

The Game for All Kids!

## **BYLAWS**

### **OF THE**

# UNITED STATES YOUTH SOCCER ASSOCIATION, INC.

As of September 1, 2014

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1 2 3 4	BYLAWS OF THE UNITED STATES YOUTH SOCCER ASSOCIATION, INC.
4 5 6 7	ARTICLE I NAME
8 9 10	This nonprofit educational organization shall be incorporated as United States Youth Soccer Association, Inc.
11 12 13 14	ARTICLE II PURPOSE
15 16 17 18	The purposes of this organization shall be as stated in the charter of the United States Youth Soccer Association, Inc., hereinafter referred to as USYSA. The organization is a national association member of the United States Soccer Federation, hereinafter referred to as Federation.
19 20 21 22	ARTICLE III DEFINITIONS
22 23 24	Except as otherwise provided, these definitions apply to these bylaws and all policies of USYSA:
25 26 27 28	<ol> <li>"Amateur Sports Act" means the Ted Stephens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).</li> <li>"Board of Directors" means the board of directors of USYSA established under Article XIII.</li> </ol>
29 30 31	<ol> <li>"Federation" means the United States Soccer Federation, Inc.</li> <li>"FIFA" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.</li> </ol>
32 33 34 35	<ol> <li>"Individual Member" means an individual who is a member as provided under Article IV.</li> <li>"National Council" means the National Council of USYSA as provided under Article XI.</li> </ol>
36 37 38	<ol> <li>"Organization Member" means an organization that is classified as such a member of USYSA as provided under Article IV.</li> <li>"Region" means one of the geographical areas composed of the State Association</li> </ol>
<ol> <li>39</li> <li>40</li> <li>41</li> <li>42</li> </ol>	<ul> <li>members located in that area as provided under Article VIII.</li> <li>9. "Regional Chair" means that person who is elected by the regional council to chair meetings of the regional council and oversee regional operations in conjunction with the chief executive officer of USYSA as provided under Article VIII.</li> </ul>
43 44 45 46	<ul> <li>10. "Regional Council" means an administrative body as provided under Article VIII.</li> <li>11. "Regional Representative" means that person who is elected by the regional council to represent the general membership on matters of interest or concern to the board of directors as provided under Article VIII.</li> </ul>

- 12. "Regional Vice Chair" means that person who is elected by the regional council to 47 chair meetings of the regional council and oversee regional operations in 48 conjunction with the chief executive officer of USYSA as provided under Article 49 VIII for a region if the regional chair is absent or is unable or refuses to act. 50 13. "Seasonal Year" means that period of time beginning September 1 of one calendar 51 year and ending on August 31 of the immediately following year. 52 14. "Team" means a group of soccer players playing on the same side in soccer games. 53 15. "TOPSoccer" means a community based soccer program that is designed to meet 54 the needs of players with physical and/or mental disabilities. The program is geared 55 toward player development. Athletes are placed on teams according to ability, not 56 by age, and the rules of play, team formation, age restrictions are modifies 57 58 accordingly. Maximum age restrictions contained elsewhere in these bylaws and policies of USYSA do not apply to TOPSoccer program participants. 59 16. "USYSA" means the United States Youth Soccer Association, Inc. 60 17. "USOC" means the United States Olympic Committee that is the corporation 61 62 established under the Amateur Sports Act to oversee all amateur athletic activity in the United States. 63 64 18. "Youth Player" means an individual who has not reached 19 years of age prior to 65 August 1 immediately before the start of any seasonal year. A player who reaches 19 years of age during a seasonal year is allowed to complete that seasonal year. A 66 player who reaches 19 years of age during August of one seasonal year shall be 67 68 allowed to complete all of the next seasonal year. 69 70 **ARTICLE IV** 71 **MEMBERSHIP** 72 73 Section 1. Eligibility. The membership of USYSA is open to all soccer organizations and all 74 soccer players, coaches, trainers, managers, administrators, and officials without discrimination on the basis of race, color, religion, age, sex, or national origin. 75 Section 2. Categories. USYSA shall have the following membership categories: 76 77 A. Organization Members. 78 1. Affiliate. To qualify for affiliate membership, an organization shall be a youth sports organization that conducts soccer programs in at least five (5) states of the 79 80 United States. 81 2. Associate. To qualify for associate membership, an organization shall be an 82 organization formed to advance a particular aspect of youth soccer, but not responsible for recruiting, training, fielding, and funding of players. 83 84 3. State Association. To qualify for state association membership, the organization must be the administrative body within a territory determined by the National 85 Council to carry out USYSA's programs for youth players. This association shall 86 87 be in a single state of the United States. **B.** Individual Members. An individual who is a player, coach, referee, or administrator 88 89 is an individual member of USYSA: 90 1. through that individual's membership or association with an organization member; 91 2. as an elected officer or member of the board of directors; 3. if the individual occupies an unpaid administrative position within USYSA; 92
  - September 1, 2014

- 4. as a committee member of USYSA; or
  5. through the individual joining USYSA in compliance with the requirements established by the board of directors.
- 96 C. Sustaining Members. An individual or an organization not fitting the definitions as
   97 defined by Sections 2A or 2B of this Article may be a sustaining member of USYSA
   98 for one year upon completing a sustaining member application form, paying a yearly
   99 membership fee to USYSA, and complying with requirements established by the board
   100 of directors.

#### 101 Section 3. Admission to Membership.

- A. Organization Members. An organization desiring to become an organization member
   of USYSA must submit a written application for membership to the chief executive
   officer, for approval by the board of directors, which includes the following:
  - 1. the classification of organization membership being applied for; and
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  2. copies of its charter, articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to understanding the structure and activities of the organization.
- **B. State Associations.** There shall be only one state association in each state of the United States, except that in the states of California, New York, Ohio, Pennsylvania, and Texas there may be two (2) state associations, each responsible for a designated geographical portion of the state and each of which shall serve as the highest level administrative body for soccer for youth players within its geographical portion of the state.

#### 115 Section 4. Terms of Membership.

#### 116 A. Membership Year.

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- 117 1. Organization and Individual Member. The term of membership of an organization or individual member is for one seasonal year. However, if the 118 member is admitted and the membership is effective before the beginning of the 119 next seasonal year, the initial term of membership for that member is for the 120 121 balance of the seasonal year. Membership automatically renews each seasonal year as long as the member remains in good standing with USYSA, which includes: (1) 122 being current with player registration fees, (2) not having any outstanding fines or 123 suspension, and (3) being compliant with USYSA policies. 124
- 125
  2. Sustaining Member. The term of membership of a sustaining member is for one year from the date their membership is effective. Membership automatically renews on their membership anniversary date as long as the member remains in good standing with USYSA, which includes: (1) being compliant with USYSA
  129
  2. Sustaining Member. The term of membership of a sustaining member is for one year from the date their membership is effective. Membership automatically renews on their membership anniversary date as long as the member remains in good standing with USYSA, which includes: (1) being compliant with USYSA

#### 130 **B.** Provisional Membership.

- For organization membership requiring National Council approval, the board of directors may grant to, deny, or withdraw provisional membership from, an applicant applying for organization membership until the next meeting of the National Council. The application shall be submitted to the National Council at its next meeting.
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  2. An applicant granted provisional membership as an organization member has all the rights and responsibilities of that classification of organization member granted except that the provisional member may not vote.

