



BYLAWS

OF THE

UNITED STATES YOUTH SOCCER
ASSOCIATION, INC.

As of July 27, 2019

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1 **BYLAWS**
2 **OF THE**
3 **UNITED STATES YOUTH SOCCER ASSOCIATION, INC.**
4

5
6 **ARTICLE I**
7 **NAME**
8

9 This nonprofit educational organization shall be incorporated as United States Youth Soccer
10 Association, Inc.
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12 **ARTICLE II**
13 **PURPOSE**
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15 The purposes of this organization shall be as stated in the charter of the United States Youth
16 Soccer Association, Inc., hereinafter referred to as USYSA. The organization is a national
17 association member of the United States Soccer Federation, hereinafter referred to as
18 Federation.
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20 **ARTICLE III**
21 **DEFINITIONS**
22

23 Except as otherwise provided, these definitions apply to these bylaws and all policies of
24 USYSA:

- 25 1. **“Amateur Sports Act”** means the Ted Stephens Olympic and Amateur Sports Act
26 (chapter 2205 of title 36, United States Code).
- 27 2. **“Board of Directors”** means the board of directors of USYSA established under
28 Article XIII.
- 29 3. **“Federation”** means the United States Soccer Federation, Inc.
- 30 4. **“FIFA”** means the Federation Internationale de Football Association of which the
31 Federation is the national association member for the United States.
- 32 5. **“Individual Member”** means an individual who is a member as provided under
33 Article IV.
- 34 6. **“National Council”** means the National Council of USYSA as provided under
35 Article XI.
- 36 7. **“Organization Member”** means an organization that is classified as such a
37 member of USYSA as provided under Article IV.
- 38 8. **“Region”** means one of the geographical areas composed of the State Association
39 members located in that area as provided under Article VIII.
- 40 9. **“Regional Council”** means an advisory body as provided under Article VIII.
- 41 10. **“Regional Representative”** means that person who is elected by the regional
42 council to represent the general membership on matters of interest or concern to the
43 board of directors as provided under Article VIII.
- 44 11. **“Seasonal Year”** means that period of time beginning September 1 of one calendar
45 year and ending on August 31 of the immediately following year.
- 46 12. **“Team”** means a group of soccer players playing on the same side in soccer games.

- 47 13. **“TOPSoccer”** means a community based soccer program that is designed to meet
48 the needs of players with physical and/or mental disabilities. The program is geared
49 toward player development. Athletes are placed on teams according to ability, not
50 by age, and the rules of play, team formation, age restrictions are modified
51 accordingly. Maximum age restrictions contained elsewhere in these bylaws and
52 policies of USYSA do not apply to TOPSoccer program participants.
53 14. **“USYSA”** means the United States Youth Soccer Association, Inc.
54 15. **“USOC”** means the United States Olympic Committee that is the corporation
55 established under the Amateur Sports Act to oversee all amateur athletic activity in
56 the United States.
57 16. **“Youth Player”** means an individual who is an amateur player and who has not
58 reached 20 years of age prior to December 31 for the current seasonal year.
59

60 **ARTICLE IV**
61 **MEMBERSHIP**
62

63 **Section 1. Eligibility.** The membership of USYSA is open to all soccer organizations and all
64 soccer players, coaches, trainers, managers, administrators, and officials without
65 discrimination on the basis of race, color, religion, age, sex, or national origin.

66 **Section 2. Categories.** USYSA shall have the following membership categories:

67 **A. Organization Members.**

- 68 1. **Affiliate.** To qualify for affiliate membership, an organization shall be a youth
69 sports organization that conducts soccer programs in at least five (5) states of the
70 United States.
71 2. **Associate.** To qualify for associate membership, an organization shall be an
72 organization formed to advance a particular aspect of youth soccer, but not
73 responsible for recruiting, training, fielding, and funding of players.
74 3. **State Association.** To qualify for state association membership, the organization
75 must be the administrative body within a territory determined by the National
76 Council to carry out USYSA’s programs for youth players. This association shall
77 be in a single state of the United States.

78 **B. Individual Members.** An individual who is a player, coach, referee, or administrator
79 is an individual member of USYSA:

- 80 1. through that individual’s membership or association with an organization member;
81 2. as an elected officer or member of the board of directors;
82 3. if the individual occupies an unpaid administrative position within USYSA;
83 4. as a committee member of USYSA; or
84 5. through the individual joining USYSA in compliance with the requirements
85 established by the board of directors.

86 **C. Sustaining Members.** An individual or an organization not fitting the definitions as
87 defined by Sections 2A or 2B of this Article may be a sustaining member of USYSA
88 for one year upon completing a sustaining member application form, paying a yearly
89 membership fee to USYSA, and complying with requirements established by the board
90 of directors.

91 **Section 3. Admission to Membership.**

92 **A. Organization Members.** An organization desiring to become an organization member
93 of USYSA must submit a written application for membership to the chief executive
94 officer, for approval by the board of directors, which includes the following:

- 95 1. the classification of organization membership being applied for; and
- 96 2. copies of its charter, articles of incorporation, bylaws, rules, regulations, any rules
97 of play, and other governing documents appropriate to understanding the structure
98 and activities of the organization.

99 **B. State Associations.** There shall be only one state association in each state of the
100 United States, except that in the states of California, New York, Ohio, Pennsylvania,
101 and Texas there may be two (2) state associations, each responsible for a designated
102 geographical portion of the state and each of which shall serve as the highest level
103 administrative body for soccer for youth players within its geographical portion of the
104 state.

105 **Section 4. Terms of Membership.**

106 **A. Membership Year.**

- 107 1. **Organization and Individual Member.** The term of membership of an
108 organization or individual member is for one seasonal year. However, if the
109 member is admitted and the membership is effective before the beginning of the
110 next seasonal year, the initial term of membership for that member is for the
111 balance of the seasonal year. Membership automatically renews each seasonal year
112 as long as the member remains in good standing with USYSA, which includes: (1)
113 being current with player registration fees, (2) not having any outstanding fines or
114 suspension, and (3) being compliant with USYSA policies.
- 115 2. **Sustaining Member.** The term of membership of a sustaining member is for one
116 year from the date their membership is effective. Membership automatically
117 renews on their membership anniversary date as long as the member remains in
118 good standing with USYSA, which includes: (1) being compliant with USYSA
119 policies and (2) not having any outstanding fines or suspension.

