



BYLAWS

OF THE

ALABAMA SOCCER ASSOCIATION,
INC.

As of January 23, 2016

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1 **BYLAWS**
2 **OF THE**
3 **ALABAMA SOCCER ASSOCIATION, INC.**

4
5 **ARTICLE I**
6 **NAME**
7

8 This organization will be known as the Alabama Soccer Association, Inc. a non-profit
9 organization, incorporated under the laws of the State of Alabama.
10

11 **ARTICLE II**
12 **PURPOSE**
13

14 The purposes of this organization shall be as stated in the Articles of Incorporation of the Alabama
15 Soccer Association, Inc., hereinafter referred to as ASA. The organization is a state association
16 member of the United States Soccer Federation, Inc. hereinafter referred to as Federation, the
17 United States Adult Soccer Association, Inc. hereinafter referred to as USASA, and the United
18 States Youth Soccer Association, Inc. hereinafter referred to USYSA.
19

20 **ARTICLE III**
21 **MEMBERSHIP**
22

23 **Section 1. Eligibility.**

- 24 **A.** The membership of ASA is open to all soccer organizations and all soccer players,
25 coaches, trainers, managers, administrators, and officials without discrimination on the
26 basis of race, color, religion, age, sex, or national origin.
27 **B.** Membership in ASA shall be organizations or individuals interested in advancing soccer
28 within Alabama. Such organizations or individuals may apply for affiliation with ASA.

29 **Section 2. Authority.**

- 30 **A.** The governing authority of ASA will be vested in the Membership and the board of
31 directors as provided in these Bylaws.
32 **B.** Each member organization or individual shall recognize the authority, rulings, Articles of
33 Incorporation, Bylaws, Policies, Rules and Regulations of ASA, USASA, USYSA, and
34 the Federation.

35 **Section 3. Categories.** ASA shall have the following membership categories:

- 36 **A. Full Members.** Full Members are members of ASA who are domiciled and operating
37 within the legal boundaries of the State of Alabama. Only soccer organizations, including,
38 but not limited to, clubs, leagues, or associations, which directly register players, form
39 teams, and coordinates competition between teams are eligible. Full Members shall be
40 designated as Youth or Adult Members.
41 1. **Youth Member.** A soccer organization which directly registers players who have not
42 reached 19 years of age prior to the start of any seasonal year. A minimum of at least
43 one hundred (100) registered players is required to be recognized as a member in this
44 category unless the member has met the requirements of Section 4.D. of Article III.
45 2. **Adult Member.** A soccer league organization which directly registers teams of
46 players who are over 19 years of age prior to the start of any seasonal year or who are

47 otherwise eligible. A minimum of at least one hundred (100) registered players is
48 required to be recognized as a member in this category unless the member has met the
49 requirements of Section 4.D. of Article III.

50 **B. Associate Members.** To qualify for associate membership, an organization shall be
51 formed to advance a particular aspect of soccer (for example: Referee or Coaches
52 organizations), but not responsible for recruiting, training, fielding, and registering of
53 players.

54 **C. Affiliate Members.** An individual or an organization not fitting a member category as
55 provided by this Article may be an affiliate member of ASA for one year upon completing
56 an affiliate member application form, paying a yearly membership fee to ASA, and
57 complying with requirements established by the board of directors.

58 **D. Individual Members.** An individual who is a player, coach, referee, or administrator is
59 an individual member of ASA:

- 60 1. through that individual's membership or association with an organization member;
- 61 2. as an elected officer or member of the board of directors;
- 62 3. if the individual occupies an unpaid administrative position within ASA;
- 63 4. as a committee member of ASA; or

64 **Section 4. Admission to Membership.**

65 **A.** Membership in ASA will be member organizations or individuals interested in advancing
66 soccer within Alabama. Such organizations or individuals may apply for affiliation with
67 ASA.

68 **B.** The Board of Directors of ASA will determine all requirements for membership in ASA.

69 **C.** An organization desiring to become an organization member of ASA must submit a
70 written application for membership to the Executive Director, for approval as provided by
71 this Section 4 of Article III, which includes the following:

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

76 **D.** Membership may be granted by the board of directors as follows:

- 77 1. The board of directors may grant to, deny or withdraw provisional membership.
- 78 2. An applicant granted provisional membership has all the rights and responsibilities of
79 that classification of member granted except that the provisional member may not
80 vote.
- 81 3. Membership may be granted after one (1) year, or sooner, at the discretion of the board
82 of directors or, at the request of the board of directors, by the Executive Director, on
83 determination that the applicant has met all requirements for membership as provided
84 in clause 2 of Section C of this Article and all other ASA requirements.