139	3.	Provisional membership is terminated at the end of the National Council meeting at
140		which the applicant's membership is considered unless the National Council
141		further extends the period of provisional membership or the applicant's application
142		for membership is approved by the National Council.
142		and in Status With the concert of the bound of directory on anonimation member

C. Change in Status. With the consent of the board of directors, an organization member
 may change its organizational structure without losing its membership in USYSA.
 However, if the change in the organizational structure is of such a nature that it would
 change a member from one classification of organization member to another
 classification of organization member, the member must apply for that new
 classification of organization member of USYSA as a new member of USYSA.

149 Section 5. Prohibition on Transferring and Assigning Membership. Membership in 150 USYSA is not transferable or assignable. Membership terminates when USYSA dissolves, the 151 organization member or sustaining organization member dissolves, the individual or sustaining 152 individual member dies, or as otherwise provided under these bylaws.

153 Section 6. Resignation. Any member may resign from membership in USYSA by submitting 154 a written resignation to USYSA. A vote is not required to accept a resignation from a member. 155 The resignation will be effective upon receipt by USYSA. A member's resignation does not 156 relieve the member of any obligation to pay any fees that had been accrued and were unpaid

157 before the effective date of the resignation.

158 Section 7. Reinstatement. A suspended member of USYSA may submit a written request for 159 reinstatement. The board of directors may reinstate the membership of a suspended member 160 on reasonable terms that the board considers appropriate.

#### ARTICLE V ORGANIZATION MEMBERS

- 165 Section 1. General Responsibilities. Each organization member must do the following:
- to the extent consistent with applicable law, comply with its bylaws and the bylaws
   to the extent consistent with applicable law, comply with its bylaws and the bylaws
   of USYSA and the Federation as they apply to the classification of member to
   which the organization member belongs;
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  2. to the extent consistent with applicable law, comply with its policies and procedures and requirements of USYSA with respect to USYSA's internal operations and the administration of USYSA programs;
  - 3. pay fees due USYSA by the deadline the fees are required to be paid; and
- 174 4. comply with the Amateur Sports Act, to the extent applicable.

175 Section 2. Authority. Each organization member shall retain its own autonomy except as176 otherwise provided in these bylaws.

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#### ARTICLE VI STATE ASSOCIATION MEMBERS

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### Section 1. General Responsibilities. In addition to other requirements of these bylaws, each

182 state association shall:

- 183 1. adhere to its bylaws;
- 184 2. annually register with USYSA all of its players, coaches, and administrators;

185 186 187 188	<ol> <li>provide USYSA at least once each seasonal year the names and information required by policy for its players, coaches, and administrators;</li> <li>require that each of its individual players, coaches, teams, and administrators that are sponsored, financed, coached, organized, or administered by an organization</li> </ol>
189	member register with USYSA;
190	5. provide and coordinate opportunities for every player under its jurisdiction to play
191 192	soccer at the developmental, intermediate, and advanced levels; and 6. comply with requirements pertaining to interstate, national, and international
192	competition and other competitions approved or sponsored by USYSA and as
193 194	required by the Federation.
195	Section 2. Risk Management.
196	A. USYSA and each state association are responsible for establishing and monitoring a
197	risk management program within its jurisdiction.
198	<b>B.</b> At a minimum, the risk management program must include:
199	1. use of an employment/volunteer disclosure statement for all volunteers, employees,
200	coaches, and program administrators who are involved with any approved or
201	sponsored program of USYSA or the state association or member of the state
202	association; and
203	2. identification of a risk management coordinator and an alternate for the
204	organization.
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206	ARTICLE VII
207	FEES AND DISCIPLINE
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209	Section 1. Annual Fees.
210	A. Organization Member. Each organization member shall pay to USYSA annual fees
210 211	<b>A. Organization Member.</b> Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.
210 211 212	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members</li> </ul>
210 211 212 213	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> </ul>
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210 211 212 213 214 215 216 217 218 219 220 221	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> <li>Section 2. Suspensions and Terminations.</li> <li>A. Suspension.</li> <li>1. Failure to Pay Fees. Any member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent member may be suspended from membership in USYSA after a proper hearing pursuant to Subsection 3B of this Article. The member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain</li> </ul>
210 211 212 213 214 215 216 217 218 219 220 221 222	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> <li>Section 2. Suspensions and Terminations.</li> <li>A. Suspension.</li> <li>1. Failure to Pay Fees. Any member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent member may be suspended from membership in USYSA after a proper hearing pursuant to Subsection 3B of this Article. The member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain unpaid.</li> </ul>
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210 211 212 213 214 215 216 217 218 219 220 221 220 221 222 223 224	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> <li>Section 2. Suspensions and Terminations.</li> <li>A. Suspension.</li> <li>1. Failure to Pay Fees. Any member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent member may be suspended from membership in USYSA after a proper hearing pursuant to Subsection 3B of this Article. The member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain unpaid.</li> <li>2. Due to Litigation. <ul> <li>(a) Any person participating in a USYSA program, or in a program of a state</li> </ul> </li> </ul>
210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> <li>Section 2. Suspensions and Terminations.</li> <li>A. Suspension.</li> <li>1. Failure to Pay Fees. Any member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent member may be suspended from membership in USYSA after a proper hearing pursuant to Subsection 3B of this Article. The member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain unpaid.</li> <li>2. Due to Litigation. <ul> <li>(a) Any person participating in a USYSA program, or in a program of a state association or a program of a member of a state association, who becomes a</li> </ul> </li> </ul>
210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> <li>Section 2. Suspensions and Terminations.</li> <li>A. Suspension.</li> <li>1. Failure to Pay Fees. Any member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent member may be suspended from membership in USYSA after a proper hearing pursuant to Subsection 3B of this Article. The member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain unpaid.</li> <li>2. Due to Litigation.</li> <li>(a) Any person participating in a USYSA program, or in a program of a state association or a program of a member of a state association, who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the welfare of youth players, shall be suspended from all soccer-related activities. Suspensions under this bylaw shall</li> </ul>
210 211 212 213 214 215 216 217 218 219 220 221 220 221 222 223 224 225 226 227	<ul> <li>A. Organization Member. Each organization member shall pay to USYSA annual fees recommended by the board of directors and approved by the National Council.</li> <li>B. Individual and Sustaining Members. The fees for individual and sustaining members shall be as prescribed by the board of directors.</li> <li>Section 2. Suspensions and Terminations.</li> <li>A. Suspension.</li> <li>1. Failure to Pay Fees. Any member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent member may be suspended from membership in USYSA after a proper hearing pursuant to Subsection 3B of this Article. The member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain unpaid.</li> <li>2. Due to Litigation.</li> <li>(a) Any person participating in a USYSA program, or in a program of a state association or a program of a member of a state association, who becomes a defendant in litigation detrimental to the welfare of youth players, shall be</li> </ul>