120 **B. Provisional Membership.**

- 121 1. For organization membership requiring National Council approval, the board of
122 directors may grant to, deny, or withdraw provisional membership from, an
123 applicant applying for organization membership until the next meeting of the
124 National Council. The application shall be submitted to the National Council at its
125 next meeting.
- 126 2. An applicant granted provisional membership as an organization member has all
127 the rights and responsibilities of that classification of organization member granted
128 except that the provisional member may not vote.
- 129 3. Provisional membership is terminated at the end of the National Council meeting at
130 which the applicant's membership is considered unless the National Council
131 further extends the period of provisional membership or the applicant's application
132 for membership is approved by the National Council.

133 **C. Change in Status.** With the consent of the board of directors, an organization member
134 may change its organizational structure without losing its membership in USYSA.
135 However, if the change in the organizational structure is of such a nature that it would
136 change a member from one classification of organization member to another

137 classification of organization member, the member must apply for that new
138 classification of organization member of USYSA as a new member of USYSA.

139 **Section 5. Prohibition on Transferring and Assigning Membership.** Membership in
140 USYSA is not transferable or assignable. Membership terminates when USYSA dissolves, the
141 organization member or sustaining organization member dissolves, the individual or sustaining
142 individual member dies, or as otherwise provided under these bylaws.

143 **Section 6. Resignation.** Any member may resign from membership in USYSA by submitting
144 a written resignation to USYSA. A vote is not required to accept a resignation from a member.
145 The resignation will be effective upon receipt by USYSA. A member's resignation does not
146 relieve the member of any obligation to pay any fees that had been accrued and were unpaid
147 before the effective date of the resignation.

148 **Section 7. Reinstatement.** A suspended member of USYSA may submit a written request for
149 reinstatement. The board of directors may reinstate the membership of a suspended member
150 on reasonable terms that the board considers appropriate.

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**ARTICLE V
ORGANIZATION MEMBERS**

155 **Section 1. General Responsibilities.** Each organization member must do the following:

- 156 1. to the extent consistent with applicable law, comply with its bylaws and the bylaws
157 of USYSA and the Federation as they apply to the classification of member to
158 which the organization member belongs;
- 159 2. to the extent consistent with applicable law, comply with its policies and
160 procedures and the policies and procedures and requirements of USYSA with
161 respect to USYSA's internal operations and the administration of USYSA
162 programs;
- 163 3. pay fees due USYSA by the deadline the fees are required to be paid; and
- 164 4. comply with the Amateur Sports Act, to the extent applicable.

165 **Section 2. Authority.** Each organization member shall retain its own autonomy except as
166 otherwise provided in these bylaws.

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**ARTICLE VI
STATE ASSOCIATION MEMBERS**

171 **Section 1. General Responsibilities.** In addition to other requirements of these bylaws, each
172 state association shall:

- 173 1. adhere to its bylaws;
- 174 2. annually register with USYSA all of its players, coaches, and administrators;
- 175 3. provide USYSA at least once each seasonal year the names and information
176 required by policy for its players, coaches, and administrators;
- 177 4. require that each of its individual players, coaches, teams, and administrators that
178 are sponsored, financed, coached, organized, or administered by an organization
179 member register with USYSA;
- 180 5. provide and coordinate opportunities for every player under its jurisdiction to play
181 soccer at the developmental, intermediate, and advanced levels; and

- 182 6. comply with requirements pertaining to interstate, national, and international
183 competition and other competitions approved or sponsored by USYSA and as
184 required by the Federation.

185 **Section 2. Risk Management.**

- 186 **A.** USYSA and each state association are responsible for establishing and monitoring a
187 risk management program within its jurisdiction.
188 **B.** At a minimum, the risk management program must include:
189 1. use of an employment/volunteer disclosure statement for all volunteers, employees,
190 coaches, and program administrators who are involved with any approved or
191 sponsored program of USYSA or the state association or member of the state
192 association; and
193 2. identification of a risk management coordinator and an alternate for the
194 organization.

195
196 **ARTICLE VII**
197 **FEES AND DISCIPLINE**
198

199 **Section 1. Annual Fees.**

- 200 **A. Organization Member.** Each organization member shall pay to USYSA annual fees
201 recommended by the board of directors and approved by the National Council.
202 **B. Individual and Sustaining Members.** The fees for individual and sustaining members
203 shall be as prescribed by the board of directors.

204 **Section 2. Suspensions and Terminations.**

205 **A. Suspension.**

- 206 1. **Failure to Pay Fees.** Any member failing to pay any fees due USYSA shall be
207 provided written notice of the delinquency. If those fees are not paid within 30 days
208 after the date of the notice of delinquency, the delinquent member may be
209 suspended from membership in USYSA after a proper hearing pursuant to
210 Subsection 3B of this Article. The member shall be notified in writing of any
211 suspension and the date on which membership will be terminated if the fees remain
212 unpaid.
213 2. **Due to Litigation.**
214 (a) Any person participating in a USYSA program, or in a program of a state
215 association or a program of a member of a state association, who becomes a
216 defendant in litigation detrimental to the welfare of youth players or litigation
217 based on activities detrimental to the welfare of youth players, shall be
218 suspended from all soccer-related activities. Suspensions under this bylaw shall
219 be determined by the appropriate state association or the USYSA Board of
220 Directors. Matters detrimental to the welfare of youth players shall include, but
221 not be limited to, crimes of moral turpitude and felonies. The person has a right
222 to appeal the suspension only over whether the matter which is the substance of
223 the accusation, if true, is detrimental to the welfare of youth players.
224 (b) On completion of the litigation, the suspended person may inform the body
225 suspending the person under Subsection 2A2(a) of this Article that the litigation
226 has been completed and request that the suspension be terminated and the
227 person reinstated. The suspending body may grant the request of the person or,

228 if the decision of the litigation was adverse to the person, may continue the
229 suspension for a period specified by the suspending body, fine the person,
230 terminate all membership of that person with the suspending body and its
231 members, or any combination of those authorized penalties.

