



# Bylaws Amendment Recommendations

## MLS in Austin, DBA Austin Anthem

A 501 (c) 3 Organization in the State of Texas

### ARTICLE 1. NAME & GOVERNANCE

The legal name of the Non-Profit Corporation to which these Bylaws represent shall be known as MLS in Austin, DBA Austin Anthem, and shall herein be referred to as the "Organization."

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and the Articles of Incorporation of MLS in Austin, DBA Austin Anthem. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between these Bylaws and the Articles of Incorporation of the Organization, it shall then be these Bylaws which shall be controlling.

---

### ARTICLE 2. PURPOSE

#### SECTION 2.1 NONPROFIT PURPOSE

The purpose for which the Non-Profit Corporation is formed is set forth in the Organizations' Articles of Incorporation. The Organization shall be operated exclusively for all things incidental to, or appropriate in, the purpose of:

- uniting and strengthening our Austin community;
- creating an inclusive and supportive environment for all soccer fans in the community and in the stands;
- providing year-round activities and benefits to all whom are members;
- stimulating and supporting soccer culture in Austin and Major League Soccer; initiating and improving community awareness and participation in local soccer programs and organizations.

**A. Formation.** The Organization was formed and shall be operated exclusively for charitable, educational and in support of our club and soccer within the definition of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under the above-mentioned Code.

**B. Powers.** This Non-Profit Corporation shall have the powers, duties, authorizations, and responsibilities as set forth in the Texas Non-Profit Corporation Act. If, at any time, the Organization participates in an activity, either directly or indirectly, that invalidates the status as a Non-Profit Corporation, the Organization shall be exempt





from federal income taxation as outlined in Section 501(c)(3). Except to an insubstantial degree, power shall not be exercised that is not in furtherance of its primary non-profit purposes.

- C. **Members.** The Organization shall engage members but said membership does not constitute specific rights to voting, ownership, Board membership, or other inferred rights.

## SECTION 2.2 DISCRIMINATION POLICY

The Organization does not and shall not permit discrimination on the basis of race, color, creed, gender, gender expression, gender identity, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. The Organization is committed to providing an inclusive and welcoming environment for all members.

---

## ARTICLE 3. BOARD OF DIRECTORS

### SECTION 3.1 BOARD PURPOSE AND RESPONSIBILITIES

The Board of Directors shall manage the day-to-day affairs governed by the policies and directives outlined in these Bylaws or the Processes and Procedures Manual. The Board shall establish policies and directives governing the affairs of the Organization. All powers exercised shall be on behalf of the entirety of the Organization and its members.

**A. The Board shall be responsible for:**

- planning and implementing activities of the Organization;
- review of the Bylaws annually;
- seeking input on potential candidates for the Board and other roles within the Organization.
- Temporary delegation of authority and responsibility to enforce Organization policies and directives may be temporarily bestowed by the Board, however this does not constitute voting rights.

### SECTION 3.2 BOARD NUMBER AND POSITIONS

The Board shall consist of ten members as part of regular business. All positions have equal voting rights regardless of position and shall be as follows:

- one (1) President;
- one (1) Vice President;
- one (1) Secretary;
- one (1) Treasurer, and
- six(6) Non-Executive Board Members.

- A. Officers of the Board.** The positions of President, Vice President, Secretary, and Treasurer shall now and forever be known as the Officers of the Board. Their roles are further defined in Article IV 'OFFICERS' of these bylaws.





- B. Non-Executive Board Members.** The six Non-Executive Board Members shall hold board voting privileges equivalent to that of the Executive Officers. Each of the six Non-Executive Board Members shall be assigned roles from the Operational Handbook, as mutually agreed upon by all six elected Non-Executive Board Members, or otherwise assigned by the Executive Officers if an agreement is unable to be reached. Representatives may delegate portions of the roles as desired but will maintain responsibility for the listed needs. Their primary role shall be to represent all members of the Organization in good standing, or as further defined in the Operational Handbook.