231	not be limited to, crimes of moral turpitude and felonies. The person has a right
232	to appeal the suspension only over whether the matter which is the substance of
233	the accusation, if true, is detrimental to the welfare of youth players.
234	(b) On completion of the litigation, the suspended person may inform the body
235	suspending the person under Subsection 2A2(a) of this Article that the litigation
236	has been completed and request that the suspension be terminated and the
237	person reinstated. The suspending body may grant the request of the person or,
238	if the decision of the litigation was adverse to the person, may continue the
239	suspension for a period specified by the suspending body, fine the person,
240	terminate all membership of that person with the suspending body and its
241	members, or any combination of those authorized penalties.
242	B. Termination.
243	1. The membership of a state association may be terminated by the National Council
244	for cause by a two-thirds vote of the National Council.
245	2. If the membership of a state association is terminated either by resignation from
246	USYSA or under Subsection 2A1 or Subsection 2B1 of this Article, USYSA shall
247	immediately undertake actions to replace that organization with another
248	organization having the same USYSA jurisdiction as the organization whose
249	membership is terminated. That replacement organization may include an
250	organization established and temporarily operated by USYSA.
251	3. The board of directors may terminate the membership of a sustaining member as
252	prescribed in Section 3A of this Article.
253	Section 3. Suspension, Termination and Other Penalties.
254	A. The board of directors may suspend, fine, terminate and/or impose any other penalty
255	on any member of USYSA, if the board determines that:
256	1. the conduct of the member is adverse to the best interests of soccer or USYSA; or
257	2. the member has not complied with the requirements of its membership in USYSA.
258	<b>B.</b> The board of directors may act under this Article only after a hearing, reasonable
259	notice to the member of the time and place of the hearing, and providing the member
260	with a reasonable opportunity to present evidence in support of the member's position.
261	Section 4. Effect. A suspension or other disciplinary action imposed by USYSA in accordance
262	with these bylaws shall be recognized by all members of USYSA on notification by USYSA.
263	Suspensions and other disciplinary actions imposed by members of USYSA shall be
264	recognized by USYSA and all other USYSA members on proper notification to USYSA.
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266	ARTICLE VIII
267	REGIONS
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269	Section 1. Composition of Regions. Regions shall be composed as follows:
270	A. Region I: Connecticut Junior Soccer Association, Delaware Youth Soccer Association,
271	Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth Soccer
272	Association, Maryland State Youth Soccer Association, Massachusetts Youth Soccer
273	Association, New Hampshire Soccer Association, New Jersey State Youth Soccer
274	Association, , New York State West Youth Soccer Association, , Pennsylvania West
275	Soccer Association, Soccer Rhode Island, United Soccer Federation of Maine,

Vermont Soccer Association, Virginia Youth Soccer Association, and West VirginiaSoccer Association.

- B. Region II: Illinois Youth Soccer Association, Indiana Soccer Association, Iowa State
  Youth Soccer Association, Kansas State Youth Soccer Association, Kentucky Youth
  Soccer Association, Michigan State Youth Soccer Association, Minnesota Youth
  Soccer Association, Missouri Youth Soccer Association, Nebraska State Soccer
  Association, North Dakota Soccer Association, Ohio South Youth Soccer Association, and
  Wisconsin Youth Soccer Association.
- C. Region III: Alabama Youth Soccer Association, Arkansas State Soccer Association,
   Florida Youth Soccer Association, Georgia State Soccer Association, Louisiana Soccer
   Association, Mississippi Youth Soccer Association, North Carolina Youth Soccer
   Association, North Texas State Soccer Association, Oklahoma Soccer Association,
   South Carolina Youth Soccer Association, South Texas Youth Soccer Association, and
   Tennessee State Soccer Association.
- D. Region IV: Alaska State Youth Soccer Association, Arizona Youth Soccer
   Association, California Youth Soccer Association North, California Youth Soccer
   Association South, Colorado Soccer Association, Hawaii Youth Soccer Association,
   Idaho Youth Soccer Association, Montana Youth Soccer Association, , New Mexico
   Youth Soccer Association, Oregon Youth Soccer Association, United States Youth
   Soccer of Nevada, Utah Youth Soccer Association, Washington State Youth Soccer
   Association, and Wyoming Youth Soccer Association.
  - **E.** The composition of regions may be amended by a majority vote of the National Council.

#### 300 Section 2. Regional Council. Each region shall:

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- A. have a regional council composed of at least one delegate from each state association within the region as provided in Article XII, Section 1C and the chair, vice-chair and regional representative of the respective region; however, each person serving as chair, vice-chair and/or regional representative may have only one vote, even though serving in two positions; and
- **B.** ensure that voting will be as stated in Article XII.

#### 307 Section 3. Qualifications of Regional Chair and Vice-Chair. The candidates for these 308 positions shall:

- **A.** Be in good standing with USYSA or of any member; and
- **B.** Not be a paid employee of USYSA or of any member.

### 311 Section 4. Duties of the Regional Council. Each regional council shall:

- A. comply with all bylaws, rules, policies, and requirements of USYSA;
- **B.** elect a representative to the board of directors;
- 314 C. annually elect a chair from among the state associations of the regional council whose
   315 duties are as follows:
  - 1. serve as chair of all meetings of the regional council;
- 317
  2. act as the liaison between the regional council and the chief executive officer of USYSA;

# 319 3. execute instruments for the region in support of the programs and activities that the region is administering, consistent with the budget of the region and the policies of USYSA in consultation with the chief executive officer;

222	
322	4. select regional administrative staff to be hired as USYSA employees in support of
323	the programs and activities administered by the region, in consultation with the
324	chief executive officer and in accordance with USYSA policies and procedures,
325	and manage the activities of those staff;
326	5. provide notice of the regional council meetings to the state associations within the
327	region no fewer than 45 days before the date of the meeting;
328	6. provide a proposed agenda with copies of any items proposed by the regional
329	council to be considered at each meeting at least 30 days before the date of the
330	meeting; and
331	7. if desired, vote only when the vote is by ballot, or in all other cases, to affect the
332	result of the vote.
333	<b>D.</b> Annually elect a vice-chair from among the state associations of the regional council
334	whose duties are as follows:
335	1. assist the chair; and
336	2. assume the responsibilities of the chair when the chair is absent, cannot act, or
337	refuses to act.
338	E. hold at least two (2) regional council meetings each seasonal year, with one meeting
339	held concurrently with the National Council meeting;
340	F. develop annually and submit to the Treasurer of USYSA at least 90 days prior to the
341	National Council meeting, a regional budget;
342	G. comply with all USYSA requirements in the keeping of full and accurate accounts of
343	receipts and disbursements;
344	H. within 30 days after any meeting or action approved without a meeting, submit to
345	USYSA any changes to its rules and policies, and report on any other actions taken;
346	I. administer, in compliance with the strategies, rules and policies of USYSA, and in
347	consultation with the USYSA Chief Executive Officer or the chief executive officer's
348	designee, national competitions at the regional level, a regional olympic development
349	program, and any league established by the regional council;
350	J. adhere to applicable law and all bylaws, rules, policies, and requirements of USYSA in
351	administering all funds generated through its regional programs and activities as
352	follows:
353	1. these funds are recognized as funds of the region;
354	2. these funds shall only be deposited in, or withdrawn from, financial institutions
355	approved by the board of directors; and
356	3. these funds must be used as preapproved through the budget process, and any
357	unapproved distribution or withdrawal may not be later ratified by the regional
358	council.
359	<b>K.</b> obtain preapproval from the board of directors for any expenditure not budgeted and
360	exceeding \$25,000.
361	Section 5. Meetings.
362	<b>A. Regular Meetings.</b> The regional council may designate any place as the place of the
363	meeting for a regional council meeting, with the exception of the meeting held during
364	the National Council which shall be determined by US Youth Soccer.
365	<b>B.</b> Any business item to be presented at a regular meeting must be submitted in writing to
366	the regional chair, vice chair, and regional representative at least 45 days before the
367	date of the meeting.
507	dute of the meeting.