232 **B. Termination.**

- 233 1. The membership of a state association may be terminated by the National Council
234 for cause by a two-thirds vote of the National Council.
- 235 2. If the membership of a state association is terminated either by resignation from
236 USYSA or under Subsection 2A1 or Subsection 2B1 of this Article, USYSA shall
237 immediately undertake actions to replace that organization with another
238 organization having the same USYSA jurisdiction as the organization whose
239 membership is terminated. That replacement organization may include an
240 organization established and temporarily operated by USYSA.
- 241 3. The board of directors may terminate the membership of a sustaining member as
242 prescribed in Section 3A of this Article.

243 **Section 3. Suspension, Termination and Other Penalties.**

244 **A.** The board of directors may suspend, fine, terminate and/or impose any other penalty
245 on any member of USYSA, if the board determines that:

- 246 1. the conduct of the member is adverse to the best interests of soccer or USYSA; or
247 2. the member has not complied with the requirements of its membership in USYSA.

248 **B.** The board of directors may act under this Article only after a hearing, reasonable
249 notice to the member of the time and place of the hearing, and providing the member
250 with a reasonable opportunity to present evidence in support of the member's position.

251 **Section 4. Effect.** A suspension or other disciplinary action imposed by USYSA in accordance
252 with these bylaws shall be recognized by all members of USYSA on notification by USYSA.
253 Suspensions and other disciplinary actions imposed by members of USYSA shall be
254 recognized by USYSA and all other USYSA members on proper notification to USYSA.

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256

ARTICLE VIII
REGIONS

257

258

259 **Section 1. Composition of Regions.** Regions shall be composed as follows:

260 **A.** Region I: Connecticut Junior Soccer Association, Delaware Youth Soccer Association,
261 Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth Soccer
262 Association, Maryland State Youth Soccer Association, Massachusetts Youth Soccer
263 Association, New Hampshire Soccer Association, New Jersey Youth Soccer
264 Association, , New York State West Youth Soccer Association, , Pennsylvania West
265 Soccer Association, Soccer Rhode Island, Soccer Maine, Vermont Soccer Association,
266 Virginia Youth Soccer Association, and West Virginia Soccer Association.

267 **B.** Region II: Illinois Youth Soccer Association, Indiana Soccer, Iowa Soccer Association,
268 Kansas State Youth Soccer Association, Kentucky Youth Soccer Association,
269 Michigan State Youth Soccer Association, Minnesota Youth Soccer Association,
270 Missouri Youth Soccer Association, Nebraska State Soccer Association, North Dakota
271 Soccer Association, Ohio South Youth Soccer Association, Ohio Youth Soccer
272 Association – North, South Dakota State Soccer Association, and Wisconsin Youth
273 Soccer Association.

274 C. Region III: Alabama Soccer Association, Arkansas State Soccer Association, Florida
275 Youth Soccer Association, Georgia Soccer, Louisiana Soccer Association, Mississippi
276 Soccer Association, North Carolina Youth Soccer Association, North Texas State
277 Soccer Association, Oklahoma Soccer Association, South Carolina Youth Soccer
278 Association, South Texas Youth Soccer Association, and Tennessee State Soccer
279 Association.

280 D. Region IV: Alaska Youth Soccer Association, Arizona Youth Soccer Association,
281 California Youth Soccer Association - North, California Youth Soccer Association -
282 South, Colorado Soccer Association, Hawaii Youth Soccer Association, Idaho Youth
283 Soccer Association, Montana Youth Soccer Association, New Mexico Youth Soccer
284 Association, Oregon Youth Soccer Association, United States Youth Soccer of
285 Nevada, Utah Youth Soccer Association, Washington Youth Soccer and Wyoming
286 Youth Soccer.

287 E. The composition of regions may be amended by a majority vote of the National
288 Council.

289 **Section 2. Regional Council.** Each region shall:

290 A. have a regional council composed of at least one delegate from each state association
291 within the region as provided in Article XII, Section 1C and the regional representative
292 of the respective region; and

293 B. ensure that voting will be as stated in Article XII.

294 **Section 3. Qualifications of Regional Representative.** The candidate for this position shall:

295 A. Be in good standing with USYSA or of any member; and

296 B. Not be a paid employee of USYSA or of any member.

297 **Section 4. Duties of the Regional Council.** Each regional council shall:

298 A. comply with all bylaws, rules, policies, and requirements of USYSA;

299 B. elect a representative to the board of directors whose duties are as follows

300 1. serve as chair of all meetings of the regional council;

301 2. provide notice of the regional council meetings to the state associations within the
302 region no fewer than 45 days before the date of the meeting;

303 3. provide a proposed agenda with copies of any items proposed by the regional
304 council to be considered at each meeting at least 30 days before the date of the
305 meeting; and

306 4. if desired, vote only when the vote is by ballot, or in all other cases, to affect the
307 result of the vote.

308 C. hold at least two (2) regional council meetings each seasonal year, with one meeting
309 held concurrently with the National Council meeting;

310 **Section 5. Meetings.**

311 A. Any business item to be presented at a regular meeting must be submitted in writing to
312 the regional representative at least 45 days before the date of the meeting.

313 B. **Special meetings.**

314 1. Special meetings may be called at any time on the request of: 1) the regional
315 representative of the region; or 2) at least five state associations of the region.

316 2. The request for a special meeting shall state the items to be considered at the
317 special meeting. No other items may be considered at the meeting.

- 318 3. Notice of a special meeting shall be provided to each state association of the region
319 within 14 days of the meeting. The meeting must be held within 60 days of the
320 request for the meeting.
321

322 **ARTICLE IX**
323 **OFFICERS**
324

325 **Section 1. Officers.** The elected officers of USYSA shall be a chair, vice-chair, secretary,
326 treasurer, member-at-large, and the regional representatives.