85 **Section 5. Good Standing.** The term of membership is for one seasonal year. However, if the
86 member is admitted and the membership is effective before the beginning of the next seasonal
87 year, the initial term of membership for that member is for the balance of the seasonal year.
88 Membership automatically renews each seasonal year as long as the member remains in good
89 standing with ASA, which includes:

- 90 1. Must be current with all dues, fees, and assessments owed;

- 91 2. Must have on file with ASA a copy of the member's Articles or Certificate of
92 Incorporation, Bylaws, Rules and Regulations, and any amendments to those
93 documents;
94 3. Must register all players, referees, coaches, assistant coaches, team managers,
95 organization officers, directors, and any other individuals in a timely manner as set by
96 the Board.
97 4. Must follow all other such rules or procedures as the board of directors may direct.
98 5. If a member fails to meet any of these qualifications, the board of directors may
99 suspend, fine, terminate or impose any other penalty on the member subject to the
100 provisions of these bylaws.

101 **Section 6. Reinstatement.** A suspended member of ASA may submit a written request for
102 reinstatement. The board of directors may reinstate the membership of a suspended member on
103 terms that the board considers appropriate.

104 **Section 7. Resignation.** Any member may resign by giving written notice to the Board at its
105 offices. The resignation will take effect at the time specified therein or immediately if no time is
106 specified. Unless specified therein, the acceptance of such resignation will not be necessary to
107 make it effective.

108
109 **ARTICLE IV**
110 **FEES AND FINANCE**
111

112 **Section 1. Fees.** The board of directors will establish the amount and due date of membership
113 affiliation and renewal fees and other fees as may be prescribed in these bylaws or ASA policies
114 and procedures.

115 **Section 2. Failure to Pay Fees.** Any member failing to pay any fees due ASA shall be provided
116 written notice of the delinquency. If those fees are not paid within 30 days after the date of the
117 notice of delinquency, the delinquent member may be suspended from membership in ASA in
118 accordance with these bylaws.

119 **Section 3. Budget.** The board of directors shall cause an annual budget to be prepared for
120 distribution to the membership.

121 **Section 4. Audit.** The financial records shall be audited by an independent auditor at such times
122 as requested by the board of directors. The full report of such an audit shall be provided to the
123 Full Members on completion.

124 **Section 5. Fiscal Year.** The fiscal year shall be as determined by the board of directors.
125

126 **ARTICLE V**
127 **OFFICERS**
128

129 **Section 1. Officers.**

130 **A.** The elected officers of ASA shall be a president, vice president-youth, vice president-
131 adult, and the treasurer.

132 **B.** The appointed officers shall be the state referee administrator (SRA) and three (3) at-large
133 directors, one of which will represent the interests of recreational soccer.
134

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

- 136 1. Be in good standing with ASA;
- 137 2. Must be 19 years of age prior to August 1st of the seasonal year of election and must
- 138 also be a legal resident of the State of Alabama.
- 139 3. Not be a paid employee of ASA or of any member; and
- 140 4. Not hold more than one office or serve concurrently as an officer or director on the
- 141 board of directors of a member organization unless prescribed otherwise by these
- 142 bylaws.

143 **Section 3. Term of Office.**

- 144 **A.** An officer will serve for a period of two years and (except as otherwise noted herein) may
- 145 succeed themselves.
- 146 **B.** No person may be elected to the office of president more than three times. An individual
- 147 may not be elected to the office of president for more than three full terms, except that an
- 148 individual who was elected to fill a vacancy of an unexpired term of more than one year
- 149 may not be elected as president for more than two full terms.
- 150 **C.** Elected officers shall assume office at the close of the meeting at which they are elected.
- 151 All officers shall serve for a term of two years or until their successors are elected or
- 152 appointed. If the individual is fulfilling a vacancy, the term of office or position begins
- 153 immediately after being elected to fill the vacancy.
- 154 **D.** The At-Large Directors will assume office at the close of the meeting at which they are
- 155 approved by a majority of the membership.
- 156 **E.** The State Referee Administrator (SRA) will assume office immediately after the
- 157 recommendation of the president is approved by the board of directors.