368	C. S	pecial meetings.
369	1.	Special meetings may be called at any time on the request of: 1) the chair of the
370		region; or 2) at least five state associations of the region.
371	2.	The request for a special meeting shall state the business items to be considered at
372		the special meeting. No other items may be considered at the meeting.
373	3.	Notice of a special meeting shall be provided to each state association of the region
374		within 14 days of the meeting. The meeting must be held within 60 days of the
375		request for the meeting.
376		
377		ARTICLE IX
378		OFFICERS
379		
380	Section 1	1. Officers. The elected officers of USYSA shall be a chair, vice-chair, secretary,
381	treasurer,	member-at-large, and the regional representatives.
382	Section 2	2. Qualifications. The candidates for elected office shall:
383	1.	Be in good standing with USYSA; and
384	2.	Not be a paid employee of USYSA or of any member.
385	3.	Not hold more than one (1) office or serve concurrently as an officer or director on
386		the board of directors of a member organization unless prescribed otherwise by
387		these bylaws.
388	Section 3	B. Election of Officers. Officers shall be elected at the annual general meetings as
389	follows:	
390	<b>A.</b> T	he chair and secretary are elected at the annual general meetings held in the even-
391	ກເ	imbered years. The regional representatives from regions II and IV are elected at the
392	re	gional council meeting held concurrently with the annual general meeting held in the
393	ev	ven-numbered years.
394	<b>B.</b> T	he vice-chair, member-at-large, and treasurer are elected at the annual general
395		eetings held in the odd-numbered years. The regional representatives from regions I
396	ar	nd III are elected at the regional council meeting held concurrently with the annual
397	0	eneral meeting held in the odd-numbered years.
398		L. Term of Office. All officers shall assume office at the close of the annual general
399	meeting a	at which they are elected. All officers shall serve for a term of two years or until their
400		is are elected or appointed. If the individual is fulfilling a vacancy, the term of office
401	-	on begins immediately after being elected to fill the vacancy. An individual may not
402		d to the office of chair for more than three full terms, except that an individual who
403		ed to fill a vacancy of an unexpired term of more than one year may not be elected as
404		more than two full terms.
405		5. Duties of Officers. The officers shall perform the duties provided in this section
406		other duties as are prescribed for the office in these bylaws, by the board of directors,
407		adopted parliamentary authority. In addition to the responsibilities specified in
408		A through D of this subsection, the chair, vice-chair, secretary, and treasurer of
409		shall each provide an annual report 30 days prior to the annual general meeting of the
410	National	
411		uties of the Chair. The chair:
412	1.	shall serve as chair of all meetings of the National Council and board of directors;

413	2. may execute instruments for USYSA that the board of directors authorizes to be
414	executed;
415	3. oversee the activities of the chief executive officer and act as the liaison between
416	the board of directors and the chief executive officer; and
417	4. shall perform other responsibilities assigned by the board of directors.
418	<b>B.</b> Duties of the Vice-Chair. The vice-chair shall:
419	1. assist the chair;
420	2. assume the responsibilities of the chair when the chair is absent, cannot act, or
421	refuses to act; and
422	3. perform other responsibilities assigned by the board of directors or the chair.
423	C. Duties of the Secretary. The secretary shall:
424	1. ensure that minutes of meetings of the National Council and board of directors are
425	taken and published; and
426	2. perform other responsibilities assigned by the board of directors or the chair.
427	<b>D. Duties of the Treasurer.</b> The treasurer shall:
428	1. give general oversight to the management of all USYSA funds;
429	2. make a financial report to the board of directors at each meeting and at other times
430	when requested by the chair or board of directors;
431	3. in accordance with the financial policies of USYSA, cooperate with the audit
432	committee in such a manner as to enable timely completion of an independent audit
433	of the financial accounts and transactions of USYSA;
434	4. assist the board of directors in reviewing a proposed two-year budget for USYSA
435	in consultation with the chief executive officer; and
436	5. perform other responsibilities assigned by the board of directors or the chair.
437	E. Duties of the Member-at-Large and Regional Representatives. The member-at-
438	large and regional representatives shall:
439	1. represent the general membership on matters of interest or concern; and
440	2. perform other responsibilities assigned by the board of directors or the chair.
441	Section 6. Removal from Office. Any officer referred to in Article IX, Section 1 or director
442	referred to in Article XIII, Section 1 when serving as a member of the board of directors may
443	be removed from office by a majority vote of the members entitled to vote for that office.
444	Section 7. Vacancy in Office.
445 446	<b>A.</b> If the office of chair becomes vacant for any reason, the vice-chair shall become the chair for the balance of the term.
440 447	
447	<b>B.</b> If the office of vice-chair, secretary, treasurer, member-at-large, or independent director becomes vecent for any reason, the remaining members of the board of
440 449	director becomes vacant for any reason, the remaining members of the board of directors may elect an individual to the office or position to fill the vacancy until the
449 450	next National Council meeting.
450 451	<b>C.</b> If the office of a regional representative of a region becomes vacant, the regional
452	council of the region may elect an individual to fill the vacancy at the next regional
453	council meeting, for the balance of the term.
454	<b>D.</b> However, if a vacancy is caused by an election during a National Council meeting, the
455	election to fill the vacancy for the balance of the term shall occur during that National
455 456	Council meeting, or the next regional council meeting if applicable.
457	Section 8. Restrictions. No officer referred to in Article IX, Section 1 or director referred to
457	in Article XIII Section 1 may:

458 in Article XIII, Section 1 may:

