



HFA By-Laws

DEFINITIONS AND ABBREVIATIONS

As used in these By-Laws, the following defined terms have the following meanings:

HFA	Houston Football Association.
Member	A soccer team accepted into HFA for the current Season.
BOD	Board of Directors. A group of officers elected by the Members to conduct the business of and manage HFA per these By-Laws.
AGM	Annual General Meeting. A specially-designated meeting of the Membership at which certain key HFA business is to be conducted, as specified in these By-Laws.
Quorum	50% of the Members; the minimum number of Members needed to conduct an official HFA Members' meeting.
Season	September 1 of one year through August 31 of the following year.
Competition or Tournament	Any set of games, other than regular league games, scheduled by HFA.
Written Notice	Email, fax transmission, or messages delivered through postal or commercial delivery services.

ARTICLE 1 – MEMBERSHIP

- 1.01 **Member Status.** HFA is an association of accepted Member teams. HFA selects its Members for each Season from the pool of interested and eligible applicants. Continuing Member status is subject to HFA's discretion. Continuing Member status is not the team's right.
- 1.02 **Scope of Member Status.** Members represent HFA only in regularly-scheduled league games and HFA sanctioned Competitions or Tournaments (*e.g.*, HFA Memorial Cup, HFA Tournament, HFA regular season play, HFA Summer League). Participation in any other events shall not be considered sanctioned by HFA.
- 1.03 **Member Representation.** Prior to the start of the Season or Competition, each Member shall designate on the Team Registration Application, its Manager of Record and an alternate. The Manager of Record is the Member's recognized representative and point of contact for its dealings with HFA. If the Member is a part of a Club, the designated officials of the Club shall provide HFA with a list of each of its Member teams' Managers or Record and alternates.
- 1.04 **Member "Ownership."** From time to time in the past, disputes have arisen within Member teams concerning team ownership. From the league's perspective, the Member's Manager of Record is the Member's recognized representative and "owner," unless any of the following applies:

a. **When a Member team is registered with HFA as a member of a Club.**

To qualify as a Club under the HFA By-Laws an organization must have elected officials and current and updated By-Laws on record with the league, filed annually. In such cases, from HFA's perspective, the Club—not the Manager of Record—owns the team.

b. **When uncertainty prevails over the true ownership of a team or Club.**

In such case, the BOD will advise the Manager whose name is listed on the Team Registration Application to actively cure problems that cause the uncertainty. If such problems are not cured within 30-days after the BOD has provided notice to such Manager, the BOD may, at its discretion, suspend the Member and/or its Club, as applicable.

c. **When a Member team is sold.**

In the event of a sale, the terms of the transaction must be revealed to the BOD for approval.

1.05 **Governing Documents.** HFA's By-Laws and Rules of Play collectively govern all HFA activities. The intent of these governing documents is to impose uniformity, predictability, and structure, resulting in a well-run, competitive, and enjoyable league.

HFA shall make the By-Laws and the governing "Rules of Play" for a given Season publicly-available at least seven (7) days prior to the first regular league game of the Season.

**NOTE: EACH MEMBER IS ASSUMED TO HAVE READ, UNDERSTOOD, AND CONSENTED TO BE BOUND BY HFA'S BY-LAWS AND RULES OF PLAY.

1.06 **Compliance/Governance.** The BOD shall have the power to investigate and require corrective measures from Members, whom, from the BOD's perspective, exhibit conduct that is not in the best interest of HFA or the majority of its Members. The authority of the BOD includes the ability to punish fine, suspend, and, even, expel as set forth further herein.

a. **Member Suspension.** In the event that the BOD concludes a Member has refused or neglected to fulfill any of its obligations as a Member, has violated any of the provisions of the By-Laws or the Rules of Play, or has refused to follow a BOD's recommendation under this Article, the BOD may suspend or revoke the Member's Membership status.