327 **Section 2. Qualifications.** The candidates for elected office shall:

- 328 1. Be in good standing with USYSA; and
329 2. Not be a paid employee of USYSA or of any member.
330 3. Not hold more than one (1) office or serve concurrently as an officer or director on
331 the board of directors of a member organization unless prescribed otherwise by
332 these bylaws.

333 **Section 3. Election of Officers.** Officers shall be elected at the annual general meetings as
334 follows:

335 **A.** The chair and secretary are elected at the annual general meetings held in the even-
336 numbered years. The regional representatives from regions II and IV are elected at the
337 regional council meeting held concurrently with the annual general meeting held in the
338 even-numbered years.

339 **B.** The vice-chair, member-at-large, and treasurer are elected at the annual general
340 meetings held in the odd-numbered years. The regional representatives from regions I
341 and III are elected at the regional council meeting held concurrently with the annual
342 general meeting held in the odd-numbered years.

343 **Section 4. Term of Office.** All officers shall assume office at the close of the annual general
344 meeting at which they are elected. All officers shall serve for a term of two years or until their
345 successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office
346 or position begins immediately after being elected to fill the vacancy. An individual may not
347 be elected to any one office for more than three full terms, except that an individual who is
348 elected or succeeds to fill a vacancy of an unexpired term of more than one year may not be
349 elected for three full terms. (This bylaw shall apply at the end of this meeting on 7/30/16;
350 however those currently serving Board of Directors at the end of this meeting 7/30/16 shall be
351 entitled to serve for three terms or two full terms and a partial term in their current office after
352 the AGM on 7/30/16.)

353 **Section 5. Duties of Officers.** The officers shall perform the duties provided in this section
354 and such other duties as are prescribed for the office in these bylaws, by the board of directors,
355 or in the adopted parliamentary authority. In addition to the responsibilities specified in
356 Sections A through D of this subsection, the chair, vice-chair, secretary, and treasurer of
357 USYSA shall each provide an annual report 30 days prior to the annual general meeting of the
358 National Council.

359 **A. Duties of the Chair.** The chair:

- 360 1. shall serve as chair of all meetings of the National Council and board of directors;
361 2. may execute instruments for USYSA that the board of directors authorizes to be
362 executed;

- 363 3. oversee the activities of the chief executive officer and act as the liaison between
364 the board of directors and the chief executive officer; and
365 4. shall perform other responsibilities assigned by the board of directors.

366 **B. Duties of the Vice-Chair.** The vice-chair shall:

- 367 1. assist the chair;
368 2. assume the responsibilities of the chair when the chair is absent, cannot act, or
369 refuses to act; and
370 3. perform other responsibilities assigned by the board of directors or the chair.

371 **C. Duties of the Secretary.** The secretary shall:

- 372 1. ensure that minutes of meetings of the National Council and board of directors are
373 taken and published; and
374 2. perform other responsibilities assigned by the board of directors or the chair.

375 **D. Duties of the Treasurer.** The treasurer shall:

- 376 1. give general oversight to the management of all USYSA funds;
377 2. make a financial report to the board of directors at each meeting and at other times
378 when requested by the chair or board of directors;
379 3. in accordance with the financial policies of USYSA, cooperate with the audit
380 committee in such a manner as to enable timely completion of an independent audit
381 of the financial accounts and transactions of USYSA;
382 4. assist the board of directors in reviewing a proposed two-year budget for USYSA
383 in consultation with the chief executive officer; and
384 5. perform other responsibilities assigned by the board of directors or the chair.

385 **E. Duties of the Member-at-Large and Regional Representatives.** The member-at-
386 large and regional representatives shall:

- 387 1. represent the general membership on matters of interest or concern; and
388 2. perform other responsibilities assigned by the board of directors or the chair.

389 **Section 6. Removal from Office.** Any officer referred to in Article IX, Section 1 or director
390 referred to in Article XIII, Section 1 when serving as a member of the board of directors may
391 be removed from office by a majority vote of the members entitled to vote for that office.

392 **Section 7. Vacancy in Office.**

393 **A.** If the office of chair becomes vacant for any reason, the vice-chair shall become the
394 chair for the balance of the term.

395 **B.** If the office of vice-chair, secretary, treasurer, member-at-large, or independent
396 director becomes vacant for any reason, the remaining members of the board of
397 directors may elect an individual to the office or position to fill the vacancy until the
398 next National Council meeting.

399 **C.** If the office of a regional representative of a region becomes vacant, the regional
400 council of the region may elect an individual to fill the vacancy at the next regional
401 council meeting, for the balance of the term.

402 **D.** However, if a vacancy is caused by an election during a National Council meeting, the
403 election to fill the vacancy for the balance of the term shall occur during that National
404 Council meeting, or the next regional council meeting if applicable.

405 **Section 8. Restrictions.** No officer referred to in Article IX, Section 1 or director referred to
406 in Article XIII, Section 1 may:

- 407 **A.** receive compensation (except for reimbursement for expenses) for services as an
408 officer or director;

- 409 **B.** be an officer or a member of the board of directors of any organization member of
410 USYSA or the Federation, except as provided otherwise in these bylaws; or
411 **C.** be a paid employee of, or receive compensation (except reimbursement for expenses)
412 from USYSA, any organization member of USYSA, or the Federation.

