one-half of every FCSA Competitive League game involving their team.

ARTICLE III

Members

Section 1. Membership shall be open to any soccer club which (1) applies for and is accepted by a majority of member clubs of FCSA at any monthly meeting (this vote of

acceptance requiring a number larger than 50% of the member clubs of FCSA) (2) submits a written copy of the club's constitution and bylaws and has such approved by the General Board of Directors of the FCSA, (3) agrees in writing to abide by the rules, regulations of administration and play established by the FCSA (and sanctions of violations thereof), and (4) continues to do so, and (5) pays the appropriate fees established by the Board of Directors of the FCSA. Beginning 1-Jul-06 no FCSA soccer club shall have a voting member of their club board(s) that may be paid for services by a member club or club team except in the role as an individual referee.

Section 2. At the Annual Meeting (for the purpose of electing members to the Board of Directors), each member club shall have votes based on the number of youth participating within their club as of May 1 of the seasonal year, (September 1 to August 31) using the following format which will be called Member Club's Voting Format. Clubs will receive 1 vote for every 250 players registered from September 1st to May 1st. A player registered will be counted only once. The following format is an example:

1 to 250 Youth - 1 Vote
251 to 500 Youth - 2 Votes
501 to 750 Youth - 3 Votes
751 to 1000 Youth - 4 Votes
1001 to 1250 Youth - 5 Votes
1251 to 1500 Youth - 6 Votes
1501 to 1750 Youth - 7 Votes
1751 to 2000 Youth - 8 Votes
THERE IS NO SET LIMIT.

Newly created clubs which come into existence after January 1 of the seasonal year shall be granted voting privileges based upon the Member Club's Voting Format on the date of such club's acceptance into membership, at the discretion of the General Board of Directors at the annual meeting. Votes shall be cast on a one (1) vote per one (1) Board Member basis on all other articles of business coming before the General Board of Directors.

Section 3. All votes cast by any member club at the Annual Meeting shall be cast by the elected representative of the club. To verify voting eligibility of such a representative, that representative must present to the FCSA Executive Board of Directors at the beginning of or prior to each Annual Meeting a written notice signed by a majority of the members of the board of directors of the member club stating (1) the name of the representative, (2) the position, if any, of the representative with the member club, (3) the number of youth the club had registered with the FCSA on May 1 of the Seasonal Year, September 1 to August 31, and (4) the number of votes the club is entitled to cast at the FCSA annual meeting (nonacceptance of such a notice would result in a denial of voting eligibility until corrected).

Section 4. The membership of any member club may be determined at a Special Meeting called for that purpose by the concurrence of two-thirds of the eligible votes of the General Board of Directors of the FCSA. Eligible Voters on behalf of Member Clubs shall be Club Presidents, or a Club Representative with written authorization signed by the President and Secretary of the member club that the voter was designated by majority of its board. "Eligible votes" shall mean the total number of votes on the General Board of Directors even if members are not present.

Section 5. In order to continue membership, officers, member clubs and other representatives, must maintain good standing with respect to payment of dues and fees, execution of duties, and otherwise participation and attendance at scheduled events as determined by the General Board of Directors of the FCSA. Member clubs must have a club president or proxy representative at 7 of 12 meetings during a calendar year missing no more than 3 consecutive meetings.

ARTICLE IV Officers

Section 1. The Executive Board of Directors of FCSA shall be composed of the officeholders of each of the following described offices, each of whom shall be a voting Director.

President
First Vice-President
Second Vice-President
Tournament Coordinator
TOPSoccer Coordinator
Registrar
Secretary/Treasurer
Competitive Commissioner

Executive Board members shall be elected by a majority vote of member clubs (voting as specified in Article III, Section 2) present and voting at the Annual Meeting of the membership. All officers shall take office effective June 1st following their election and shall serve until their successors take office.

Section 2. Presidents of member clubs and the Executive Board of Directors will comprise the FCSA General Board of Directors. Member Clubs and Associations Presidents shall be elected and assume office following respective club guidelines.

Section 3. No Executive Board officer shall hold more than one FCSA office at a time. No Executive Board officer may hold any office with any member club. No two members of the same immediate family may hold Executive Board office at the same time. No Executive Board voting member may be paid for services by any FCSA club or team except in the role as an individual referee.

Section 4. The President shall preside at all meetings of the FCSA Executive Board of Directors and General Board of Directors, and shall execute the decisions and the directives of the FCSA Board of Directors. At such meetings, the President shall vote only in the event of a tie vote on the matter being voted upon. The President or his designee shall represent the FCSA at all meetings, conventions, or other gatherings at which the FCSA is entitled to be represented.