1. In particular, the BOD may suspend a Member if the conduct of the Member, its players, coaches, manager, or supporters is inconsistent with the principles and standards of good sportsmanship;
2. When suspended, a Member may be declared ineligible for any or all HFA Competition;
3. Suspended teams may also be declared ineligible for Division or League Championships;
4. Suspended Members and Members whose Membership status is revoked have no voting rights, but may appeal such decision pursuant to Article 5 of these By-Laws;
5. While suspended, the Member is banned from any and all on-field activities, including participating in or attending HFA games. Either the BOD or a majority of the Membership may shorten, alter, or remove any Membership revocation or suspension.

b. **Member Expulsion.** A Member shall be expelled from HFA only upon recommendation of the BOD and a majority vote of a Quorum in attendance at an official HFA meeting, prior to which at least 7 days' written notice of such proposal had been provided to all Members.

Any Member or Club having a Manager, coach, player, or other related person who threatens HFA or any of its Members (including its players), officers, employees, agents, or the BOD (or members thereof) with a lawsuit, in writing, or, in fact, sues HFA or any of its Members (including its players), officers, employees, agents, or the BOD (or members thereof) will be expelled from HFA automatically.

- c. **Referee Discipline.** Referees serve at the discretion of HFA and are subject to discipline by the BOD. Any Referee who threatens HFA or any of its Members (including its players), officers, employees, agents, or the BOD (or members thereof) in any capacity may be suspended or expelled from HFA activities by the BOD.

1.07 **Financial Obligations.** Membership in HFA is not free. Each Member must comply with the following financial obligations:

- a. **Entry Fee.** A team's membership application must be accompanied by the entry fee described on the Team Registration Application. The entry fee is refundable only if the team is not accepted as an HFA Member.
- b. **Bond.** All HFA member teams must maintain a \$200.00 Bond with the League at all times. The Bond will be refunded to the Manager of record or to the Club of record upon written request by the Manager or Club withdrawing the team from the League. Any fines and funds owed the League will be deducted prior to any refund.
- c. **Fees and Fines.** Should a Member or its players be charged additional fees or fines by HFA (*e.g.*, fees for registration of additional players; disciplinary fines), the Member team must timely pay all fees and fines, even if such fees and fines exceed the amount of the Member's Bond. Timeliness of such payments is determined by the BOD, who may delegate that determination to the League Administrator.

1.08 **Late-Added Members.** Any team that applies after the start of the Season or Competition to become a Member may be accepted as a Member by the BOD, at its discretion. Such Members may be incorporated into the game schedule, but will not be included in the league standings without approval of the Membership.

ARTICLE 2 – BOARD OF DIRECTORS (BOD)

2.01 **BOD Authority.** All HFA business shall be transacted by or with the approval of the BOD, which shall have the power to enforce the laws of the game, the rules of the United States Soccer Federation and the HFA By-Laws, Rules of Play, and associated documents. The BOD shall have power to set up rules governing the regular season, Competitions, and Tournaments. The BOD will set and distribute the Rules of Play prior to the league play, Competitions, or Tournaments.

2.02 **BOD Composition.** The BOD shall consist of the President, Vice President, Treasurer, Registrar, Senior Commissioner, Tournament Director and Field Director, who shall also be considered officers of the BOD. Such officers shall be elected by a vote of the Membership at the Annual General Meeting, and such officers shall hold office for a period of two years commencing immediately after the conclusion of the later of League Play, the Memorial Cup Final, or the completion of outstanding business for the season at hand. To be eligible for office, a candidate must have been a member in good standing in the League for the previous three (3) seasons as either a Manager or a registered player. All members of the BOD are eligible for re-election.

- a. The positions of Vice President, Senior Commissioner, Treasurer, and Tournament Director will be elected on "even" years and the positions of President, Registrar, and Field Director will be elected on "odd" years.

- b. Should a board member resign from office before the end of his elected term, a replacement will be elected at the next official HFA meeting and will serve the remainder of that term.