413
414 **ARTICLE X**
415 **NOMINATIONS AND ELECTIONS**
416

417 **Section 1. Governance and Nominating Committee.**

- 418 **A. Membership.** The governance and nominating committee shall consist of five (5)
419 members.
- 420 **B. Eligibility to Serve.** Current board members may not serve on the governance and
421 nominating committee. Governance and nominating committee members may only
422 serve one term.
- 423 **C. Term.** Governance and nominating committee members shall serve for two years.
- 424 **D. Election of Members.** Each regional council shall appoint one member of the
425 committee and the USYSA Chair, in consultation with the board of directors, shall
426 appoint one member of the governance and nominating committee who shall serve as
427 the committee chair. Regions II and IV shall appoint their members in odd years and
428 Regions I and III members and the Governance Committee Chair shall be appointed in
429 even years. (For transition purposes, only once and contrary to “Section C. Term”
430 above, the current members from Regions II and IV shall serve an additional one year
431 added to their current term).
- 432 **E. Vacancies.** Vacancies in the membership of the committee shall be filled in the same
433 manner specified in Section 1D of this Article.
- 434 **F. Duties.** When a board position is going to become available due to a current director’s
435 term ending, or becomes available due to the resignation or removal of a director, the
436 board shall have the right, but not the obligation, to provide the governance and
437 nominating committee with a written description of the skills and experiences the
438 board feels would be beneficial to the association in its next board member. The
439 governance and nominating committee shall recruit candidates and accept nominations
440 and consider the qualifications of candidates proposed by the membership or the
441 governance and nominating committee. Candidates proposed by the membership must
442 be submitted to the committee no later than 60 days prior to the annual meeting. The
443 governance and nominating committee shall provide to each member, at least 30 days
444 prior to the election, a written description setting forth the committee’s views regarding
445 the qualifications, skills, and experiences making each candidate a good selection for
446 the board. The governance and nominating committee shall submit at least one (1)
447 name for each office to be filled. The committee will bring forth all the names of
448 submitted candidates. At each annual meeting, the National Council shall vote upon
449 the candidate(s) as presented by the governance and nominating committee; in the
450 same manner, regional representatives shall be elected by the region. Election shall be
451 by majority vote.
- 452 **G. Nominations from the Floor.** Nominations from the floor are not allowed, unless
453 there are no candidates for an office to be elected.
454

455 **ARTICLE XI**
456 **NATIONAL COUNCIL AND MEETINGS**
457

458 **Section 1. Composition.** USYSA has a National Council that is composed of representatives
459 of organization members and the board of directors.

460 **Section 2. Authority.** The National Council has the following authority to:

- 461 **A.** amend the charter and bylaws of USYSA;
- 462 **B.** approve an annual budget;
- 463 **C.** approve prior actions of the board of directors;
- 464 **D.** approve minutes of prior meetings;
- 465 **E.** elect all officers and independent directors, except the regional representatives;
- 466 **F.** elect commissioners of the Federation's Youth Council Administrative Commission,
467 and board of directors;
- 468 **G.** approve player registration fees;
- 469 **H.** approve applications of organization members; and
- 470 **I.** terminate memberships of organization members after a hearing.

471 **Section 3. Regular Meeting.**

472 **A. Annual General Meeting.** The National Council shall hold an annual general meeting
473 during the time period of June 1 through August 31.

474 **B. Notice of Meeting.** USYSA shall provide to each organization member and the board
475 of directors:

- 476 1. no more than 60 days but no fewer than 45 days before the date of the meeting,
477 notice of the annual general meeting, giving the date, time, and location of the
478 meeting; and
- 479 2. at least 30 days before the date of the meeting, a proposed agenda with copies of
480 reports of officers and any items proposed to be considered at the meeting.

481 **C. Business Items.** Any business item (other than proposed amendments to the charter or
482 bylaws of USYSA) to be presented at an annual general meeting must be submitted in
483 writing to USYSA at least 60 days before the meeting.

484 **Section 4. Special Meetings.** A special meeting of the National Council may be called at any
485 time on request of: (a) the Chair of USYSA; (b) a majority of the board of directors; or (c) at
486 least 15 organization members of USYSA. The request shall state the business items to be
487 considered at the special meeting. No other items may be considered at the meeting. Notice of
488 a special meeting shall be provided to each organization member and the board of directors
489 and shall include the date, time, place, and location as well as the business item(s) to be
490 considered. The meeting notice must be sent to the National Council members at least 30 days
491 prior to the meeting date.

492 **Section 5. Location of Meetings.** The board of directors may designate any place within the
493 United States as the place of meeting for a meeting of the National Council.

494 **Section 6. Voting Body.** The voting body of the National Council meetings shall be as
495 prescribed in Article XII.

496 **Section 7. Quorum.** A quorum for any National Council meeting shall be a majority of the
497 total number of eligible votes of all members.

**ARTICLE XII
VOTING BODY**

Section 1. State Associations.

A. Each state association is entitled to vote at National Council meetings, regional council meetings, and the Federation National Council meetings. A state association shall have the following number of votes:

- (1) 100–1,000 players – 1 vote.
- (2) 1,001–5,000 players – 2 votes.
- (3) 5,001–25,000 players – 3 votes.
- (4) 25,001–50,000 players – 4 votes.
- (5) 50,001–100,000 players – 5 votes.
- (6) 100,001 players and over – 6 votes.

B. At each National Council meeting and regional council meeting, the number of votes of a state association is based upon Section 1A of this Article unless prescribed otherwise by Section 1C of this Article. For the purposes of calculating the number of votes, the number of players is defined as the number of players registered by the state association with USYSA for the immediate, prior seasonal year or the current seasonal year, whichever is greater. The determination of the number of votes for the current seasonal year shall be as of 30 days before the beginning of the National Council meeting or, if a mail vote, 30 days before the material on the mail vote is distributed.

C. At each regional council meeting, the number of votes of a state association is based upon Section 1A of this Article or voting will be one vote for each state association. However, for voting on any elections, Section 1A of this Article must be followed.

D. At National Council meetings and regional council meetings, a state association may have delegates at each of those meetings equal to the number of votes it is allowed to cast at the meeting and an alternate to each delegate. All votes of the state association may be cast by any of the delegates present at the time of the vote even if all of its representatives are not present.

Section 2. Affiliate and Association Members. Each affiliate and associate member is entitled to one vote only at National Council meetings.

Section 3. Officers and Board of Directors.

A. Each member of the board of directors, except the individual chairing the meeting, is entitled to one vote each at National Council meetings.

B. The individual who is chairing a meeting of the National Council may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

Section 4. Individuals and Sustaining Members. Except as otherwise provided in these bylaws for officers or members of the board of directors, individual and sustaining members are not entitled to vote at any meeting.