Section 5. The First Vice-President shall act in the absence of the President with the same power and authority, shall chair the Planning Committee, and shall perform such other duties as may be assigned to him/her by the President or the Board of Directors. The First Vice-President shall chair the Appeals Committee.

Section 6. The Second Vice-President shall chair the Playing Committee and be in charge of recreational scheduling.

Section 7. The Tournament Coordinator shall chair the FCSA Tournament Committee. The Tournament Coordinator will coordinate scheduling of all tournaments to avoid conflicts between clubs. The Tournament Coordinator shall serve as Tournament Director for Day of Champions and Oklahoma Cup Invitational Soccer Tournaments and any other tournaments hosted by FCSA.

Section 8. TOPSoccer Coordinator shall administer the FCSA TOPSoccer Program and serve as Public Relations Director. The Public Relations Director shall serve as the Chairperson of the Communications Committee. The Public Relations Director shall be responsible for (1) publicizing the FCSA, (2) publishing a newsletter for all of the FCSA if required by the Board of Directors, (3) acting as a point of clearance for all publicity concerning FCSA activities, and (4) acting as liaison with local industry.

Section 9. The Registrar shall chair the Credentials Committee and act as Parliamentarian and Registrar. The Registrar shall be responsible for assuring that Registration is forwarded to OSA and is in compliance with bylaws of FCSA.

Section 10. The Secretary/Treasurer shall keep the records and minutes of all meetings of the FCSA, shall give notice of meetings, and shall have general custody of the records of the FCSA which will be maintained at the FCSA Office. The Secretary/Treasurer shall account for all funds of the FCSA which shall be kept in a bank or banks designated by the General Board of Directors. The Secretary/Treasurer shall prepare annually or as requested by the Executive Board of Directors, an accounting of receipts and disbursements of the FCSA. The Secretary/Treasurer will prepare for each General and Executive Board of Directors meeting a Financial Statement(s) of disbursements of funds of the previous month including bank statement(s) corresponding with these disbursements. Copies of this documentation will be distributed to each Board member of the FCSA. The Secretary/Treasurer will allow inspection of the financial records and receipts of the FCSA, upon demand, by

any member of the General Board of Directors. The Secretary/Treasurer shall be responsible for contracting with an outside agent to conduct periodical audits.

- A. The FCSA will use a two-signature check disbursement system. The President, First Vice-President, and Secretary/Treasurer will be authorized signatories on all FCSA financial accounts. Any combination of two of these signatories will be authorized to disburse FCSA funds. The General Board of Directors will set the limit for funds to be disbursed by the signatories without the use of a second signature. The President, First Vice-President, and Secretary/Treasurer will be bonded. The financial records of the FCSA will be maintained at the FCSA office by the use of a data automation system.
- B. All FCSA Financial Documentation will be maintained and secured at the FCSA Office.
- C. **The Secretary/Treasurer** of FCSA will upon request of the Board of Directors have the duty of inspecting and auditing the financial records of any member soccer club or team to ensure the fiduciary responsibility of that entity. The Secretary/Treasurer or an outside agent contracted by FCSA may do this.

Section 11. The Competitive Commissioner shall chair the Competitive Commission, which governs all issues relating to competitive teams, coaches, trainers, and players. Specific authority and membership of the Competitive Commission is found within the FCSA Competitive Bylaws, Section 1 – Purpose and Section 2- Governing Body. The Competitive Commissioner shall also chair the Olympic Development Committee.

Section 12. The General Board of Directors shall appoint a Nominating Committee of three members of the General Board of Directors who are not members of the Executive Board of Directors. It shall be the duty of this Committee to nominate the candidates for the Executive Board of Directors of the FCSA. The Nominating Committee shall notify the membership of its recommendations not less than thirty days prior to the Annual Meeting. Before the election at the Annual Meeting, additional nominations from the floor shall be permitted.

Section 13. In the event of a vacancy occurring in any Executive office of the FCSA, the General Board of Directors shall elect a successor to the office by majority vote at the next regular meeting following the vacancy's occurrence.

Section 14. At any meeting called specifically for that purpose, any Director or officer of the FCSA shall be removed by two-thirds of all eligible votes of the FCSA. Any member of the Executive Board of Directors who shall be absent from three consecutive regular meetings or be declared inactive through whatever cause, shall have his office declared vacant upon majority vote of all eligible votes of the FCSA. Any Director or officer of the FCSA may resign at any time by giving written notice of such resignation to the President or Secretary. If the offices of President or Secretary are vacated by

resignation, the resignation may be submitted to any other Director or officer. The acceptance of any such resignation shall not be necessary to make it effective.