2.03 **Officers' Roles.** The Officers of the BOD have the following roles:

- a. **President's Role.** The HFA President shall preside at all meetings. He has the right to cast the deciding vote in the event of tie votes of either Committees or HFA meetings. He may also waive the right to do so. He shall submit an annual report on the operation of HFA at the Annual General Meeting to the Member teams present. He shall have the option of appointing or retaining an auditor to review the Treasurer's books annually to certify the financial report.
- b. **Vice-President's Role.** The Vice-President shall exercise the powers of the President in the President's absence, and shall succeed to the office of President upon that office becoming vacant for any reason.
- c. **Treasurer/Secretary Role.** The Treasurer shall keep all HFA financial records. He shall supervise the collection of all revenue (including all dues or fines) and keep a detailed account of income and expenditures thereof. He shall supervise payment of all bills properly passed upon and approved by any 2 board members.
- d. **At-Large Board Member.** There shall be four (4) At-Large Board Members that will supervise the following league activities:
 - a. Oversee that all registrations will be according to rules set out by the By-Laws and the Rules of Play.
 - b. Liaise between HFA and USSSA and be responsible for coordinating any Regular League Member team's participation in sanctioned USSSA cup competitions.
 - c. Oversee planning and implementation of the HFA Tournament.
 - d. Keep in contact with field agencies, both governmental and non-governmental, to ensure HFA continues to strive for the best fields possible.

2.04 **BOD Meetings/Participation.** The President may call meetings of the BOD upon at least 7 days' advance notice to all members of the BOD. Any 4 members of the BOD may call meetings upon at least 7 days' advance notice to all members of the BOD. All members of the BOD may agree to hold a meeting at any time without notice. Meetings may be held in person or via electronic conferencing. Any member of the BOD absent from 3 successive meetings of the BOD or of the HFA may have his office declared vacant by unanimous agreement of the remaining members of the BOD, but only at a meeting of the BOD after such 3 successive meetings. A vacancy in the office of Vice-President, Treasurer, Registrar, Senior Commissioner, Tournament Director or Field Director will be filled by election at the next official meeting of the HFA.

2.05 **Budget Reporting.** The BOD shall present a budget for the forthcoming year at the first general meeting following the Annual General Meeting. The fees established by the Board for Membership in the League are not subject to vote by the Membership.

2.06 **Scheduling Authority.** The BOD is authorized to schedule all HFA games before the Season, Competition, or Tournament begins and shall have full power to schedule or reschedule games. Games during the season may be rescheduled at any time due to extenuating circumstances with written notice to the participating teams.

- a. The BOD will consider a request to reschedule an HFA game that is in conflict with a major cultural and/or religious event. This is contingent upon the request being made in writing, at least 30 days prior to the game.

- b. The BOD will submit an answer within 10 days of receipt of such request and if approved will reschedule the game.
- 2.07 **Disciplinary Committee.** The President shall appoint a Disciplinary Committee for each league within HFA for terms ending at the next Annual General Meeting. The Disciplinary Committee shall exercise the disciplinary authority allowed in the By-Laws or the Rules of Play and will report its ruling to the interested parties and the BOD.
- 2.08 **Authority to Hire.** The BOD may, at its discretion, hire administrative staff to facilitate the running of the League.
- 2.09 **Authority to Delegate.** Operations of the HFA will be accomplished through the BOD, committees appointed by the BOD, or by administrative staff at the direction or delegation of the BOD. All committee appointments will last for a term expiring immediately after the next Annual General Meeting. In the event of the creation of a committee, the President shall set forth to the Membership the purposes and duties of each such committee at the next official HFA meeting.
- 2.10 **Recall/No Confidence.** The BOD, or any member/officer thereof, may be recalled by a vote of no confidence by 80% of the Member teams at any official HFA Members' meeting.