Section 5. Proxy. An organization member having a vote at a meeting of the National Council may have its votes cast by proxy. The proxy must be in writing, signed by an elected President/Chair or their designee, specify the date on which the proxy was executed, and specify the meeting for which the proxy is effective.

Section 6. Voting by Mail. The board of directors may authorize the members of the National Council to vote by mail on any matter on which the membership of the National Council may vote.

544 **Section 7. Limitation.** An individual may vote at any meeting of USYSA in only one
545 capacity.

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**ARTICLE XIII
BOARD OF DIRECTORS**

550 **Section 1. Composition.** The USYSA Board of Directors is composed of:¹

551 A. the chair;

552 B. the immediate past chair, as provided by Section 3 of this Article;

553 C. the vice-chair;

554 D. the secretary

555 E. the treasurer;

556 F. the member-at-large;

557 G. four (4) regional representatives;

558 H. two (2) independent directors, as provided by Section 4 of this Article; and

559 I. the chief executive officer, ex officio, non-voting.

560 Each member of the board of directors may hold only one position on the board of directors at
561 a time.

562 **Section 2. Duties of the Board of Directors.** Except as otherwise provided in these bylaws,
563 the board of directors shall:

564 A. enforce the bylaws, rules, policies, and procedures of USYSA;

565 B. submit to the National Council at each annual meeting:

566 1. a complete report on the activities of USYSA since the last annual meeting; and

567 2. a complete financial report;

568 C. propose a budget for each fiscal year to be submitted for approval by the National
569 Council;

570 D. adopt the report of the auditor annually;

571 E. make employment and compensation decisions concerning the USYSA Chief
572 Executive Officer;

573 F. adopt policies regarding the management, compensation, and fringe benefits provided
574 to USYSA personnel;

575 G. analyze at least annually, the organization's progress in achieving its objectives and
576 report the findings to the membership;

577 H. set the place, date, and time of meetings as prescribed in these bylaws;

578 I. establish fees as prescribed in these bylaws or USYSA policies and procedures;

579 J. fill vacancies as provided in these bylaws, with at least 24 hours notice; and

580 K. exercise such other duties as prescribed for the board of directors in these bylaws, by
581 the National Council, in the USYSA policies and procedures, or in the adopted
582 parliamentary authority.

583 **Section 3. Immediate Past Chair.** The Immediate Past Chair of USYSA shall serve a two-
584 year term on the board of directors on the expiration of the individual's term as chair. An
585 individual removed as chair or immediate past chair under Article IX, Section 6 is not a
586 member of the board of directors, and the position of immediate past chair remains vacant on
587 the board.

588 **Section 4. Independent Directors.**

¹ See provisos

589 **A. Qualifications.** An individual qualifies to be an independent director if that individual
590 meets the following criteria and maintains these criteria while holding his or her
591 position as independent director:
592 1. the individual or the individual’s immediate family member has not been employed
593 or held any governance position within the last five (5) years with any soccer
594 organization;
595 2. the individual or the individual’s immediate family member has not received any
596 compensation (other than reimbursement of actual expenses) within the last five (5)
597 years from any soccer organization; and
598 3. the individual or the individual’s immediate family member has not been a partner
599 or had an ownership interest of five (5) percent or more in any soccer organization
600 or any sponsor or vendor of a soccer organization within the last five (5) years.

601 **B. Election.** Two individuals will be elected by majority vote by the National Council as
602 independent directors. One independent director will be elected at each annual general
603 meeting. These individuals will serve as elected volunteer members of the board of
604 directors but not as officers of USYSA.

605 **C. Term of Office.** The independent directors shall assume office at the close of the
606 annual general meeting at which they are elected. They shall serve for a term of two
607 years or until their successors are elected or appointed. If the individual is fulfilling a
608 vacancy, the term of office or position begins immediately after being elected to fill the
609 vacancy. An individual may not be elected as an independent director for more than
610 three full terms. (This bylaw shall apply at the end of this meeting on 7/30/16; however
611 those currently serving Board of Directors at the end of this meeting 7/30/16 shall be
612 entitled to serve for three terms or two full terms and a partial term in their current
613 office after the AGM on 7/30/16.)

614 **D. Duties of Independent Directors.** The independent directors shall:
615 1. represent the general membership on matters of interest and concern; and
616 2. perform other responsibilities assigned by the board of directors or the chair.

617 **Section 5. Meetings.**

618 **A. Regular Meetings.** The board of directors shall hold at least two (2) regular meetings
619 each seasonal year. The board shall establish the time, place, and location of the
620 meetings. Written notice of a regular meeting must be given at least 30 days before the
621 date of the meeting.

622 **B. Special Meetings.** The board of directors may hold special meetings called at the
623 request of the Chair of USYSA or by a majority of the board of directors. The request
624 shall state the business items to be considered at the special meeting. No other items
625 may be considered. Notice of a special meeting shall be provided to all members of the
626 board of directors not less than seven (7) nor more than twenty (20) days before the
627 date of the meeting.

628 **Section 6. Voting.** Each voting member of the board of directors has one vote, except that the
629 individual presiding at a board meeting may vote only when the vote is by ballot or, in any
630 other case, to affect the result of the vote.

631 **Section 7. Quorum.** A quorum for any board meeting shall be a majority of the total number
632 of eligible voting members in office immediately before a meeting begins.

633 **Section 8. Proxies.** Proxies are not permitted at meetings of the board of directors.

634

635 **ARTICLE XIV**
636 **COMMITTEES**
637

638 **Section 1. Standing Committees.** USYSA shall have the following standing committees:

- 639 A. Audit Committee; and
- 640 B. Governance and Nominating Committee.

641 **Section 2. Duties of Standing Committees.** Except as otherwise provided in these bylaws, the
642 USYSA Chief Executive Officer and USYSA Chair, shall prescribe the responsibilities of any
643 standing committee(s) with review and approval by the board of directors.