459	А.	receive compensation (except for reimbursement for expenses) for services as an
460	ъ	officer or director;
461 462	В.	be an officer or a member of the board of directors of any organization member of USYSA or the Federation, except as provided otherwise in these bylaws; or
463	C.	be a paid employee of, or receive compensation (except reimbursement for expenses)
464		from USYSA, any organization member of USYSA, or the Federation.
465		
466		ARTICLE X
467		NOMINATIONS AND ELECTIONS
468		
469	Sectio	n 1. Governance and Nominating Committee.
470	А.	Membership. The governance and nominating committee shall consist of five (5)
471		members.
472	B.	Eligibility to Serve. Current board members may not serve on the governance and
473		nominating committee. Governance and nominating committee members may only
474		serve one term.
475	C.	<b>Term.</b> Governance and nominating committee members shall serve for two years.
476	D.	Election of Members. Each regional council shall appoint one member of the
477		committee and the USYSA Chair, in consultation with the board of directors, shall
478		appoint one member of the governance and nominating committee who shall serve as
479		the committee chair.
480	Е.	Vacancies. Vacancies in the membership of the committee shall be filled in the same
481		manner specified in Section 1D of this Article.
482	F.	<b>Duties.</b> When a board position is going to become available due to a current director's
483		term ending, or becomes available due to the resignation or removal of a director, the
484		board shall have the right, but not the obligation, to provide the governance and
485		nominating committee with a written description of the skills and experiences the
486		board feels would be beneficial to the association in its next board member. The
487		governance and nominating committee shall recruit candidates and accept nominations
488		and consider the qualifications of candidates proposed by the membership or the
489		governance and nominating committee. Candidates proposed by the membership must
490		be submitted to the committee no later than 60 days prior to the annual meeting. The
491		governance and nominating committee shall provide to each member, at least 30 days
492		prior to the election, a written description setting forth the committee's views regarding
493		the qualifications, skills, and experiences making each candidate a good selection for
494		the board. The governance and nominating committee shall submit at least one (1)
495		name for each office to be filled. The committee will bring forth all the names of
496		submitted candidates. At each annual meeting, the National Council shall vote upon
497		the candidate(s) as presented by the governance and nominating committee; in the
498		same manner, regional representatives shall be elected by the region. Election shall be
499		by majority vote.
500	G.	Nominations from the Floor. Nominations from the floor are not allowed, unless
501		there are no candidates for an office to be elected.

501 502

503	ARTICLE XI
504	NATIONAL COUNCIL AND MEETINGS
505	
506	Section 1. Composition. USYSA has a National Council that is composed of representatives
507	of organization members and the board of directors.
508	Section 2. Authority. The National Council has the following authority to:
509	A. amend the charter and bylaws of USYSA;
510	<b>B.</b> approve an annual budget;
511	<b>C.</b> approve prior actions of the board of directors;
512	<b>D.</b> approve minutes of prior meetings;
513	E. elect all officers and independent directors, except the regional representatives;
514	F. elect commissioners of the Federation's Youth Council Administrative Commission,
515	and board of directors;
516	G. approve player registration fees;
517	H. approve applications of organization members; and
518	<b>I.</b> terminate memberships of organization members after a hearing.
519	Section 3. Regular Meeting.
520	A. Annual General Meeting. The National Council shall hold an annual general meeting
521	during the time period of June 1 through August 31.
522	B. Notice of Meeting. USYSA shall provide to each organization member and the board
523	of directors:
524	1. no more than 60 days but no fewer than 45 days before the date of the meeting,
525	notice of the annual general meeting, giving the date, time, and location of the
526	meeting; and
527	2. at least 30 days before the date of the meeting, a proposed agenda with copies of
528	reports of officers and any items proposed to be considered at the meeting.
529	C. Business Items. Any business item (other than proposed amendments to the charter or
530	bylaws of USYSA) to be presented at an annual general meeting must be submitted in
531	writing to USYSA at least 60 days before the meeting.
532	Section 4. Special Meetings. A special meeting of the National Council may be called at any
533	time on request of: (a) the Chair of USYSA; (b) a majority of the board of directors; or (c) at
534	least 15 organization members of USYSA. The request shall state the business items to be
535	considered at the special meeting. No other items may be considered at the meeting. Notice of
536	a special meeting shall be provided to each organization member and the board of directors
537	and shall include the date, time, place, and location as well as the business item(s) to be
538	considered. The meeting notice must be sent to the National Council members at least 30 days
539	prior to the meeting date.
540	Section 5. Location of Meetings. The board of directors may designate any place within the
541	United States as the place of meeting for a meeting of the National Council.
542	Section 6. Voting Body. The voting body of the National Council meetings shall be as
543	prescribed in Article XII.
544	Section 7. Quorum. A quorum for any National Council meeting shall be a majority of the
545	total number of eligible votes of all members.

546

547 548	ARTICLE XII VOTING BODY
549	
550	Section 1. State Associations.
551	<b>A.</b> Each state association is entitled to vote at National Council meetings, regional council
552	meetings, and the Federation National Council meetings. A state association shall have
553	the following number of votes:
554	(1) $100-1,000$ players – 1 vote.
555	(2) $1,001-5,000$ players $-2$ votes.
556	(3) 5,001–25,000 players – 3 votes.
557	(4) $25,001-50,000$ players $-4$ votes.
558	(5) 50,001–100,000 players – 5 votes.
559	(6) 100,001 players and over $-6$ votes.
560	<b>B.</b> At each National Council meeting and regional council meeting, the number of votes
561	of a state association is based upon Section 1A of this Article unless prescribed
562	otherwise by Section 1C of this Article. For the purposes of calculating the number of
563	votes, the number of players is defined as the number of players registered by the state
564	association with USYSA for the immediate, prior seasonal year or the current seasonal
565	year, whichever is greater. The determination of the number of votes for the current
566	seasonal year shall be as of 30 days before the beginning of the National Council
567	meeting or, if a mail vote, 30 days before the material on the mail vote is distributed.
568	C. At each regional council meeting, the number of votes of a state association is based
569	upon Section 1A of this Article or voting will be one vote for each state association.
570	However, for voting on any elections, Section 1A of this Article must be followed.
571	<b>D.</b> At National Council meetings and regional council meetings, a state association may
572	have delegates at each of those meetings equal to the number of votes it is allowed to
573 574	cast at the meeting and an alternate to each delegate. All votes of the state association
574 575	may be cast by any of the delegates present at the time of the vote even if all of its representatives are not present.
576	Section 2. Affiliate and Association Members. Each affiliate and associate member is
577	entitled to one vote only at National Council meetings.
578	Section 3. Officers and Board of Directors.
579	<b>A.</b> Each member of the board of directors, except the individual chairing the meeting, is
580	entitled to one vote each at National Council meetings.
581	<b>B.</b> The individual who is chairing a meeting of the National Council may vote only when
582	the vote is by ballot or, in all other cases, to affect the result of the vote.
583	Section 4. Individuals and Sustaining Members. Except as otherwise provided in these
584	bylaws for officers or members of the board of directors, individual and sustaining members
585	are not entitled to vote at any meeting.
586	Section 5. Proxy. An organization member having a vote at a meeting of the National Council
587	may have its votes cast by proxy. The proxy must be in writing, signed by the chief executive
588	officer or the Secretary of the organization member, specify the date on which the proxy was
589	executed, and specify the meeting for which the proxy is effective.
590	Section 6. Voting by Mail. The board of directors may authorize the members of the National
591	Council to vote by mail on any matter on which the membership of the National Council may
592	vote.

