



The Game for All Kids!®

BYLAWS

OF THE

UNITED STATES YOUTH SOCCER
ASSOCIATION, INC.

As of September 1, 2014

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1 **BYLAWS**
2 **OF THE**
3 **UNITED STATES YOUTH SOCCER ASSOCIATION, INC.**
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5
6 **ARTICLE I**
7 **NAME**
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9 This nonprofit educational organization shall be incorporated as United States Youth Soccer
10 Association, Inc.
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12 **ARTICLE II**
13 **PURPOSE**
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15 The purposes of this organization shall be as stated in the charter of the United States Youth
16 Soccer Association, Inc., hereinafter referred to as USYSA. The organization is a national
17 association member of the United States Soccer Federation, hereinafter referred to as
18 Federation.
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 Chair”** means that person who is elected by the regional council to chair
41 meetings of the regional council and oversee regional operations in conjunction with
42 the chief executive officer of USYSA as provided under Article VIII.
- 43 10. **“Regional Council”** means an administrative body as provided under Article VIII.
- 44 11. **“Regional Representative”** means that person who is elected by the regional
45 council to represent the general membership on matters of interest or concern to the
46 board of directors as provided under Article VIII.

- 47 12. **“Regional Vice Chair”** means that person who is elected by the regional council to
 48 chair meetings of the regional council and oversee regional operations in
 49 conjunction with the chief executive officer of USYSA as provided under Article
 50 VIII for a region if the regional chair is absent or is unable or refuses to act.
- 51 13. **“Seasonal Year”** means that period of time beginning September 1 of one calendar
 52 year and ending on August 31 of the immediately following year.
- 53 14. **“Team”** means a group of soccer players playing on the same side in soccer games.
- 54 15. **“TOPSoccer”** means a community based soccer program that is designed to meet
 55 the needs of players with physical and/or mental disabilities. The program is geared
 56 toward player development. Athletes are placed on teams according to ability, not
 57 by age, and the rules of play, team formation, age restrictions are modified
 58 accordingly. Maximum age restrictions contained elsewhere in these bylaws and
 59 policies of USYSA do not apply to TOPSoccer program participants.
- 60 16. **“USYSA”** means the United States Youth Soccer Association, Inc.
- 61 17. **“USOC”** means the United States Olympic Committee that is the corporation
 62 established under the Amateur Sports Act to oversee all amateur athletic activity in
 63 the United States.
- 64 18. **“Youth Player”** means an individual who has not reached 19 years of age prior to
 65 August 1 immediately before the start of any seasonal year. A player who reaches
 66 19 years of age during a seasonal year is allowed to complete that seasonal year. A
 67 player who reaches 19 years of age during August of one seasonal year shall be
 68 allowed to complete all of the next seasonal year.

69
 70 **ARTICLE IV**
 71 **MEMBERSHIP**
 72

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

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

77 **A. Organization Members.**

- 78 1. **Affiliate.** To qualify for affiliate membership, an organization shall be a youth
 79 sports organization that conducts soccer programs in at least five (5) states of the
 80 United States.
- 81 2. **Associate.** To qualify for associate membership, an organization shall be an
 82 organization formed to advance a particular aspect of youth soccer, but not
 83 responsible for recruiting, training, fielding, and funding of players.
- 84 3. **State Association.** To qualify for state association membership, the organization
 85 must be the administrative body within a territory determined by the National
 86 Council to carry out USYSA’s programs for youth players. This association shall
 87 be in a single state of the United States.

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

- 90 1. through that individual’s membership or association with an organization member;
 91 2. as an elected officer or member of the board of directors;
 92 3. if the individual occupies an unpaid administrative position within USYSA;

- 93 4. as a committee member of USYSA; or
94 5. through the individual joining USYSA in compliance with the requirements
95 established by the board of directors.

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

101 **Section 3. Admission to Membership.**

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

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

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

115 **Section 4. Terms of Membership.**

116 **A. Membership Year.**

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

130 **B. Provisional Membership.**

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

139 3. Provisional membership is terminated at the end of the National Council meeting at
140 which the applicant's membership is considered unless the National Council
141 further extends the period of provisional membership or the applicant's application
142 for membership is approved by the National Council.