### **SECTION 3.3 FOUNDER**

Founded in 2013, MLS in Austin was the movement to bring an MLS team to Austin. Upon announcement of Austin FC in 2018, MLS in Austin was rebranded to MLS in Austin, DBA Austin Anthem. The Founder of both MLS in Austin and Austin Anthem shall now and forever be recognized as Josh Babetski. This clause is revocable and shall remain in the bylaws for perpetuity.

### **SECTION 3.4 HIERARCHY**

The hierarchy of the Board shall be, in order, the President, Vice President, Secretary, Treasurer, and Non-Executive Board Member. This hierarchy shall be only used to break ties in process but does not adjust the voting power of individuals.

### **SECTION 3.5 BOARD COMPENSATION**

The Board shall receive no compensation other than for reasonable, previously approved, reimbursements for the Organization.

- A. Board member acting as an employee.** The Board may compensate a Board Member for services rendered under an approved contract by the Organization.

### **SECTION 3.6 LICENSING OF ORGANIZATION ASSETS**

Members of the Board shall not be allowed to assign away rights for individual monetary gain without a 50% + 1 vote of a legally constituted Board. This shall include, but is not limited to, artwork, music, iconography, digital assets, and organization trademarks.

### **SECTION 3.7 INDEMNIFICATION**

The Organization agrees to indemnify, defend and hold harmless the Officers and Directors from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Organization. Such liability may originate from or be in relation to the Organization's activities, whether caused by or contributed to by the members or any other party indemnified herein. Exceptions may include but is not limited to any negligence caused by the member or any other party indemnified herein.

The Organization may maintain insurance, at its own expense. The policy's sole intent shall be to protect itself and persons defined above against liability, cost or expense. Upon attainment of a policy, the terms of the policy shall prevail over the Indemnification terms as listed described above.





---

## ARTICLE 4. OFFICERS

### SECTION 4.1 OFFICERS RESPONSIBILITIES

Each Officer shall have those duties and powers as are customarily related to the office in which the Officer holds. Further duties and powers shall be designated by the Board of Directors or may be further defined in the Processes & Procedures Manual.

The Officers may oversee but shall be passed by the entirety of the Board of Directors the following activities:

- the development of annual operating budgets;
- accurate accounting of the Organization's finances;
- procure and review any external audits, and;
- the Indemnification policy as it relates to affirming or denying coverage.

### SECTION 4.2 EXECUTIVE OFFICERS

The Officers of the Organization shall consist of the President, Vice-President, Secretary, and Treasurer. The Chair of the Board shall be the President of the Organization.

- A. Chair.** The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, oversee all the legal and business and affairs of the Organization.
- B. President.** The President shall be the Chief Executive Officer of the organization. The President shall sign contracts as authorized by the Board and execute other actions when authorized to do so.
- C. Vice-President.** The Vice-President shall fill in all duties of the President in the absence of the President, as delegated by the President, and shall become the President in the event of a resignation or removal of the previous President.
- D. Secretary.** The Secretary shall oversee the scheduling of Board Meetings and shall be responsible for recording the minutes of all official Board Meetings.
- E. Treasurer.** The Treasurer shall oversee the finances of the Organization and provide a report for any Board member upon request of the past 12 months of financial transactions in a timely fashion.

---

## ARTICLE 5. BOARD ELECTIONS

### SECTION 5.1 BOARD ELECTIONS

The Organization shall have elections every January for the term beginning February 1. This election shall occur simultaneously to fill any positions in which the term has ended.





## **SECTION 5.2 ELECTION OF EXECUTIVE OFFICERS**

In an odd-numbered year, the offices of Vice President and Treasurer shall be filled. In an even-numbered year, the offices of President and Secretary shall be filled. The positions of President and Vice President shall not be up for a vote in the same election. Election of the Executive Officers, as a courtesy, may include all dues paying members in good standing eight days prior to the voting period.

- A. Executive Officers Eligibility.** Dues paying members in Good Standing as of August 1st of the previous year are eligible to run for an Executive Office.