158 **Section 4. Duties of Officers.** The officers shall perform the duties provided in this section and

159 such other duties as are prescribed for the office in these bylaws, by the board of directors, or in

160 the adopted parliamentary authority.

161 **A. Duties of the President.** The president shall:

- 162 1. serve as chair of all meetings of the membership and board of directors;
- 163 2. execute instruments for ASA that the board of directors authorizes to be executed;
- 164 3. oversee the activities of the executive director and act as the liaison between the board
- 165 of directors and the executive director; and
- 166 4. perform other responsibilities assigned by the board of directors.

167 **B. Duties of the Vice President - Youth.** The vice president- youth shall:

- 168 1. assist the president;
- 169 2. assume the responsibilities of the president when the president is absent, cannot act,
- 170 or refuses to act; and
- 171 3. perform other responsibilities assigned by the board of directors or the chair.

172 **C. Duties of the Vice President - Adult.** The vice president- adult shall:

- 173 1. assist the president and vice president- youth;
- 174 2. assume the responsibilities of the president when the president and vice president-
- 175 youth are absent, cannot act, or refuse to act; and
- 176 3. perform other responsibilities assigned by the board of directors or the president.

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

- 178 1. give general oversight to the management of all ASA funds;
- 179 2. make a financial report to the board of directors at each meeting and at other times
- 180 when requested by the president or board of directors;

- 181 3. in accordance with the financial policies of ASA, cooperate with an audit committee
182 in such a manner as to enable timely completion of an independent audit of the
183 financial accounts and transactions of ASA when requested by the board of directors;
184 and

- 185 4. perform other responsibilities assigned by the board of directors or the president.

186 **E. Duties of the State Referee Administrator (SRA).** The SRA shall:

- 187 1. be interested in promoting soccer and ASA;
188 2. represent referees on matters of interest or concern in consultation with the State
189 Youth Referee Administrator (SYRA);
190 3. inform the board of the requirements outlined in the Federation policies; and
191 4. perform other responsibilities as assigned by the board of directors or the president.

192 **F. Duties of the At-Large Directors.** The at-large directors shall:

- 193 1. be interested in promoting soccer and ASA;
194 2. represent the membership on matters of interest or concern; and
195 3. perform other responsibilities assigned by the board of directors or the president.

196 **Section 5. Removal from Office.**

197 **A.** Officers may be removed from office by a two-thirds vote of those present and voting at
198 a meeting of those members entitled to vote for that office.

199 **B.** A member of the board of directors who does not attend three consecutive meetings of the
200 board will have their office declared vacant unless such absences are excused by the
201 president.

202 **C.** The appointed officers may be removed from office by a two-thirds vote of those present
203 and voting at a meeting of the board of directors.

204 **D.** Any officer or member of the board of directors may resign by giving written notice to
205 the board. The resignation will take effect at the time specified therein or immediately if
206 no time is specified. Unless specified therein, the acceptance of such resignation will not
207 be necessary to make it effective.

208 **Section 6. Vacancy in Elected and Appointed Office.**

209 **A.** If the office of president becomes vacant for any reason, the vice president- youth shall
210 become the president for the balance of the term.

211 **B.** If the office of any other officer becomes vacant for any reason, the president may appoint
212 an individual to the office or position to fill the vacancy subject to approval by the board
213 of directors until the next membership meeting.

214 **C.** If a vacancy is caused by an election during a membership meeting, the election to fill the
215 vacancy for the balance of the term shall occur during that meeting.

216
217 **ARTICLE VI**
218 **NOMINATIONS AND ELECTIONS**
219

220 **Section 1. Nominations.**

221 **A. Appointments.** The president will appoint a nominating committee consisting of at least
222 one (1) member from each district, who must be approved by the board of directors.

- 223 1. Each committee member shall be a member in good standing with a member
224 organization in the district; and

- 225 2. Vacancies on the committee shall be filled by the president with a qualified nominee
226 who must be approved by the board of directors.