593	Section 7. Limitation. An individual may vote at any meeting of USYSA in only one
594	capacity.
595	
596	ARTICLE XIII
597	<b>BOARD OF DIRECTORS</b>
598	
599	Section 1. Composition. The USYSA Board of Directors is composed of: <sup>1</sup>
600	A. the chair;
601	<b>B.</b> the immediate past chair, as provided by Section 3 of this Article;
602	C. the vice-chair;
603	<b>D.</b> the secretary
604	<b>E.</b> the treasurer;
605	<b>F.</b> the member-at-large;
606	<b>G.</b> four (4) regional representatives;
607	<b>H.</b> two (2) independent directors, as provided by Section 4 of this Article; and
608	<b>I.</b> the chief executive officer, ex officio, non-voting.
609	Each member of the board of directors may hold only one position on the board of directors at
610	a time.
611	Section 2. Duties of the Board of Directors. Except as otherwise provided in these bylaws,
612	the board of directors shall:
613	A. enforce the bylaws, rules, policies, and procedures of USYSA;
614	<b>B.</b> submit to the National Council at each annual meeting:
615	1. a complete report on the activities of USYSA since the last annual meeting; and
616	2. a complete financial report;
617	C. propose a budget for each fiscal year to be submitted for approval by the National
618	Council;
619	<b>D.</b> adopt the report of the auditor annually;
620	E. make employment and compensation decisions concerning the USYSA Chief
621	Executive Officer;
622	F. adopt policies regarding the management, compensation, and fringe benefits provided
623	to USYSA personnel;
624	G. analyze at least annually, the organization's progress in achieving its objectives and
625	report the findings to the membership;
626	<b>H.</b> set the place, date, and time of meetings as prescribed in these bylaws;
627	I. establish fees as prescribed in these bylaws or USYSA policies and procedures;
628	<b>J.</b> fill vacancies as provided in these bylaws, with at least 24 hours notice; and
629	<b>K.</b> exercise such other duties as prescribed for the board of directors in these bylaws, by
630	the National Council, in the USYSA policies and procedures, or in the adopted
631	parliamentary authority.
632	Section 3. Immediate Past Chair. The Immediate Past Chair of USYSA shall serve a two-
633	year term on the board of directors on the expiration of the individual's term as chair. An
634	individual removed as chair or immediate past chair under Article IX, Section 6 is not a
635	member of the board of directors, and the position of immediate past chair remains vacant on
636	the board.
637	

<sup>&</sup>lt;sup>1</sup> See provisos

#### 638 Section 4. Independent Directors. 639 **A. Qualifications.** An individual qualifies to be an independent director if that individual 640 meets the following criteria and maintains these criteria while holding his or her 641 position as independent director: 1. the individual or the individual's immediate family member has not been employed 642 643 or held any governance position within the last five (5) years with any soccer 644 organization: 645 2. the individual or the individual's immediate family member has not received any 646 compensation (other than reimbursement of actual expenses) within the last five (5) 647 years from any soccer organization; and 3. the individual or the individual's immediate family member has not been a partner 648 649 or had an ownership interest of five (5) percent or more in any soccer organization 650 or any sponsor or vendor of a soccer organization within the last five (5) years. 651 **B.** Election. Two individuals will be elected by majority vote by the National Council as independent directors. One independent director will be elected at each annual general 652 653 meeting. These individuals will serve as elected volunteer members of the board of 654 directors but not as officers of USYSA. 655 C. Term of Office. The independent directors shall assume office at the close of the annual general meeting at which they are elected. They shall serve for a term of two 656 years or until their successors are elected or appointed. If the individual is fulfilling a 657 vacancy, the term of office or position begins immediately after being elected to fill the 658 659 vacancy. 660 D. Duties of Independent Directors. The independent directors shall: 1. represent the general membership on matters of interest and concern; and 661 662 2. perform other responsibilities assigned by the board of directors or the chair. 663 Section 5. Meetings. 664 **A. Regular Meetings.** The board of directors shall hold at least two (2) regular meetings each seasonal year. The board shall establish the time, place, and location of the 665 666 meetings. Written notice of a regular meeting must be given at least 30 days before the 667 date of the meeting. 668 **B.** Special Meetings. The board of directors may hold special meetings called at the 669 request of the Chair of USYSA or by a majority of the board of directors. The request shall state the business items to be considered at the special meeting. No other items 670 may be considered. Notice of a special meeting shall be provided to all members of the 671 672 board of directors not less than seven (7) nor more than twenty (20) days before the 673 date of the meeting. 674 Section 6. Voting. Each voting member of the board of directors has one vote, except that the 675 individual presiding at a board meeting may vote only when the vote is by ballot or, in any other case, to affect the result of the vote. 676 677 Section 7. Quorum. A quorum for any board meeting shall be a majority of the total number of eligible voting members in office immediately before a meeting begins. 678 679 Section 8. Proxies. Proxies are not permitted at meetings of the board of directors. 680

681	ARTICLE XIV
682	COMMITTEES
683	
684	Section 1. Standing Committees. USYSA shall have the following standing committees:
685	A. Audit Committee; and
686	<b>B.</b> Governance and Nominating Committee.
687	Section 2. Duties of Standing Committees. Except as otherwise provided in these bylaws, the
688	USYSA Chief Executive Officer and USYSA Chair, shall prescribe the responsibilities of any
689	standing committee(s) with review and approval by the board of directors.
690	Section 3. Composition of Standing Committees.
691	<b>A.</b> Each standing committee shall consist of a minimum of three (3) members.
692	<b>B.</b> The chief executive officer, with consultation from the USYSA Chair, shall appoint the
693	chair and members of each standing committee with the approval of the board, with the
694	exception of the Governance and Nominating Committee which shall be elected as
695	prescribed in Section 1D of Article X.
696	<b>C.</b> Members of the standing committees shall be appointed annually, with the exception of
697	the Governance and Nominating Committee which shall be appointed as prescribed in
698	Section 1D of Article X. A committee member continues to serve until a successor has
699	been appointed.
700	Section 4. Special Committees. Subject to the approval of the board of directors, the Chair of
701	USYSA, or the chief executive officer in consultation with the USYSA Chair, may establish
702	special committees, appoint the members and chair of each of those committees, and prescribe
703	the responsibilities of each.
704	Section 5. Restriction. No member of a committee may receive compensation (except
705	reimbursement for expenses) for services performed as a committee member.
706	
707	ARTICLE XV
708	FEDERATION POSITIONS
709	
710	Section 1. Procedures for Filling Positions.
711	A. USYSA has the opportunity to elect Commissioners to the Federation's Youth Council
712	Administrative Commission. This bylaw applies to individuals:
713	1. who are selected by USYSA to serve on the Administrative Commission for two-
714	year terms; and
715	2. serving on the Administrative Commission and are then elected by the Youth
716	Council to serve on the Federation's Board of Directors.
717	<b>B.</b> Individuals to be commissioners for the positions allocated to USYSA are selected as
718	follows:
719	1. the Chair of USYSA, ex officio, with terms expiring in even-numbered years.
720	2. the Vice-Chair of USYSA, ex officio, with terms expiring in odd-numbered years.
721	3. the two Regional Representatives of USYSA, ex officio, with terms expiring in
722	even-numbered years.
723	4. the two Regional Representatives of USYSA, ex officio, with terms expiring in odd-
724	numbered years.
725	5. the Secretary of USYSA, ex officio, with term expiring in even-numbered years
726	6. the Treasurer of USYSA, ex officio, with term expiring in odd-numbered years.