## **SECTION 5.3 ELECTION OF NON-EXECUTIVE BOARD MEMBERS**

Non-Executive Board Members shall be elected annually, and as a courtesy, may include all dues paying members in good standing eight days prior to the voting period.

- A. Non-Executive Board Members Eligibility.** Members in good standing on the final day of the preceding month preceding an election are eligible to run for a Non-Executive Board Member position.

## **SECTION 5.4 TERM OF THE BOARD**

For the purposes of all offices, one year shall consist of the period from February 1 - January 31.

- A. Executive Officers.** The term length for all Executive Officer positions shall be two years. An individual may serve no more than two terms in a single role. They may, however, serve in multiple offices if elected as such.
- B. Non-Executive Board Members.** The term length for all Non-Executive Board Members shall be one year. An individual may serve two elected terms as a Non-Executive Board Members.

## **SECTION 5.5 INTERIM TERMS**

Individuals may serve no more than the equivalent of one term in an interim, unelected position. This is per-position.

## **SECTION 5.6 NUMBER OF POSITIONS**

Individuals may not serve in multiple Board positions simultaneously.

## **SECTION 5.7 STAGGERED BOARD TERMS**

The terms of all elected Directors shall be staggered by a decision of the Board and further defined in the Processes and Procedures Manual.

## **SECTION 5.8 ELECTIONS COMMISSION**

The two highest ranking Executive Officers shall oversee the electoral process by forming an Elections Commission. If an Executive Officer is running for a position up for election, they shall not be eligible for serving on the Elections Commission. In the event no Executive Officer is eligible to lead the Commission, the Board shall appoint a non-running member to oversee the Commission. The Commission shall oversee the efficient execution of a fair election accessible to all eligible members.





- A. Elections Commission Questionnaire.** The Elections Commission shall produce a series of questions for all candidates to answer. Candidates who respond to the questionnaire shall have their responses published to all eligible voters via email or equivalent medium.

#### **SECTION 5.9 CANDIDACY**

Qualified members must submit their names via email or in writing to the Elections Commission. The Elections Commission shall confer with the Organization Secretary to validate candidacy and eligibility. The candidacy declaration period must be open for a minimum of seven days, all prior to the vote.

#### **SECTION 5.10 VOTING**

Voting shall take place primarily online, with reasonable accommodations made by the Elections Commission for those unable to partake in online elections. Voting shall be open for a minimum of seven days. While the Organization is not Member Owned, Sections 5.2 & 5.3 outline the positions in which all dues paying members in good standing may be invited to participate in the voting process.

- A. Executive Officers.** The candidate with the most votes per role shall win.
- B. Non-Executive Board Members.** The six (6) candidates holding the most votes shall win. Non-Executive Board Members roles are at-large positions.

#### **SECTION 5.11 BOARD MEMBER ATTENDANCE**

An elected Board member who is absent from four (4) or more Board meetings in a fiscal year shall be encouraged to reevaluate the agreed upon commitment made to the Organization. At the discretion of a fellow Board member, a review of the absences may trigger Board action, which may result in a Board vacancy.

#### **SECTION 5.12 VACANCIES**

- A. Vacancy of the President.** In the event of a vacancy of the Office of the President, the Vice President shall be immediately elevated to the position of President with full authority granted to that position.
- B. Vacancy of the Vice-President, Secretary, or Treasurer.** In the event any of the aforementioned roles are vacated, a majority vote of the Board shall appoint an individual to serve out the remaining term within 30 days of the vacancy. The Board may choose to not fill the position if there is less than 90 days left in the term.
- C. Vacancy of A Non-Executive Board Members Position.** In the event of a vacancy of any of the Non-Executive Board Members, the Board shall appoint an individual to serve out the remaining term within 30 days of the vacancy. The Board may choose to not fill the position if there is less than 90 days left in the term.

#### **SECTION 5.13 RESIGNATION**

Each Board member shall have the right to resign at any time upon written notice to the





Board. Unless otherwise specified in the notice, the resignation shall take effect immediately. The Board reserves the right to accept the resignation with conditions following a majority vote of the Board.