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

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

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

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

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ARTICLE V ORGANIZATION MEMBERS

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

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

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ARTICLE VI STATE ASSOCIATION MEMBERS

181 **Section 1. General Responsibilities.** In addition to other requirements of these bylaws, each
182 state association shall:
183 1. adhere to its bylaws;
184 2. annually register with USYSA all of its players, coaches, and administrators;

- 185 3. provide USYSA at least once each seasonal year the names and information
186 required by policy for its players, coaches, and administrators;
187 4. require that each of its individual players, coaches, teams, and administrators that
188 are sponsored, financed, coached, organized, or administered by an organization
189 member register with USYSA;
190 5. provide and coordinate opportunities for every player under its jurisdiction to play
191 soccer at the developmental, intermediate, and advanced levels; and
192 6. comply with requirements pertaining to interstate, national, and international
193 competition and other competitions approved or sponsored by USYSA and as
194 required by the Federation.

195 **Section 2. Risk Management.**

- 196 **A.** USYSA and each state association are responsible for establishing and monitoring a
197 risk management program within its jurisdiction.
198 **B.** At a minimum, the risk management program must include:
199 1. use of an employment/volunteer disclosure statement for all volunteers, employees,
200 coaches, and program administrators who are involved with any approved or
201 sponsored program of USYSA or the state association or member of the state
202 association; and
203 2. identification of a risk management coordinator and an alternate for the
204 organization.
205

206 **ARTICLE VII**
207 **FEES AND DISCIPLINE**
208

209 **Section 1. Annual Fees.**

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

214 **Section 2. Suspensions and Terminations.**

- 215 **A. Suspension.**
216 1. **Failure to Pay Fees.** Any member failing to pay any fees due USYSA shall be
217 provided written notice of the delinquency. If those fees are not paid within 30 days
218 after the date of the notice of delinquency, the delinquent member may be
219 suspended from membership in USYSA after a proper hearing pursuant to
220 Subsection 3B of this Article. The member shall be notified in writing of any
221 suspension and the date on which membership will be terminated if the fees remain
222 unpaid.
223 2. **Due to Litigation.**
224 (a) Any person participating in a USYSA program, or in a program of a state
225 association or a program of a member of a state association, who becomes a
226 defendant in litigation detrimental to the welfare of youth players or litigation
227 based on activities detrimental to the welfare of youth players, shall be
228 suspended from all soccer-related activities. Suspensions under this bylaw shall
229 be determined by the appropriate state association or the USYSA Board of
230 Directors. Matters detrimental to the welfare of youth players shall include, but

231 not be limited to, crimes of moral turpitude and felonies. The person has a right
232 to appeal the suspension only over whether the matter which is the substance of
233 the accusation, if true, is detrimental to the welfare of youth players.

234 (b) On completion of the litigation, the suspended person may inform the body
235 suspending the person under Subsection 2A2(a) of this Article that the litigation
236 has been completed and request that the suspension be terminated and the
237 person reinstated. The suspending body may grant the request of the person or,
238 if the decision of the litigation was adverse to the person, may continue the
239 suspension for a period specified by the suspending body, fine the person,
240 terminate all membership of that person with the suspending body and its
241 members, or any combination of those authorized penalties.

242 **B. Termination.**

- 243 1. The membership of a state association may be terminated by the National Council
244 for cause by a two-thirds vote of the National Council.
- 245 2. If the membership of a state association is terminated either by resignation from
246 USYSA or under Subsection 2A1 or Subsection 2B1 of this Article, USYSA shall
247 immediately undertake actions to replace that organization with another
248 organization having the same USYSA jurisdiction as the organization whose
249 membership is terminated. That replacement organization may include an
250 organization established and temporarily operated by USYSA.
- 251 3. The board of directors may terminate the membership of a sustaining member as
252 prescribed in Section 3A of this Article.

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

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

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

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

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

265
266 **ARTICLE VIII**
267 **REGIONS**
268

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

270 **A.** Region I: Connecticut Junior Soccer Association, Delaware Youth Soccer Association,
271 Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth Soccer
272 Association, Maryland State Youth Soccer Association, Massachusetts Youth Soccer
273 Association, New Hampshire Soccer Association, New Jersey State Youth Soccer
274 Association, , New York State West Youth Soccer Association, , Pennsylvania West
275 Soccer Association, Soccer Rhode Island, United Soccer Federation of Maine,