644 **Section 3. Composition of Standing Committees.**

- 645 A. Each standing committee shall consist of a minimum of three (3) members.
- 646 B. The chief executive officer, with consultation from the USYSA Chair, shall appoint the
647 chair and members of each standing committee with the approval of the board, with the
648 exception of the Governance and Nominating Committee which shall be elected as
649 prescribed in Section 1D of Article X.
- 650 C. Members of the standing committees shall be appointed annually, with the exception of
651 the Governance and Nominating Committee which shall be appointed as prescribed in
652 Section 1D of Article X. A committee member continues to serve until a successor has
653 been appointed.

654 **Section 4. Special Committees.** Subject to the approval of the board of directors, the Chair of
655 USYSA, or the chief executive officer in consultation with the USYSA Chair, may establish
656 special committees, appoint the members and chair of each of those committees, and prescribe
657 the responsibilities of each.

658 **Section 5. Restriction.** No member of a committee may receive compensation (except
659 reimbursement for expenses) for services performed as a committee member.

660 **ARTICLE XV**
661 **FEDERATION POSITIONS**
662

663 **Section 1. Procedures for Filling Positions.**

- 665 A. USYSA has the opportunity to elect Commissioners to the Federation’s Youth Council
666 Administrative Commission. This bylaw applies to individuals:
 - 667 1. who are selected by USYSA to serve on the Administrative Commission for two-
668 year terms; and
 - 669 2. serving on the Administrative Commission and are then elected by the Youth
670 Council to serve on the Federation’s Board of Directors.
- 671 B. Individuals to be commissioners for the positions allocated to USYSA are selected as
672 follows:
 - 673 1. the Chair of USYSA, ex officio, with terms expiring in even-numbered years.
 - 674 2. the Vice-Chair of USYSA, ex officio, with terms expiring in odd-numbered years.
 - 675 3. And the remaining positions allocated to USYSA shall be elected from and by the
676 USYSA Board of Directors, except that the Independent Directors are ineligible to
677 hold these Youth Council positions.
- 678 C. If such an individual also holds a position on the Federation Board of Directors, that
679 individual holds the position on the Federation Board for only as long as that individual
680 holds the USYSA position.

681 **ARTICLE XVI**
682 **ELECTRONIC MEETINGS AND COMMUNICATION**
683

684 **Section 1. Meetings.** The USYSA Board of Directors and all committees and subcommittees
685 shall be authorized to meet by telephone conference or through other electronic
686 communications media so long as all the members can simultaneously hear each other and
687 participate during the meeting.

688 **Section 2. Communication.** Unless members indicate otherwise to USYSA, all
689 communication required in these bylaws, including meeting notices, may be sent electronically.
690

691 **ARTICLE XVII**
692 **GRIEVANCES, DISPUTES, AND APPEALS**
693

694 **Section 1. General Requirements.**

695 **A.** Each organization member shall have grievances, disputes, and appeals provisions in its
696 bylaws, rules, or other document that clearly states the procedures under which
697 adjudication of appeals and other disciplinary matters shall occur.

698 **B.** If an organization member does not have those procedures required by Section A of this
699 Article, the following procedures apply:

- 700 1. All parties are entitled to a hearing with proper notification.
- 701 2. Once a grievance, dispute, or appeal has been properly filed, the chair of the
702 appropriate entity of the organization member shall notify all involved parties
703 within five (5) days of receipt of the grievance, dispute, or appeal, the nature of the
704 grievance, dispute, or appeal, the names of all parties, a copy of the grievance,
705 dispute, or appeal, and the date, time, and place of the hearing.
- 706 3. The conduct of the hearing shall be as determined by the rules of the organization
707 member.
- 708 4. A record (called the official record) shall be kept of the proceedings.
- 709 5. A written notification of the decision shall be sent to all involved parties in a timely
710 fashion. This notice shall be sent by certified mail.
- 711 6. All hearings shall be scheduled to be held within 30 days.

712 **Section 2. Resolution of Disputes.**

713 **A.** A dispute between or among organization members shall be resolved by a special
714 commission of the board of directors as follows:

- 715 1. Any organization member involved in a dispute between or among organization
716 members shall submit a written petition to the board of directors for the resolution
717 of the dispute.
- 718 2. Within 30 days of receiving the petition, the Chair of USYSA, in consultation with
719 the board of directors, shall appoint a special commission composed of three (3) or
720 five (5) members.
- 721 3. Each special commission may prescribe appropriate procedures for resolving the
722 dispute, except that a hearing shall be conducted within 90 days of receipt of the
723 petition, and a written decision or resolution shall be issued within 120 days of
724 receipt of the petition.
- 725 4. The decision of the special commission is final and binding on all parties.

726 5. The USYSA Chair may require the disputing parties to participate in mediation
727 before the appointment of the special commission, in which case the deadlines
728 provided in paragraph 3 are extended by not more than 30 days.

729 **B.** With respect to all other disputes, USYSA:

- 730 1. favors the resolution of disputes through mediation whenever possible;
- 731 2. shall provide for the prompt resolution of disputes; and
- 732 3. shall prescribe policies to carry out this section.

733 **Section 3. Appeals.**

734 **A.** Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or
735 policy, appeals of USYSA matters shall be as follows:

- 736 1. A matter that may be appealed from a level below the national level may be
737 appealed to the appropriate body or a special committee established by the board of
738 directors as the case may be, and then to the board of directors; and
- 739 2. For all other matters, the matter may be appealed to the board of directors.

740 **B.** The board of directors shall prescribe a policy to carry out this bylaw, including the
741 amount of the appeals fee.

742 **Section 4. Exhaustion of Remedies.**

743 **A.** No member of USYSA, official, league, club, team, player, coach, administrator or
744 referee may invoke the aid of the courts of the United States or of a state without first
745 exhausting all available remedies within the appropriate soccer organizations, and as
746 provided within USYSA.

747 **B.** For a violation of this bylaw, the offending party shall be subject to suspension and
748 fines, and shall be liable to USYSA for all expenses incurred by USYSA and its officers
749 and members of the board of directors in defending each court action, including the
750 following:

- 751 1. court costs;
- 752 2. attorney's fees;
- 753 3. reasonable compensation for time spent by USYSA officials and employees in
754 responding to and defending against allegations in the action, including responses to
755 discovery and court appearances;
- 756 4. travel expenses; and
- 757 5. expenses for holding special National Council meetings necessitated by court
758 action.