ARTICLE V Nonvoting Officers

Section 1. The Nonvoting Officers of the FCSA shall be:

- A. Past President of the FCSA
- B. FCSA Referee Coordinator
- C. FCSA Coaching Coordinator
- D. Referee Assignor

Section 2. The above named nonvoting officers shall perform such duties as assigned by the Executive Board of Directors of the FCSA and/or their respective organizations.

ARTICLE VI Meetings

Section 1. There shall be a meeting of the General Board members at 7:00 p.m. at a central location to be specified by the President on the second Monday of every month. Provided, if the General Board of Directors approves in advance, an Executive Board of Directors meeting may be held during any month in lieu of the regular General Board of Directors Meeting.

Section 2. The General Board meeting in May shall be known as the Annual Meeting and shall be for the purpose of electing Executive Board of Directors officers, receiving reports of officers and committees, and for any other business that shall arise. Incumbent Executive Officers do not carry votes for the purpose of election of officers at this meeting.

Section 3. Special General Board meetings may be called by a majority of the Executive Board of Directors or General Board of Directors. The purpose of the meeting shall be stated in the call. At least seven (7) business days' notice shall be given.

Section 4. The presence of Club representatives holding at least fifty percent (50%) of the total eligible votes shall constitute a quorum and a majority vote shall govern at the annual meeting of members.

Section 5. Regular meetings of the Executive Board of Directors may be held without notice at such time and place as shall be determined by the Executive Board of Directors.

Section 6. At all meetings of the Executive or General Board of Directors, fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present and voting at any meeting shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation.

Section 7. No Executive Board member may give a proxy.

ARTICLE VII Committees

Section 1. The Planning Committee shall be chaired by the First Vice-President. The Planning Committee shall (1) plan all fundraising activities, (2) coordinate with the Oklahoma Soccer Association all coaching clinics, (3) coordinate with the State Referee Instructor all referee training clinics, and (4) plan all other activities of the FCSA as approved by the FCSA Board of Directors.

The Hearings and Appeals Committee shall be chaired by the First Vice-President. The standing committee shall be appointed by the First Vice-President, approved by the General Board of Directors, and shall serve for one seasonal year. The committee shall consist of four people and one alternate. The Committee shall hear all hearings and appeals of all FCSA-governed games, credentials, players, coaches, spectators, administrative officials, and committees and decide upon the penalty, if any, applied to any and all teams, players, coaches, administrative officials, or spectators. The Appeals Committee shall have the power to call witnesses and to review the records of member clubs. No two members of the Appeals Committee may be members of the same immediate family, or be associated on the same team or club. If the First Vice-President should have a conflict of interest with the appeal, then the Second Vice-President shall preside over the appeal hearing. Procedures for the Hearings and Appeals shall be included in the FCSA Policies and Procedures Manual.

Section 2. The Playing Committee shall be chaired by the Second Vice-President and shall consist of no less than three members in addition to and appointed by the FCSA Second Vice-President. No member of the Playing Committee or its subcommittees will be an officer of a member club. No two members of the Playing Committee or its subcommittees may be members of the same immediate family, or be associated on the same team. Responsibilities of the Playing Committee include:

- 1) Plan all traveling recreational playoffs.
- 2) Shall assure that all traveling recreational games are played in accordance with the rules of competition established by the FCSA. In pursuance thereof, the Playing

Committee shall have the power to call witnesses and to review the records of member clubs.

- 3) Formulate and revise as necessary the rules of competition for the traveling recreational league of the FCSA. The rules of competition shall be consistent with the rules and bylaws of the OSA, USYSA, USSF, and FIFA.
- 4) Shall schedule all traveling recreational league team competition
- 5) Keep traveling recreational league team records and standings on file at the FCSA office.

Section 3. The Fields, Equipment, and Purchasing Committee shall be chaired by the Tournament Coordinator. The Fields, Equipment, and Purchasing Committee shall consist of the Chairmen of each member club's Fields and Equipment Committee and shall obtain and maintain all fields and equipment in the FCSA.

Section 4. The Credentials Committee shall be chaired by the FCSA Registrar and shall determine who is entitled to vote at Annual Meetings and how many votes each local club's representative is entitled to cast, and record the registration of all players, coaches, referees, and teams within the FCSA. The Credentials Committee will review the records of registrations and determine if they are in compliance with FCSA, OSA, USYSA, USSF and FIFA requirements. If a registration is not in compliance, then the committee will determine the status and recommend action to the FCSA Hearings and Appeals Committee.

Section 5. The Communications Committee shall be chaired by the FCSA Public Relations Director and shall be responsible for (1) publicizing the FCSA, (2) publishing a newsletter for all of the FCSA, (3) acting as a point of clearance for all publicity concerning FCSA activities, and (4) acting as liaison with local industry.