ARTICLE 3 – MEMBERS' MEETINGS

- 3.01 **Regular Member Meetings.** Regular meetings of the HFA Members will be designated by the BOD. They will include, but not necessarily be limited to:
 - Annual General Meeting (“AGM”) (typically held in June or July);
 - Pre-Season Managers' Meeting (typically held in late August);
 - Mid-Season Managers' Meeting, (typically held in January); and
 - Late-Season/Season End Managers' Meeting (typically held in April or May).
- 3.02 **The AGM.** The First Member meeting in preparation for a Season will be scheduled no later than the last week of August and at such meeting the date for commencement of regular league play will be established along with associated dates for registration, reporting, and scheduling. The BOD shall call a regular Members' meeting no earlier than April and no later than August, which it shall designate as the AGM.
- 3.03 **Special Meetings.** Special meetings of the HFA Members may be called at any time by the President and must be called by the President upon written request of at least twenty five percent (25%) of the voting Members, stating the purpose of the meeting. Special meetings require written notice to the Membership at least 10 days before the meeting time and such notice must include the purpose of the meeting.
- 3.04 **Advance Notice.** Notice of regular Member meetings will be given to all Member teams by written notice at least 8 days prior to the meeting date. Failure of a Member team to be represented at any meeting (regular or special) will result in a fine to be set out in the fees and fines determined by the BOD for each Season, Competition, or Tournament.
- 3.05 **Quorum Requirement.** Binding Membership votes may occur only if a Quorum is present at the Members' meeting. For purposes of Article 3, a team who is represented, but chooses to abstain, is still “represented;” abstention does not negate a Quorum. A majority of votes cast shall decide all questions except where a larger majority is specifically required by these By-Laws. Each Member team shall be entitled to one vote. Proxies will be allowed for purposes of attaining a Quorum as well as all votes at any meeting of HFA. The proxy must be designated by email to the league administrator prior to the start of the affected meeting.

- 3.06 **Meeting Chairman.** The President shall act as chairman (Chair) of all HFA meetings or, in his absence, the Vice-President. The chairman shall conduct the meeting in an orderly and expeditious manner.
- 3.07 **Chairman's Authority.** The Chair may limit discussion on matters brought before the meeting using reasonable discretion. Any limitation placed on debate shall be subject to a motion to extend discussion which upon carrying by majority vote shall allow discussion to continue. Only voting Members have to be recognized by the Chair.
- 3.08 **Member-Requested Agenda Items.** A Member team wishing to place a matter of general HFA interest on the agenda of a Members' meeting may do so by providing a written statement of the matter, with a proposal, if any, to the BOD or Administrative Staff at least 5 days prior to the meeting.

ARTICLE 4 - LEAGUE PLAY

- 4.01 **League Play, Generally.** League play will begin on a date set by the BOD at or before the first regular league game of the Season. Competitions and Tournaments will be scheduled at the discretion of the BOD. All Members must be fully registered, with all fees and bonds paid by the dates established by the BOD to be eligible for participation in any Season, Competition or Tournament. The BOD will publish specific Rules of Play for each Season, Completion, or Tournament.
- 4.02 **Player Registration.** An eligible player is one properly registered with HFA according to the Rules of Play governing the applicable Season, Competition, or Tournament, and not under suspension. Any player under 18 years of age must submit a release signed by a parent or legal guardian before playing in any league games. Any infringement of these rules may result in forfeiture of a game, and/or suspension or expulsion of a team under provision of Article 1.
- 4.03 **Rules of Play.** All games for a given Season, Competition, or Tournament will be subject to the Rules of Play issued by the BOD.
- 4.04 **Member Responsibility.** Every Member team is responsible for the actions of its players, officials, and supporters on or off the playing field at any league game or function.

ARTICLE 5 - DISCIPLINE AND DISPUTES

- 5.01 **Official Complaint.** Any Member team may, through its Manager, register in writing an Official Complaint (excluding protests of the outcome of a game) concerning the actions of any opposing team's officers, players, or field representatives, or a referee's qualifications or rulings. An Official Complaint must be filed with the BOD or its designated administrative staff within 5 days after the occurrence of the event regarding which the Official Complaint is made. The BOD (or the Disciplinary Committee, as applicable) may request further information from the complaining team or any other party, or may investigate the matter as to imposing disciplinary sanctions; but, in any event, shall report to the complaining Member team as promptly as reasonably practicable the decision on the Official Complaint, which report may be written or may be presented at a Members' meeting of the HFA.
- 5.02 **Official Protest.** Any team may, through its Manager, register in writing an Official Protest, affecting the outcome of a game. An Official Protest must be filed with the BOD or its designated administrative staff within 5 days after the occurrence of the event regarding which Official Protest is made accompanied by a deposit of \$50, which shall be forfeited if the Official Protest is not sustained. HFA will give written notice to all involved teams and / or club managers, of the Official Protest, within a reasonable time period. The BOD may request further information from the complaining team or any other party, or may investigate the matter as to imposing disciplinary sanctions; but, in any event, shall report to all parties involved—as promptly as reasonably practicable—the decision on the Official Protest, which report may be written or may be presented at a Members' meeting of the HFA.
- 5.03 **Authority to Act.** The BOD (or the Disciplinary Committee, as applicable) may act upon being notified of any disciplinary issue, dispute, alleged infraction of the rules, or any issue compromising the spirit of the


