



**BYLAWS**

**OF THE**

**UNITED STATES YOUTH SOCCER**  
**ASSOCIATION, INC.**

*As of July 25, 2020*

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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.  
11

12 **ARTICLE II**  
13 **PURPOSE**  
14

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.  
19

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

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



- 273 Soccer Association – North, South Dakota State Soccer Association, and Wisconsin  
274 Youth Soccer Association.
- 275 C. South Region: Alabama Soccer Association, Arkansas State Soccer Association,  
276 Florida Youth Soccer Association, Georgia Soccer, Louisiana Soccer Association,  
277 Mississippi Soccer Association, North Carolina Youth Soccer Association, North  
278 Texas State Soccer Association, Oklahoma Soccer Association, South Carolina Youth  
279 Soccer Association, South Texas Youth Soccer Association, and Tennessee State  
280 Soccer Association.
- 281 D. West Region: Alaska Youth Soccer Association, Arizona Youth Soccer Association,  
282 California Youth Soccer Association - North, California Youth Soccer Association -  
283 South, Colorado Soccer Association, Hawaii Youth Soccer Association, Idaho Youth  
284 Soccer Association, Montana Youth Soccer Association, New Mexico Youth Soccer  
285 Association, Oregon Youth Soccer Association, United States Youth Soccer of  
286 Nevada, Utah Youth Soccer Association, Washington Youth Soccer and Wyoming  
287 Youth Soccer.
- 288 E. The composition of regions may be amended by a majority vote of the National  
289 Council.

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

- 291 A. have a regional council composed of at least one delegate from each state association  
292 within the region as provided in Article XII, Section 1C and the regional representative  
293 of the respective region; and
- 294 B. ensure that voting will be as stated in Article XII.

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

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

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

- 299 A. comply with all bylaws, rules, policies, and requirements of USYSA;
- 300 B. elect a representative to the board of directors whose duties are as follows
- 301 1. serve as chair of all meetings of the regional council;
- 302 2. provide notice of the regional council meetings to the state associations within the  
303 region no fewer than 45 days before the date of the meeting;
- 304 3. provide a proposed agenda with copies of any items proposed by the regional  
305 council to be considered at each meeting at least 30 days before the date of the  
306 meeting; and
- 307 4. if desired, vote only when the vote is by ballot, or in all other cases, to affect the  
308 result of the vote.
- 309 C. hold at least two (2) regional council meetings each seasonal year, with one meeting  
310 held concurrently with the National Council meeting;

311 **Section 5. Meetings.**

- 312 A. Any business item to be presented at a regular meeting must be submitted in writing to  
313 the regional representative at least 45 days before the date of the meeting.
- 314 B. **Special meetings.**
- 315 1. Special meetings may be called at any time on the request of: 1) the regional  
316 representative of the region; or 2) at least five state associations of the region.
- 317 2. The request for a special meeting shall state the items to be considered at the  
318 special meeting. No other items may be considered at the meeting.

- 319 3. Notice of a special meeting shall be provided to each state association of the region  
320 within 14 days of the meeting. The meeting must be held within 60 days of the  
321 request for the meeting.  
322

323 **ARTICLE IX**  
324 **OFFICERS**  
325

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

393 **Section 7. Vacancy in Office.**

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

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

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

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

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

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

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

414

415 **ARTICLE X**

416 **NOMINATIONS AND ELECTIONS**

417

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

- 419 **A. Membership.** The governance and nominating committee shall consist of five (5)
- 420 members.
- 421 **B. Eligibility to Serve.** Current board members may not serve on the governance and
- 422 nominating committee.
- 423 **C. Term.** Two (2) years and may serve two (2) terms.
- 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. Midwest and West Regions shall appoint their members in odd
- 428 years and East and South Region members and the Governance Committee Chair shall
- 429 be appointed in even years. (For transition purposes, only once and contrary to
- 430 “Section C. Term” above, the current members from the Midwest and West Regions
- 431 shall serve an additional one year 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

ARTICLE XI  
NATIONAL COUNCIL AND MEETINGS

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

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

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

**Section 3. Regular Meeting.**

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

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

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

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

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

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

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

**Section 7. Quorum.** A quorum for any National Council meeting shall be a majority of the 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:<sup>1</sup>

551

A. the chair;

552

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

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C. the vice-chair;

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D. the secretary

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E. the treasurer;

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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. adopt, rescind or amend policies;

576

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

578

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

579

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

580

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

581

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

584

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

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<sup>1</sup> See provisos

589 **Section 4. Independent Directors.**

590 **A. Qualifications.** An individual qualifies to be an independent director if that individual  
591 meets the following criteria and maintains these criteria while holding his or her  
592 position as independent director:

- 593 1. the individual or the individual's immediate family member has not been employed  
594 or held any governance position within the last five (5) years with any soccer  
595 organization;
- 596 2. the individual or the individual's immediate family member has not received any  
597 compensation (other than reimbursement of actual expenses) within the last five (5)  
598 years from any soccer organization; and
- 599 3. the individual or the individual's immediate family member has not been a partner  
600 or had an ownership interest of five (5) percent or more in any soccer organization  
601 or any sponsor or vendor of a soccer organization within the last five (5) years.