227 **B. Duties:**

- 228 1. The nominating committee shall accept nominations and consider the qualifications
229 of the candidates proposed by the membership or the nominating committee no later
230 than a date established by the board of directors.
231 2. The nominating committee shall submit the names of at least two (2) candidates for
232 each office to be filled whether an elected or appointed position.
233 3. The report of the nominating committee shall be sent to the president at least 60 days
234 prior to the annual general meeting for review by the board of directors and shall be
235 provided to each Full, Associate, and Affiliate member.
236 4. The board of directors may endorse for election one candidate submitted to it by the
237 nominating committee.

238 **C. Nominations from the Floor.** Nominations from the floor are not allowed, unless there
239 are no candidates for an office to be elected.

240 **Section 2. Elections and Appointments of Officers.**

- 241 **A.** At the Annual General Meeting the following officers will be elected in even-numbered
242 years: President and the Vice President – Adult.
243 **B.** At the Annual General Meeting the following officers will be elected in odd-numbered
244 years: Vice President – Youth and the Treasurer.
245 **C.** At the Annual General Meeting in even-numbered years, two (2) At-Large Directors,
246 including one that represents recreational soccer, shall be proposed for appointment by
247 the president and shall be approved by a majority vote of the membership.
248 **D.** At the Annual General Meeting in odd-numbered years, one (1) At-Large Director shall
249 be proposed for appointment by the president and shall be approved by a majority vote of
250 the membership. The SRA shall be appointed by March 31 of each year by the president,
251 subject to approval by the board of directors. The SRA shall serve for one year.
252

253 **ARTICLE VII**
254 **MEETINGS**
255

256 **Section 1. Annual General Meeting.** Annual general meetings of ASA shall be held in the first
257 quarter of the calendar year at a time and place determined by the board of directors.

258 **A. Notice of Meeting.** ASA shall provide to each Full, Associate, and Affiliate member and
259 the board of directors:

- 260 1. No more than fifty (50) days but no fewer than thirty (30) days before the date of the
261 meeting, notice of the annual general meeting, giving the date, time, and location of
262 the meeting; and
263 2. At least thirty (30) days before the date of the meeting, a proposed agenda with copies
264 of reports of officers and any items proposed to be considered at the meeting.

265 **B. Business Items.** Any business item (other than proposed amendments to the articles of
266 incorporation or bylaws of ASA) to be presented at an annual general meeting must be
267 submitted in writing to ASA at least sixty (60) days before the meeting.

268 **Section 2. Special Meetings.**

269 **A.** Special meeting of ASA may be called at any time by the president, a majority of the
270 board of directors, or on the request of at least fifteen (15) full members.

271 B. Notice of a special meeting shall be provided no less than ten (10) days nor more than
272 fifty (50) days prior to the meeting and shall state the place, day and hour of the meeting
273 as well as the purpose or purposes.

274 **Section 3. Quorum.** A quorum for any membership meeting shall be twenty-five (25) votes
275 represented with at least five full members represented.

276 **Section 4. Voting Body.**

277 A. The voting body shall be composed of one or more representatives designated in writing
278 by the governing authority of the member organization.

279 B. Youth Members shall have one (1) vote for every one hundred (100) players or fraction
280 thereof, may represent only a single voting entity, and shall not exceed a maximum of
281 fifteen (15) votes.

282 C. Adult Members shall have one (1) vote for one hundred (100) players or fraction thereof,
283 may represent only a single voting entity, and shall not exceed a maximum of ten (10)
284 votes.

285 D. Associate and affiliate members shall have one (1) vote.

286 E. For the purposes of calculating the number of votes, the number of players is defined as
287 the number of players registered with ASA by the member for the immediate, prior fall
288 season (August – November) of the current seasonal year as of 60 days before the
289 beginning of the meeting.

290 F. Each member of the board of directors, except the individual chairing the meeting, is
291 entitled to one vote each at meetings. The individual who is chairing the meeting may vote
292 only when the vote is by ballot or, in all other cases, to affect the result of the vote.

293 G. No representative shall vote in more than one (1) capacity. Proxy voting is permitted if
294 the authorization is executed in writing by the member and received by the ASA office at
295 least ten (10) days prior to the meeting.

296 H. Any proxy statement shall include the signature of the organization’s president or chief
297 staff officer and that of one other member of the organization’s board of directors and
298 must clearly designate the person representing the organization.