727	<b>C.</b> If the allocation of positions to USYSA is less than eight (8) positions, the following
728	procedures apply:
729	1. If the allocation for a year is for seven (7) positions, then the allocated
730	Commissioner positions are filled by the officers or directors referred to in Sections
731	B1 through B5 of this Article, effective for the period the seven (7) positions are
732	allocated.
733	2. If the allocation is for six (6) positions, then the allocated Commissioner positions
734	are filled by the officers or directors referred to in Sections B1 through B4 of this
735	Article, effective for the period the six (6) positions are allocated.
736	3. If the allocation is for five (5) positions, then the allocated Commissioner positions
737	are filled by the officers or directors referred to in Sections B1, B3, and B4 of this
738	Article, effective for the period the five (5) positions are allocated.
739	<b>D.</b> Any individual holding a USYSA position referred to in clauses 1 through 6 of Section
740	B of this Article serves as a Commissioner on the Youth Council Administrative
741	Commission for only as long as the individual holds that USYSA position. If such an
742	individual also holds a position on the Federation Board of Directors, that individual
743	holds the position on the Federation Board for only as long as that individual holds the
744	USYSA position.
745	*
746	ARTICLE XVI
747	ELECTRONIC MEETINGS AND COMMUNICATION
748	
749	Section 1. Meetings. The USYSA Board of Directors and all committees and subcommittees
750	shall be authorized to meet by telephone conference or through other electronic
751	communications media so long as all the members can simultaneously hear each other and
752	participate during the meeting.
753	Section 2. Communication. Unless members indicate otherwise to USYSA, all
754	communication required in these bylaws, including meeting notices, may be sent electronically.
755	
756	ARTICLE XVII
757	<b>GRIEVANCES, DISPUTES, AND APPEALS</b>
758	
759	Section 1. General Requirements.
760	A. Each organization member shall have grievances, disputes, and appeals provisions in its
761	bylaws, rules, or other document that clearly states the procedures under which
762	adjudication of appeals and other disciplinary matters shall occur.
763	<b>B.</b> If an organization member does not have those procedures required by Section A of this
764	Article, the following procedures apply:
765	1. All parties are entitled to a hearing with proper notification.
766	2. Once a grievance, dispute, or appeal has been properly filed, the chair of the
767	appropriate entity of the organization member shall notify all involved parties
768	within five (5) days of receipt of the grievance, dispute, or appeal, the nature of the
769	grievance, dispute, or appeal, the names of all parties, a copy of the grievance,
770	dispute, or appeal, and the date, time, and place of the hearing.
771	3. The conduct of the hearing shall be as determined by the rules of the organization
772	member.

770	
773	4. A record (called the official record) shall be kept of the proceedings.
774	5. A written notification of the decision shall be sent to all involved parties in a timely
775	fashion. This notice shall be sent by certified mail.
776	6. All hearings shall be scheduled to be held within 30 days.
777	Section 2. Resolution of Disputes.
778	A. A dispute between or among organization members shall be resolved by a special
779	commission of the board of directors as follows:
780	1. Any organization member involved in a dispute between or among organization
781	members shall submit a written petition to the board of directors for the resolution
782	of the dispute.
783	2. Within 30 days of receiving the petition, the Chair of USYSA, in consultation with
784	the board of directors, shall appoint a special commission composed of three (3) or
785	five (5) members.
786	3. Each special commission may prescribe appropriate procedures for resolving the
787	dispute, except that a hearing shall be conducted within 90 days of receipt of the
788	petition, and a written decision or resolution shall be issued within 120 days of
789	receipt of the petition.
790	4. The decision of the special commission is final and binding on all parties.
791	5. The USYSA Chair may require the disputing parties to participate in mediation
792	before the appointment of the special commission, in which case the deadlines
792	provided in paragraph 3 are extended by not more than 30 days.
793 794	
	<b>B.</b> With respect to all other disputes, USYSA:
795 706	1. favors the resolution of disputes through mediation whenever possible;
796	2. shall provide for the prompt resolution of disputes; and
797	3. shall prescribe policies to carry out this section.
798	Section 3. Appeals.
799	A. Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or
800	policy, appeals of USYSA matters shall be as follows:
801	1. A matter that may be appealed from a level below the national level may be
802	appealed to the appropriate body or a special committee established by the board of
803	directors as the case may be, and then to the board of directors; and
804	2. For all other matters, the matter may be appealed to the board of directors.
805	<b>B.</b> The board of directors shall prescribe a policy to carry out this bylaw, including the
806	amount of the appeals fee.
807	Section 4. Exhaustion of Remedies.
808	A. No member of USYSA, official, league, club, team, player, coach, administrator or
809	referee may invoke the aid of the courts of the United States or of a state without first
810	exhausting all available remedies within the appropriate soccer organizations, and as
811	provided within USYSA.
812	<b>B.</b> For a violation of this bylaw, the offending party shall be subject to suspension and
813	fines, and shall be liable to USYSA for all expenses incurred by USYSA and its officers
814	and members of the board of directors in defending each court action, including the
815	following:
816	1. court costs;
817	2. attorney's fees;

817 2. attorney's fees;

818 819		reasonable compensation for time spent by USYSA officials and employees in responding to and defending against allegations in the action, including responses to
820		discovery and court appearances;
821	1	travel expenses; and
822		expenses for holding special National Council meetings necessitated by court
822	5.	action.
823		
825		ARTICLE XVIII
825		ADMINISTRATIVE OPERATIONS
820		ADMINISTRATIVE OF ERATIONS
828	Section 1	Chief Executive Officer. The conduct of business and the management of affairs
829		shall be under the direction of a chief executive officer.
830		countability. The chief executive officer shall be employed by the board of
831		ectors and report to the USYSA Chair.
832		ties. The chief executive officer shall:
833		be responsible for the complete management of the operations of the organization
834		under the direction of the USYSA Chair;
835		be responsible for the employment of such personnel as required to carry out the
836		operations of USYSA provided that such employment falls within the constraints
837		established by the budget and personnel policies established by the USYSA Board
838		of Directors;
839		establish committees and committee members as needed, with consultation from
840		the USYSA Chair and approval of the board, in accordance with Article XIV,
841		Sections 3 and 4;
842	4.	hire regional administrative staff, with consultation from and approval of the
843		regional council;
844	5.	serve as an ex-officio member of all committees, except the governance and
845		nominating committee; and
846	6.	perform such other duties as may be stated in these bylaws and other USYSA
847		governing documents, the policies and procedures, the personnel policies
848		established by the board of directors, and as may be directed by this board or the
849		USYSA Chair.
850	Section 2.	Equal Opportunity. USYSA shall provide an equal opportunity to athletes,
851	coaches, t	rainers, managers, administrators, and officials to participate in youth soccer
852	competition	ns. Individuals serving on the board of directors or any council or committee of
853		hall be selected without regard to that individual's race, color, religion, national
854		sex. USYSA may not have eligibility criteria relating to amateur status more
855		than those of the Federation.
856		<b>Fiscal Year.</b> The fiscal year shall be as determined by the board of directors.
857		Seasonal Year. The seasonal year shall be from September 1 through August 31.
858		Accounts, Books, and Records. USYSA shall maintain adequate and correct
859		books, and records of its business and properties. All of those accounts, books, and
860		all be kept at the national office of USYSA. All accounts, books, and records of
861		e open for inspection by members of the board of directors and members of USYSA
862		ner provided for in the Tennessee Nonprofit Corporation Act. A state association is
863	entitled to	examine executed, non-confidential contracts made by USYSA.