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

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

615 **D. Duties of Independent Directors.** The independent directors shall:

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

618 **Section 5. Meetings.**

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

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

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

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

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



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**ARTICLE XIV  
COMMITTEES**

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

- 640     **A.** Audit Committee;  
641     **B.** Governance and Nominating Committee;  
642     **C.** Investment Committee; and  
643     **D.** Legal Advisory Committee.

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

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

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

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

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

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**ARTICLE XV  
FEDERATION POSITIONS**

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

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

681 C. If such an individual also holds a position on the Federation Board of Directors, that  
682 individual holds the position on the Federation Board for only as long as that individual  
683 holds the USYSA position.

684 **ARTICLE XVI**  
685 **ELECTRONIC MEETINGS AND COMMUNICATION**

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

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

693 **ARTICLE XVII**  
694 **GRIEVANCES, DISPUTES, AND APPEALS**

697 **Section 1. General Requirements.**

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

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

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

715 **Section 2. Resolution of Disputes.**

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

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

726 petition, and a written decision or resolution shall be issued within 120 days of  
727 receipt of the petition.

728 4. The decision of the special commission is final and binding on all parties.

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

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

733 1. favors the resolution of disputes through mediation whenever possible;

734 2. shall provide for the prompt resolution of disputes; and

735 3. shall prescribe policies to carry out this section.

736 **Section 3. Appeals.**

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

739 1. A matter that may be appealed from a level below the national level may be

740 appealed to the appropriate body or a special committee established by the board of  
741 directors as the case may be, and then to the board of directors; and

742 2. For all other matters, the matter may be appealed to the board of directors.

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

745 **Section 4. Exhaustion of Remedies.**

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

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

754 1. court costs;

755 2. attorney's fees;

756 3. reasonable compensation for time spent by USYSA officials and employees in  
757 responding to and defending against allegations in the action, including responses to  
758 discovery and court appearances;

759 4. travel expenses; and

760 5. expenses for holding special National Council meetings necessitated by court  
761 action.

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**ARTICLE XVIII**

764

**ADMINISTRATIVE OPERATIONS**

765

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

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

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

- 771 1. be responsible for the complete management of the operations of the organization  
772 under the direction of the USYSA Chair;  
773 2. be responsible for the employment of such personnel as required to carry out the  
774 operations of USYSA provided that such employment falls within the constraints  
775 established by the budget and personnel policies established by the USYSA Board  
776 of Directors;  
777 3. establish committees and committee members as needed, with consultation from  
778 the USYSA Chair and approval of the board, in accordance with Article XIV,  
779 Sections 3 and 4;  
780 4. hire regional administrative staff,  
781 5. serve as an ex-officio member of all committees, except the governance and  
782 nominating committee; and  
783 6. perform such other duties as may be stated in these bylaws and other USYSA  
784 governing documents, the policies and procedures, the personnel policies  
785 established by the board of directors, and as may be directed by this board or the  
786 USYSA Chair.

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

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

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

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

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## ARTICLE XIX INDEMNIFICATION

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

816 of itself, create a presumption that the person did not act in good faith or in a manner the person  
817 reasonably believed to be in or not opposed to the best interests of USYSA.

818 **Section 2.** Any amount payable as indemnification under this bylaw may be paid by USYSA  
819 on a determination by the board of directors, not including those members who have incurred  
820 expenses in connection with the litigation for which indemnification is sought, that the person  
821 in question met the standard of conduct provided for under section 1 of this Article. If no such  
822 disinterested board members are available, the required determination shall be made by a  
823 majority vote of the National Council.

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

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

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## ARTICLE XX PARLIAMENTARY AUTHORITY

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

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## ARTICLE XXI AMENDMENT OF CHARTER AND BYLAWS

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

847 **Section 2. Advance Notice.**

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

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

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

859 **Section 4. Priority.** In the event of a conflict between the charter and bylaws of USYSA and  
860 the articles of incorporation, bylaws, policies, and requirements of the Federation, the articles,  
861 bylaws, policies, and requirements of the Federation govern.

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