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760 **ARTICLE XVIII**
761 **ADMINISTRATIVE OPERATIONS**

762

763 **Section 1. Chief Executive Officer.** The conduct of business and the management of affairs
764 of USYSA shall be under the direction of a chief executive officer.

765 **A. Accountability.** The chief executive officer shall be employed by the board of
766 directors and report to the USYSA Chair.

767 **B. Duties.** The chief executive officer shall:

- 768 1. be responsible for the complete management of the operations of the organization
769 under the direction of the USYSA Chair;
- 770 2. be responsible for the employment of such personnel as required to carry out the
771 operations of USYSA provided that such employment falls within the constraints

- 772 established by the budget and personnel policies established by the USYSA Board
773 of Directors;
- 774 3. establish committees and committee members as needed, with consultation from
775 the USYSA Chair and approval of the board, in accordance with Article XIV,
776 Sections 3 and 4;
 - 777 4. hire regional administrative staff,
 - 778 5. serve as an ex-officio member of all committees, except the governance and
779 nominating committee; and
 - 780 6. perform such other duties as may be stated in these bylaws and other USYSA
781 governing documents, the policies and procedures, the personnel policies
782 established by the board of directors, and as may be directed by this board or the
783 USYSA Chair.

784 **Section 2. Equal Opportunity.** USYSA shall provide an equal opportunity to athletes,
785 coaches, trainers, managers, administrators, and officials to participate in youth soccer
786 competitions. Individuals serving on the board of directors or any council or committee of
787 USYSA shall be selected without regard to that individual's race, color, religion, national
788 origin, or sex. USYSA may not have eligibility criteria relating to amateur status more
789 restrictive than those of the Federation.

790 **Section 3. Fiscal Year.** The fiscal year shall be as determined by the board of directors.

791 **Section 4. Seasonal Year.** The seasonal year shall be from September 1 through August 31.

792 **Section 5. Accounts, Books, and Records.** USYSA shall maintain adequate and correct
793 accounts, books, and records of its business and properties. All of those accounts, books, and
794 records shall be kept at the national office of USYSA. All accounts, books, and records of
795 USYSA are open for inspection by members of the board of directors and members of USYSA
796 in the manner provided for in the Tennessee Nonprofit Corporation Act. A state association is
797 entitled to examine executed, non-confidential contracts made by USYSA.

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ARTICLE XIX INDEMNIFICATION

800

801

802 **Section 1.** USYSA shall indemnify each of its present or former directors, officers, employees,
803 committee members, agents, and other persons specified from time to time by the board of
804 directors, against all expenses actually and reasonably incurred by the person (including
805 judgments, costs, and counsel fees) in connection with the defense of any pending or threatened
806 litigation to which that person is, or is threatened to be made, a party because that person is or
807 was serving in such a capacity. This right of indemnification may also apply to expenses of
808 litigation which is compromised or settled, including amounts paid in settlement, if USYSA
809 approves the settlement as provided in section 2 of this Article. Such a person shall be
810 indemnified if the person acted in good faith and in a manner the person reasonably believed to
811 be in or not opposed to the best interests of USYSA. The termination of any litigation by
812 judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not,
813 of itself, create a presumption that the person did not act in good faith or in a manner the person
814 reasonably believed to be in or not opposed to the best interests of USYSA.

815 **Section 2.** Any amount payable as indemnification under this bylaw may be paid by USYSA
816 on a determination by the board of directors, not including those members who have incurred
817 expenses in connection with the litigation for which indemnification is sought, that the person

818 in question met the standard of conduct provided for under section 1 of this Article. If no such
819 disinterested board members are available, the required determination shall be made by a
820 majority vote of the National Council.

821 **Section 3.** Any expenses incurred by a qualified person in connection with the defense of any
822 litigation may be paid by USYSA in advance of a final disposition of the litigation on receipt of
823 a written commitment by that person to repay the amount advanced if it is determined under
824 Section 2 of this Article that that person is not entitled to indemnification under this bylaw.

825 **Section 4.** The board of directors may authorize the purchase of insurance on behalf of any
826 person that may potentially be indemnified under this bylaw. That insurance may include
827 indemnification for those persons for expenses of a kind not subject to indemnification under
828 this bylaw.

829

830

ARTICLE XX PARLIAMENTARY AUTHORITY

831

832

833 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
834 govern USYSA in all cases to which they are applicable and in which they are not inconsistent
835 with these bylaws and any special rules of order that USYSA may adopt. The parliamentary
836 authority of USYSA shall be adopted by each of its affiliates.

837

838

ARTICLE XXI AMENDMENT OF CHARTER AND BYLAWS

839

840

841 **Section 1. Proposing Amendments.** Any proposed amendment to the charter or bylaws of
842 USYSA may be made by: (1) an organization member; (2) the board of directors; (3) a member
843 of the board of directors; or (4) a committee of USYSA.

844 **Section 2. Advance Notice.**

845 **A.** Any proposed amendment to the charter or bylaws of USYSA must be submitted in
846 writing to the chief executive officer at least 90 days in advance of a National Council
847 meeting at which the amendment is to be considered.

848 **B.** Each proposed amendment received in compliance with section 2A of this Article shall
849 be sent in writing by USYSA to each organization member and the board of directors at
850 least 30 days in advance of the National Council meeting at which the amendment is to
851 be considered.

852 **Section 3. Voting Requirement.** Any amendment to the charter or bylaws of USYSA requires
853 a two-thirds vote of the National Council, excluding Article VIII, Section 1 (Composition of
854 Regions) or changing the name of an organization member, either of which requires a majority
855 vote.

856 **Section 4. Priority.** In the event of a conflict between the charter and bylaws of USYSA and
857 the articles of incorporation, bylaws, policies, and requirements of the Federation, the articles,
858 bylaws, policies, and requirements of the Federation govern.

859 **Section 5. Effective Date.** Unless otherwise provided, any amendment to the charter or bylaws
860 of USYSA is effective on that September 1 that occurs immediately after the amendment is
861 adopted.