#### **SECTION 5.14 REMOVAL**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of at least 75% of Board members present and not being considered for removal. Each member of the Board of Directors must receive written notice of the proposed removal at least five (5) days in advance of the proposed action. Upon confirmation thereof, the action shall be effective immediately. The individuals being considered for removal are not eligible to vote in this action

---

## **ARTICLE 6. BOARD PROCEDURES**

#### **SECTION 6.1 MEETINGS**

The Board shall hold monthly meetings at such time and place deemed reasonably suitable for the majority of the members. Regular meetings shall be coordinated and called by the Secretary or Secretary's temporary replacement if absent. Meetings may be held in person or via an online medium as specified by the Board.

**A. Special Meetings of the Board.** The President or 50% of active Board members may call a Special Meeting of the Board to occur no less than 48-hours' notice via their preferred method of electronic communication; voice message, text message, e-mail, or designated social direct message platform. The President may waive the notice required if the topic at hand is deemed time sensitive or litigious in nature.

#### **SECTION 6.2 QUORUM**

At each meeting of the Board, a quorum shall be required for the transaction of business. A quorum shall consist of 50% +1 of actively held Board seats. In the case of a tie, **Section 3.4** shall take effect. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

##### **A. BOARD VOTE TIEBREAKER**

Should a Board vote be cast that results in a tie, there shall be two tiebreakers applied. This only applies to votes that need a majority; it does not apply to any other vote. The first tiebreaker shall be to eliminate any shared household votes. If a tie occurs, and the Board consists of multiple members of a household, the vote of the highest-ranking member as determined in Section 3.2.1.6 shall be kept and all other votes discarded. If multiple members of a household have the same rank, a coin flip shall determine which vote is kept. If this does not apply or otherwise does not resolve the tie, the President shall cast an additional vote to break the tie.

#### **SECTION 6.3 MINUTES**

In the absence of the Secretary, the President shall identify an individual to assume the responsibilities of the Secretary for that meeting only. The Secretary, or the individual





who has assumed those responsibilities temporarily, shall prepare the minutes, circulate for recommended revisions and/or approval, and file meeting minutes in such location as the Board deems. Minutes may only be formally altered by the Secretary by motion at the following Board meeting

#### **SECTION 6.4 ACTION BY WRITTEN CONSENT**

Written consent shall be permitted in the case of transacting business that legally needs to occur. This shall require the unanimous approval of the Board. Upon the vote passing, the order shall take effect immediately, however, only be formally recorded in the meeting minutes once dialogue has been shared between all Board members and the next regularly scheduled Board meeting.

---

## **ARTICLE 7. COMMITTEES**

#### **SECTION 7.1 ESTABLISHMENT OF COMMITTEES**

The Board shall establish Committees to propose policy to the Board per their discretion. Created committees shall exist in perpetuity unless dissolved by the Board. Specific Committee Operations shall be further defined in the Processes & Procedures Manual.

- A. Standing Committees.** The Board shall establish Standing Committees that exist in perpetuity. The Board shall ensure all such committees contain the minimum number of members. Standing Committees shall include, but not limited to:
- a Finance Committee, which shall oversee and provide guidance over the Organization's finances;
  - and a Disciplinary Committee, which shall oversee the enforcement of the Organization's Code of Conduct.
- B. Special Committees.** At the discretion of the Board, Special Committees may be created to serve a specific purpose and upon completion of that purpose, it may be dissolved by the Board. No such committee shall have nor exercise the authority, responsibility, or duties of the Board.

#### **SECTION 7.2 MEMBERSHIP IN COMMITTEES**

The Board shall approve members to serve in Committees with a majority vote at a regular meeting. Members in good standing are eligible to participate in a Committee.