864	ARTICLE XIX
865	INDEMNIFICATION
866	
867	Section 1. USYSA shall indemnify each of its present or former directors, officers, employees,
868	committee members, agents, and other persons specified from time to time by the board of
869	directors, against all expenses actually and reasonably incurred by the person (including
870	judgments, costs, and counsel fees) in connection with the defense of any pending or threatened
871	litigation to which that person is, or is threatened to be made, a party because that person is or
872	was serving in such a capacity. This right of indemnification may also apply to expenses of
873	litigation which is compromised or settled, including amounts paid in settlement, if USYSA
874	approves the settlement as provided in section 2 of this Article. Such a person shall be
875	indemnified if the person acted in good faith and in a manner the person reasonably believed to
876	be in or not opposed to the best interests of USYSA. The termination of any litigation by
877	judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not,
878	of itself, create a presumption that the person did not act in good faith or in a manner the person
879	reasonably believed to be in or not opposed to the best interests of USYSA.
880	Section 2. Any amount payable as indemnification under this bylaw may be paid by USYSA
881	on a determination by the board of directors, not including those members who have incurred
882	expenses in connection with the litigation for which indemnification is sought, that the person
883	in question met the standard of conduct provided for under section 1 of this Article. If no such
884	disinterested board members are available, the required determination shall be made by a
885	majority vote of the National Council.
886	Section 3. Any expenses incurred by a qualified person in connection with the defense of any
887	litigation may be paid by USYSA in advance of a final disposition of the litigation on receipt of
888	a written commitment by that person to repay the amount advanced if it is determined under
889	Section 2 of this Article that that person is not entitled to indemnification under this bylaw.
890	Section 4. The board of directors may authorize the purchase of insurance on behalf of any
891	person that may potentially be indemnified under this bylaw. That insurance may include
892	indemnification for those persons for expenses of a kind not subject to indemnification under
893	this bylaw.
894	ADTICI E VV
895	ARTICLE XX DADI IA MENTA DY A LITHODITY
896	PARLIAMENTARY AUTHORITY
897 898	The rules contained in the current edition of Robert's Rules of Order Newly Revised shall
898 899	govern USYSA in all cases to which they are applicable and in which they are not inconsistent
900	with these bylaws and any special rules of order that USYSA may adopt. The parliamentary
900 901	authority of USYSA shall be adopted by each of its affiliates.
901 902	autionty of 0.5 1 5 A shall be adopted by each of its anniales.
/04	

903		ARTICLE XXI			
904	AMENDMENT OF CHARTER AND BYLAWS				
905					
906	Se	ction 1. Proposing Amendments. Any proposed amendment to the charter or bylaws of			
907	US	YSA may be made by: (1) an organization member; (2) the board of directors; (3) a member			
908	of	the board of directors; or (4) a committee of USYSA.			
909	Se	ction 2. Advance Notice.			
910		A. Any proposed amendment to the charter or bylaws of USYSA must be submitted in			
911		writing to the chief executive officer at least 90 days in advance of a National Council			
912		meeting at which the amendment is to be considered.			
913		B. Each proposed amendment received in compliance with section 2A of this Article shall			
914		be sent in writing by USYSA to each organization member and the board of directors at			
915		least 30 days in advance of the National Council meeting at which the amendment is to			
916		be considered.			
917	Se	ction 3. Voting Requirement. Any amendment to the charter or bylaws of USYSA requires			
918	a t	wo-thirds vote of the National Council, excluding Article VIII, Section 1 (Composition of			
919	Re	gions) or changing the name of an organization member, either of which requires a majority			
920	VO	te.			
921	Se	ction 4. Priority. In the event of a conflict between the charter and bylaws of USYSA and			
922	the	articles of incorporation, bylaws, policies, and requirements of the Federation, the articles,			
923	by	aws, policies, and requirements of the Federation govern.			
924	Se	ction 5. Effective Date. Unless otherwise provided, any amendment to the charter or bylaws			
925	of	USYSA is effective on that September 1 that occurs immediately after the amendment is			
926	ade	opted.			
927					
928		Provisos to the Bylaws			
929	1.	Provided, That those in the office of regional director at the time of adoption of this			
930		revision will assume the duties of regional chair and regional representatives until the			
931		earliest of the following: the expiration of their current term, their death, their resignation,			
932		or their removal from office. Upon the occurrence of a vacancy in the position of regional			
933		director, the regional councils shall, in accordance with these Bylaws, elect a regional chair,			
934		vice chair, and a regional representative.			
935	2.	Provided, That those in the office of regional deputy director at the time of the adoption of			
936		this revision will remain in that position until the expiration of their current term, their			
937		death, their resignation, or their removal from office. The regional deputy director shall			
938		fulfill the duties assigned to them by the regional director and thereafter by the regional			
939		chair.			
940	3.	Provided, That those in the office of regional director at the time of adoption of this			
941		revision serving as USYSA representatives on the Federation National Youth Council shall			
942		continue in such positions until they cease serving as regional director; whereupon new			
943		representatives to the Federation National Youth Council shall be elected as provided in			
944		Article XV.			
945	4.	Provided, That those other than regional directors serving as USYSA representatives on the			
946		Federation National Youth Council shall serve the balance of their existing term on the			
947		Federation National Youth Council; whereupon new representatives to the Federation			
948		National Youth Council shall be elected as provided in Article XV.			

- 949 5. *Provided*, That the president of the organization prior to the adoption of these Bylaws shall
  950 become the Chair of USYSA on the adoption of these Bylaws and his term of office shall
  951 expire at the adjournment of the meeting at which these Bylaws were adopted. If eligible
  952 under the preceding set of USYSA Bylaws, the individual serving as president will be
  953 eligible for election as Chair of USYSA for the remaining number of terms to which he is
  954 eligible.
- 955
  6. *Provided*, That the vice president of the organization prior to the adoption of these Bylaws
  956
  957 shall become the Vice Chair of USYSA on the adoption of these Bylaws and her term shall
  957 expire at the conclusion of the 2015 Annual General Meeting of the organization.
- 958
  958
  959
  959 7. *Provided*, That the secretary of the organization prior to the adoption of these Bylaws shall become the Secretary of USYSA on the adoption of these Bylaws and his term of office shall expire at the adjournment of the meeting at which these Bylaws were adopted.
- 961
  8. *Provided*, That the treasurer of the organization prior to the adoption of these Bylaws shall
  962 become the Treasurer of USYSA on the adoption of these Bylaws and his term shall expire
  963 at the conclusion of the 2015 Annual General Meeting of the organization.
- 964 9. Provided, That these revised bylaws will take effect on September 1, 2014.
- 965
- 966 As Amended on July 26, 2014.