game; however, the Disciplinary Committee may not make any ruling that would retroactively change the result of any game or necessitate its replay. Disciplinary Committee and BOD rulings are final and effective upon transmittal of notification to the subject parties. However, the BOD has the authority to alter any Disciplinary Committee ruling should it see fit. At any time, the Disciplinary Committee may refer an issue directly to the BOD. In the event that a ruling would retroactively change the result of any game or necessitate its replay, the Disciplinary Committee must refer the issue to the BOD.

- 5.04 **Hearings.** The Disciplinary Committee may, in its discretion, request that any party appear to present facts. In addition, a party may request a hearing by submitting a timely written request for a hearing. In no event may a party make such request more than 5 days after the Disciplinary Committee's written notification of its ruling. The Disciplinary Committee must conduct any hearing within a reasonable timeframe and must provide reasonable notice to all interested parties. In any case in which the Disciplinary Committee does not provide notice and opportunity for hearing, the BOD may provide such notice and opportunity for hearing. An individual or Member who requests a hearing with the Disciplinary Committee or Board of Directors must also agree that the hearing decision is final and no further appeals will be allowed.
- 5.05 **Range of Sanctions.** Sanctions against any player, Member team, or Club may include suspension, recommendation for expulsion pursuant to Article 1, a monetary fine, and/or any other sanction deemed necessary by the Disciplinary Committee, BOD, or HFA under the circumstances. Any monetary fine shall not exceed \$250.00.
- 5.06 **Appeals.** Once a decision has been reached by any committee of the HFA or the BOD relating to a Member's or player's forfeiture, fine, suspension (except with regard to suspensions of 2 games or less, which may not be appealed) or protest, the individual will be notified in writing. A Member or individual desiring rehearing of any case may appeal to the BOD upon written request to the BOD or through its designated administrative staff within 5 business days after the notification of the decision, and the issue will be resubmitted to (i) the committee involved for the case to be reconsidered, or (ii) the BOD for the case be reconsidered. After such rehearing has been completed the committee or BOD, as applicable, shall promptly notify the Member or individual in writing of its decision. The Member or individual may within five (5) business days after the notification of such decision then request that the general Membership agree to consider the case and substitute its decision on the issue. If a Member or individual chooses to bring an appeal to the Membership, he or they must post a \$100 bond, which shall be forfeited if the protest is not sustained. The Membership may only so decide by virtue of a majority vote of a Quorum of the Membership in attendance at an official meeting (whether "regular" or "special," as described in Article 3). In this case, evidence and presentation of facts may be called for, and a majority of voting delegates shall decide the issue. All cases must first be presented to the BOD for consideration or reconsideration prior to being placed in front of the Membership. While a decision regarding a suspension is under appeal, a player may continue to play matches after serving at least 2 games of his suspension.

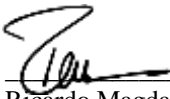
ARTICLE 6 – BY-LAW ENACTMENT AND AMENDMENT

- 6.01 **Enactment.** The By-Laws are effective upon adoption by the BOD. The By-Laws shall be furnished to each Member team. Each Member's manager or representative shall notify all players of the By-Laws.
- 6.02 **Amendment.** Amendments to the By-Laws shall be made only by approval of a 65% of Membership present at a general meeting of the HFA, and with prior written notice of such proposed amendment sent to all Members. The BOD shall provide such notice of proposed amendment upon:
- a. A proposal recommended by the BOD; or
 - b. A written proposal filed jointly by managers of five Member teams.


ADOPTED September 1st, 2021.



Bruno Ortega - President



Ricardo Magdaleno – Vice President




J.P. Morris - Treasurer



Ignacio Cirmigliaro - Registrar



Richard Chamberlain – Senior Commissioner



Stephen Edmundson – Tournament Director



Richard Owen – Field Director