299 **Section 5. Cancellation.** In the event of a national or local emergency, the board of directors may
300 cancel a meeting of ASA by mail, electronically, or by other form of wire or wireless
301 communication. Members shall be notified and the meeting shall be reasonably rescheduled.

302
303 **ARTICLE VIII**
304 **BOARD OF DIRECTORS**
305

306 **Section 1. Composition.** The members of the board of directors shall be:¹

307 A. the president;

308 B. the vice president – youth;

309 C. the vice president – adult;

310 D. the treasurer;

311 E. the SRA;

312 F. three (3) at-large directors; and

313 G. the executive director, ex officio, non-voting in the capacity of secretary.

314 H. Each member of the board of directors may hold only one position on the board of
315 directors at a time.

¹ See provisos

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

- 318 **A.** enforce the bylaws, rules, policies, and procedures of ASA;
- 319 **B.** approve a budget for each fiscal year to be distributed to the membership;
- 320 **C.** adopt the report of the auditor when applicable;
- 321 **D.** make employment and compensation decisions concerning the ASA Executive Director;
- 322 **E.** adopt policies regarding the management, compensation, and fringe benefits provided to
323 ASA personnel;
- 324 **F.** set the place, date, and time of meetings as prescribed in these bylaws;
- 325 **G.** establish fees as prescribed in these bylaws or ASA policies and procedures;
- 326 **H.** establish or create geographic divisions, called Districts, within the state of Alabama with
327 clearly defined boundaries;
- 328 **I.** fill vacancies as provided in these bylaws; and
- 329 **J.** exercise such other duties as prescribed for the board of directors in these bylaws, by the
330 membership, in the ASA policies and procedures, or in the adopted parliamentary
331 authority.

332 **Section 3. Meetings.**

333 **A. Regular Meetings.** The board of directors shall hold at least four (4) regular meetings, at
334 least once per each calendar quarter, each year. The president shall establish the time,
335 place, and location of the meetings. Notice of a regular meeting must be given at least ten
336 (10) days prior to the date of the meeting.

337 **B. Special Meetings.** The board of directors may hold special meetings called by the
338 president or by any four (4) members of the board of directors. Notice of a special meeting
339 shall be provided to all members of the board of directors not less than five (5) days prior
340 to the date of the meeting.

341 **Section 4. Voting.** Each voting member of the board of directors has one vote, except that the
342 individual presiding at a board meeting may vote only when the vote is by ballot or, in any other
343 case, to affect the result of the vote.

344 **Section 5. Quorum.** A quorum for any board meeting shall be at least four (4) members of the
345 board of directors.

346 **Section 6. Proxies.** Proxies are not permitted at meetings of the board of directors.

347

348

**ARTICLE IX
COMMITTEES**

349

350

351 **Section 1. Standing Committees.** ASA shall have the following standing committees:

352 **A.** Appeals and Disciplinary Committee;

353 **B.** Nominating Committee

354 **Section 2. Duties of Standing Committees.** Except as otherwise provided in these bylaws, the
355 executive director and president, shall prescribe the responsibilities of any standing committee.

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

357 **A.** Each standing committee shall consist of a minimum of three (3) members.

358 **B.** The president and executive director shall appoint the chair and members of the Appeals
359 and Disciplinary Committee who must be approved by the board. The Nominating
360 Committee shall be appointed as prescribed in Section 1A of Article VI.

361 C. Members of the Appeals and Disciplinary Committee shall be appointed annually. A
362 committee member continues to serve until a successor has been appointed.

363 **Section 4. Special Committees.** Subject to approval of the board of directors, the president or the
364 executive director or both, may establish special committees, appoint the members and chair of
365 each of those committees, and prescribe the responsibilities of each.

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

368

369

ARTICLE X ELECTRONIC COMMUNICATION AND MEETINGS

371

372 **Section 1. Meetings.** The board of directors and all committees shall be authorized to meet by
373 telephone conference or through other electronic communications media so long as all the
374 members can simultaneously hear each other and participate during the meeting.

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

377

378

ARTICLE XI GRIEVANCES, DISPUTES, AND APPEALS

379

380

Section 1. General Requirements.

381 **A.** ASA and its members will provide equitable and prompt hearing and appeal procedures
382 to guarantee the rights of individuals to participate and compete. Those procedures shall
383 include that all grievances involving the right to participate and compete in activities
384 sponsored by ASA, USYSA, USASA and the Federation may be appealed to the
385 respective organization.