- A. Committee Member Nomination.** Any member of the Board shall be eligible to nominate a member to serve on any Committee. Until as such time the individual is confirmed by the Board, the individual shall be considered an interim member, with no special voting rights granted. The individual may not serve in an interim role past the next scheduled Board meeting, and the Board must take an up or down vote at that meeting.
- B. Removal of Committee Members.** The Board shall remove Committee Members with a majority vote. This removal may occur for many reasons, including clerical issues.







- C. **Dissolution of Committee.** Members of a Committee dissolved by the Board shall be considered part of the at-large Committee until reassigned or otherwise removed from the Committee.

---

## ARTICLE 8. ORGANIZATION OPERATIONS

### SECTION 8.1 FISCAL YEAR

The fiscal year of the Organization shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### SECTION 8.2 FINANCIAL POLICIES

- A. **Financial Institution.** The Organization shall open and maintain a positive balance in a bank account (checking required, savings optional) in the Organization's name. Those signors on the account shall be limited to the Officers of the Organization and shall be changed upon the departure of said Officer.
- B. **Debits.** All outgoing funds shall require communication from the Treasurer to the Board for approval. Approval shall be received via email or Slack but must be able to be tracked. Examples of such debits include, but are not limited to:
- the payment of invoices;
  - the purchase of merchandise for sale by the Organization;
  - or other evidence of services of products received.
- C. **Credits.** The Treasurer shall notify the Board of all incoming funds and the source of those funds. Notification may be via email or Slack but must be able to be tracked. Examples of such credits include, but are not limited to:
- reimbursement of security deposits,
  - overpayment credits;
  - or donations as permitted by law as stated in the IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986.

### SECTION 8.3 DOCUMENTATION

The Organization shall maintain comprehensive records as it pertains to, including but not limited to, the Organization's formation, accounting practices, and minutes from Board proceedings.

### SECTION 8.4 OFFICE

A physical office for this Organization does not exist. All postal mail for the Organization is routed to its Board of Directors via a post office box in the Organizations' name. The location of said post office box is recorded in the Organization's Policies and Procedures.

### SECTION 8.5 CONTRACTS

Contracts shall be entered into with the signature of the President/Chair of the Board or other Officer as appointed by the Board in the President/Chair's absence. However, all contracts shall be discussed and agreed upon per voting regulations by the entire Board





prior to entering said contract.

**SECTION 8.6 PROPERTY**

The Organization shall have the right to retain all or any part of any property purchased by the Organization for the Organization. In the event property was purchased by a member with personal funds, however the Organization reimburses said member, upon transfer of funds, the property shall forever remain the property of the Organization. This shall include but is not limited to instruments, TIFO's, banners or flags, as long as the supplies for the preceding property was purchased by the Organization or the Organization reimbursed the purchaser for the supplies.

**SECTION 8.7 EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Board Member, Officer or Member shall take on or carry out any activity by or on behalf of the Organization. The IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986 specifically outlines those activities which are not permitted to be performed by an Organization formed under such Code and regulations therein.

**SECTION 8.8 SEVERABILITY CLAUSE**

If any provision of these bylaws is found to be illegal or unenforceable by judicial ruling, such provision shall be omitted, however the remainder of the bylaws shall prevail and remain binding.

**SECTION 8.9 DISSOLUTION CLAUSE**

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the Organization's Post Office box is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

**SECTION 8.10 LEGAL REVIEW**

Upon the Board's annual review of these bylaws, any edits made shall be reviewed by a licensed practicing attorney as chosen by the Board for wording and validity. All costs associated with this review shall be at the expense of the Organization.

---

*RESOLVED, the amendment of MLS in Austin, DBA Austin Anthem bylaws dated 05 January 2022, which was presented to the Directors for consideration, is hereby adopted. The Officers of this Organization are authorized and directed to take action to effectuate the foregoing resolution.*

01.05.2022

*Interim President - Tony Cardone*





*Interim Vice President - Christine Hanley*  
*Interim Treasurer - Michelle Frasch*  
*Committee Representative - Robert Avery*  
*Committee Representative - Matt Barbour*  
*Committee Representative - Ryan Vautherot*  
*Member Representative - James Morgan*