Section 6. The FCSA Tournament Committee shall be chaired by the Tournament Coordinator. This committee will be comprised of a representative from Clubs and Associations in the FCSA that host tournaments. The Committee will assist the Tournament Coordinator in working to set up guidelines and rules that will provide uniformity with tournaments held by member Clubs and Associations in the FCSA excluding the Day of Champions and Oklahoma Cup Invitational Soccer Tournaments. The committee will assure that FCSA Clubs and Associations tournaments do not conflict with scheduled dates and that the FCSA Recreational and Competitive Schedules are not disrupted by the amount of tournaments held in the FCSA during the seasonal year.

Section 7. The FCSA Scholarship Foundation Committee shall be chaired by a Committee Chairperson and committee members. The Committee will be appointed by the FCSA General Board of Directors. The FCSA Scholarship Foundation Committee will work to provide academic scholarships to qualified applicants in accordance with the requirements set forth by the FCSA General Board of Directors.

Section 8. The FCSA Olympic Development Committee shall be chaired by the Competitive Commissioner. He/She shall coordinate with the OSA ODP Program tryouts for FCSA age groups. The committee will coordinate with the Oklahoma Soccer Association to assure that selected players are considered for state select teams where appropriate.

Section 9. The decision of all committees shall be subject to appeal to the Hearings and Appeals Committee. Decisions of the Hearings and Appeals Committee may be appealed to the Executive Board of Directors of the FCSA. All appeals must be made within 72 hours in writing and must be accompanied by a \$100 Cashier's Check or Certified Check made payable to FCSA and a letter stating the basis for the appeal. This fee is refundable only if the appeal is upheld and the original decision is overruled. Furthermore, FCSA Executive Board decisions are subject to appeal to the OSA and then USYSA.

Section 10. Such other committees, standing or special, shall be appointed by the General Board of Directors as it shall from time to time deem necessary to carry on the work of the FCSA. The President shall be a member ex officio of all committees.

ARTICLE VIII FCSA Office

Section 1. FCSA will have an office. The purpose of the office will be to disseminate information to the Clubs and Associations of the FCSA in accordance with policies and procedures set forth by the FCSA Board of Directors. The FCSA office will be centrally located for maximum use by FCSA Clubs and Associations. The Executive Board of Directors will provide lease agreement proposals to the General Board of Directors. The General Board of Directors must approve any lease agreement.

FCSA Office Administrator

Section 2. The FCSA will have an Office Administrator to administer the FCSA office in accordance with the policies and procedures set forth by the FCSA Board of Directors. The FCSA President will be the immediate supervisor of the Office Administrator in accordance with the FCSA policies and procedures set forth for the FCSA Office Administrator. The FCSA Executive Board of Directors will administer the acquisition of an Office Administrator when required.

ARTICLE IX League Organization and Rules

Section 1. All league play including tournaments, playoffs, and championship games shall be governed by the rules and regulations of the United States Youth Soccer Association.

Section 2. All teams will be divided into three categories of teams:

- A. All Girls Teams
 - B. All Boys Teams
 - C. Mixed teams
- A mixed team can play in a boy's league.

Section 3. The age determination for all teams shall be the child's actual age before August 1, proceeding the FCSA seasonal year. The age groups shall be as follows:

- A. Under 6 years of age
- B. Under 8 years of age
- C. Under 10 years of age
- D. Under 12 years of age
- E. Under 14 years of age
- F. Under 16 years of age
- G. Under 19 years of age

ARTICLE X Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the FCSA in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the FCSA may adopt.

ARTICLE XI Amendment of Constitution

This Constitution can be amended, at any regularly scheduled General Board Meeting, by a two-thirds majority vote of those present and voting at a meeting at which a quorum is present, provided that the amendment was submitted in writing at the last previous regularly scheduled General Board meeting. This Constitution may not be amended at any special General Board meeting.

ARTICLE XII Fiscal Year and Seasonal Year

The fiscal year and the seasonal year of the FCSA shall be from September 1 of any year through August 31 of the succeeding year.

ARTICLE XIII
Dissolution

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall 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 Article Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the law liabilities of the corporation, dispose of all of the remaining assets of the corporation in its discretion to or among such of those soccer organizations which are then owned or operated by the corporation, which then qualify as exempt organizations under the provisions of section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or the corresponding provision of any future United States Internal Revenue Code. If no such organizations then exist or qualify, the Board of Directors of the corporation shall distribute all the remaining assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Amended and adopted this 9th day of January, 2006.

ATTEST:



Fred Bross
Secretary/Treasurer, FCSA



Mickey Weatherly
President, FCSA