386 **B.** Each member shall have grievances, disputes, and appeals provisions in its bylaws, rules,
387 or other document that clearly states the procedures under which adjudication of appeals
388 and other disciplinary matters shall occur.

Section 2. Appeals.

389 **A.** Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or
390 policy, appeals of ASA matters shall be as provided by the board of directors.

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

Section 3. Exhaustion of Remedies.

393 **A.** No member of ASA, official, league, club, team, player, coach, administrator or referee
394 may invoke the aid of the courts of the United States or of a state without first exhausting
395 all available remedies within the appropriate soccer organizations, and as provided within
396 USYSA, USASA, and the Federation.

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

- 400 1. court costs;
- 401 2. attorney's fees;
- 402
- 403
- 404

- 405 3. reasonable compensation for time spent by ASA officials and employees in responding
406 to and defending against allegations in the action, including responses to discovery and
407 court appearances;
408 4. any travel expenses; and
409 5. any expenses for holding special meetings necessitated by court action.
410

411 **ARTICLE XII**
412 **EXECUTIVE DIRECTOR**
413

414 **Section 1. Appointment.** The executive director shall be appointed by the president and shall be
415 approved the board of directors.

416 **Section 2. Duties.** The conduct of business and the management of affairs of ASA shall be under
417 the direction of the executive director.

418 **A. Accountability.** The executive director shall report to the president.

419 **B. Duties.** The executive director shall:

- 420 1. be responsible for the complete management of the operations of the organization;
421 2. be responsible for the employment of such personnel as required to carry out the
422 operations of ASA provided that such employment falls within the constraints
423 established by the budget and personnel policies established by the board of directors;
424 3. establish committees and committee members as needed, in accordance with the
425 provisions of these bylaws;
426 4. serve as an ex-officio member of all committees, except the nominating committee;
427 and
428 5. perform such other duties as may be stated in these bylaws and other ASA governing
429 documents, the policies and procedures, and the personnel policies established by the
430 board of directors, and as may be directed by the president or the board of director.
431

432 **ARTICLE XIII**
433 **ADMINISTRATION**
434

435 **Section 1. Equal Opportunity.** ASA shall provide an equal opportunity to athletes, coaches,
436 trainers, managers, administrators, and officials to participate in soccer competitions. Individuals
437 serving on the board of directors or any committee of ASA shall be selected without regard to
438 that individual's race, color, religion, national origin, or sex. ASA may not have eligibility criteria
439 relating to amateur status more restrictive than those of the Federation.

440 **Section 2. Seasonal Year.** The seasonal year shall be from September 1 through August 31.

441 **Section 3. Accounts, Books, and Records.** ASA shall maintain adequate and correct accounts,
442 books, and records of its business and properties. All of those accounts, books, and records shall
443 be kept at the office of ASA. All accounts, books, and records of ASA are open for inspection by
444 members of the board of directors and members of ASA in the manner provided for in the Alabama
445 Nonprofit Corporation Law.

446 **Section 4. Financial Liability.** ASA will not assume nor be liable for the debts or the financial
447 responsibilities, or both, either implied or incurred, of any player, parent, coach, manager, team
448 assistant, league official, member organization official, or referee from any member team, league,
449 club, or organization.

450 **Section 5. Proper Notification.** Proper notification of any notices, actions, meetings, suspensions,
451 penalties, and any other communication will be deemed to have been delivered when such notice
452 has been deposited with the United States Postal Service addressed to the appropriate party as it
453 appears in the records of ASA.

454 **Section 6. Suspensions.** Suspensions or other disciplinary actions imposed by USYSA, USASA
455 or the Federation in accordance with its respective bylaws shall be recognized by ASA and its
456 member organizations upon notification by the above mentioned organizations. Suspensions and
457 other disciplinary actions taken by members of USYSA, USASA and the Federation shall be
458 recognized by ASA.

459 **Section 7. Saving Clause.** Failure of literal or complete compliance with provisions of the
460 constitution or bylaws of ASA with respect to dates and times of notice, or the sending or receipt
461 of the same, or errors in phraseology of notice of proposals, which in the judgment of the members
462 at meetings held do not cause substantial injury to the rights of members, shall not invalidate the
463 actions or proceedings of the board of directors, committees, or other bodies so affected.

464
465 **ARTICLE XIV**
466 **INDEMNIFICATION**

467
468 ASA shall defend (using counsel chosen by ASA) and indemnify every officer, director and
469 executive director against claims, demands, legal proceedings, and investigations arising out of
470 that officer's, director's, and/or executive director's duties and responsibilities for ASA, provided
471 that the incident made the basis of the claim, demand, legal proceeding or investigation of or
472 against the officer, director and/or executive director arose when the officer, director and/or
473 executive director was acting in the line and scope of his/her role for ASA.

474
475 **ARTICLE XV**
476 **PARLIMENTARY AUTHORITY**

477
478 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
479 ASA in all cases to which they are applicable and in which they are not inconsistent with these
480 bylaws and any special rules of order that ASA may adopt. The parliamentary authority of ASA
481 shall be adopted by each of its members.

482
483 **ARTICLE XVI**
484 **AMENDMENT OF ARTICLES AND BYLAWS**

485
486 **Section 1. Proposing Amendments.** Any proposed amendment to the articles of incorporation
487 or bylaws of ASA may be made by: (1) a full member; (2) the board of directors; (3) a member
488 of the board of directors; or (4) a committee of ASA.

489 **Section 2. Advance Notice.**

490 **A.** Any proposed amendment to the charter or bylaws of ASA must be submitted in writing to
491 the executive director at least 60 days in advance of a meeting at which the amendment is
492 to be considered.

493 **B.** Each proposed amendment received in compliance with section 2A of this Article shall be
494 sent in writing by ASA to each member and the board of directors at least 30 days in
495 advance of the meeting at which the amendment is to be considered.

496 **Section 3. Voting Requirement.** Any amendment to the charter or bylaws of ASA requires a two-
497 thirds vote of the membership.

498 **Section 4. Priority.** In the event of a conflict between the articles of incorporation and bylaws of
499 ASA and the articles of incorporation, bylaws, policies, and requirements of the Federation, the
500 articles, bylaws, policies, and requirements of the Federation govern.

501 **Section 5. Effective Date.** Unless otherwise provided, any amendment to the charter or bylaws of
502 ASA is effective on conclusion of the meeting in which the amendment is adopted.

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504

505 **Provisos to the Bylaws**

506 **1. Provided,** That those in the office prior to the adoption of this revision shall retain all the rights
507 applicable to the respective office which are held under the superseded bylaws until the close
508 of this annual general meeting.

509 **2. Provided,** That the president of the ASA prior to the adoption of these Bylaws shall remain the
510 President of ASA on the adoption of these Bylaws and her term of office shall expire at the
511 adjournment of the meeting at which these Bylaws were adopted. If eligible under the
512 preceding set of ASA Bylaws, the individual serving as president will be eligible for election
513 as President of ASA for the remaining number of terms to which she is eligible during the
514 meeting to adopt these bylaws.

515 **3. Provided,** That the Vice President - Competitive of the organization prior to the adoption of
516 these Bylaws shall become the Vice President – Youth of ASA on the adoption of these Bylaws
517 and the term shall expire at the conclusion of the 2017 Annual General Meeting of the
518 organization.

519 **4. Provided,** That the Second Vice President - Adult of the organization prior to the adoption of
520 these Bylaws shall become the Vice President – Adult of ASA on the adoption of these Bylaws
521 and the term shall expire at the conclusion of the 2018 Annual General Meeting of the
522 organization.

523 **5. Provided,** That the Treasurer prior to the adoption of these Bylaws shall remain the Treasurer
524 of ASA on the adoption of these Bylaws and her term of office shall expire at the
525 adjournment of the meeting at which these Bylaws were adopted. If eligible under the
526 preceding set of ASA Bylaws, the individual serving as treasurer will be eligible for election
527 as Treasurer of ASA during the meeting to adopt these bylaws.

528 **6. Provided,** That following the adoption of this revision there shall be a recommendation from
529 the president, for approval by the membership, of three (3) At-Large Directors to fulfill the
530 two (2) positions open in even-numbered years, including one that represents the interests of
531 recreational soccer, and the one (1) position to fulfill the remainder of the term that will
532 expire at the conclusion of the 2017 Annual General Meeting of the organization.

533 **7. Provided,** That these revised bylaws will take effect on the conclusion of the meeting at
534 which they were adopted.