- 276 Vermont Soccer Association, Virginia Youth Soccer Association, and West Virginia
277 Soccer Association.
- 278 **B.** Region II: Illinois Youth Soccer Association, Indiana Soccer Association, Iowa State
279 Youth Soccer Association, Kansas State Youth Soccer Association, Kentucky Youth
280 Soccer Association, Michigan State Youth Soccer Association, Minnesota Youth
281 Soccer Association, Missouri Youth Soccer Association, Nebraska State Soccer
282 Association, North Dakota Soccer Association, Ohio South Youth Soccer Association,
283 Ohio Youth Soccer Association – North, South Dakota Youth Soccer Association, and
284 Wisconsin Youth Soccer Association.
- 285 **C.** Region III: Alabama Youth Soccer Association, Arkansas State Soccer Association,
286 Florida Youth Soccer Association, Georgia State Soccer Association, Louisiana Soccer
287 Association, Mississippi Youth Soccer Association, North Carolina Youth Soccer
288 Association, North Texas State Soccer Association, Oklahoma Soccer Association,
289 South Carolina Youth Soccer Association, South Texas Youth Soccer Association, and
290 Tennessee State Soccer Association.
- 291 **D.** Region IV: Alaska State Youth Soccer Association, Arizona Youth Soccer
292 Association, California Youth Soccer Association - North, California Youth Soccer
293 Association - South, Colorado State Youth Soccer Association, Hawaii Youth Soccer
294 Association, Idaho Youth Soccer Association, Montana Youth Soccer Association, ,
295 New Mexico Youth Soccer Association, Oregon Youth Soccer Association, United
296 States Youth Soccer of Nevada, Utah Youth Soccer Association, Washington State
297 Youth Soccer Association, and Wyoming Youth Soccer Association.
- 298 **E.** The composition of regions may be amended by a majority vote of the National
299 Council.

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

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

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

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

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

- 312 **A.** comply with all bylaws, rules, policies, and requirements of USYSA;
313 **B.** elect a representative to the board of directors;
314 **C.** annually elect a chair from among the state associations of the regional council whose
315 duties are as follows:
316 1. serve as chair of all meetings of the regional council;
317 2. act as the liaison between the regional council and the chief executive officer of
318 USYSA;
319 3. execute instruments for the region in support of the programs and activities that the
320 region is administering, consistent with the budget of the region and the policies of
321 USYSA in consultation with the chief executive officer;

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

361 **Section 5. Meetings.**

- 362 **A. Regular Meetings.** The regional council may designate any place as the place of the
363 meeting for a regional council meeting, with the exception of the meeting held during
364 the National Council which shall be determined by US Youth Soccer.
- 365 **B.** Any business item to be presented at a regular meeting must be submitted in writing to
366 the regional chair, vice chair, and regional representative at least 45 days before the
367 date of the meeting.

368 **C. Special meetings.**

- 369 1. Special meetings may be called at any time on the request of: 1) the chair of the
370 region; or 2) at least five state associations of the region.
371 2. The request for a special meeting shall state the business items to be considered at
372 the special meeting. No other items may be considered at the meeting.
373 3. Notice of a special meeting shall be provided to each state association of the region
374 within 14 days of the meeting. The meeting must be held within 60 days of the
375 request for the meeting.
376

377 **ARTICLE IX**
378 **OFFICERS**
379

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

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

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

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

390 **A.** The chair and secretary are elected at the annual general meetings held in the even-
391 numbered years. The regional representatives from regions II and IV are elected at the
392 regional council meeting held concurrently with the annual general meeting held in the
393 even-numbered years.

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

398 **Section 4. Term of Office.** All officers shall assume office at the close of the annual general
399 meeting at which they are elected. All officers shall serve for a term of two years or until their
400 successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office
401 or position begins immediately after being elected to fill the vacancy. An individual may not
402 be elected to the office of chair for more than three full terms, except that an individual who
403 was elected to fill a vacancy of an unexpired term of more than one year may not be elected as
404 chair for more than two full terms.

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

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

- 412 1. shall serve as chair of all meetings of the National Council and board of directors;

- 413 2. may execute instruments for USYSA that the board of directors authorizes to be
414 executed;
415 3. oversee the activities of the chief executive officer and act as the liaison between
416 the board of directors and the chief executive officer; and
417 4. shall perform other responsibilities assigned by the board of directors.

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

- 419 1. assist the chair;
420 2. assume the responsibilities of the chair when the chair is absent, cannot act, or
421 refuses to act; and
422 3. perform other responsibilities assigned by the board of directors or the chair.

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

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

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

- 428 1. give general oversight to the management of all USYSA funds;
429 2. make a financial report to the board of directors at each meeting and at other times
430 when requested by the chair or board of directors;
431 3. in accordance with the financial policies of USYSA, cooperate with the audit
432 committee in such a manner as to enable timely completion of an independent audit
433 of the financial accounts and transactions of USYSA;
434 4. assist the board of directors in reviewing a proposed two-year budget for USYSA
435 in consultation with the chief executive officer; and
436 5. perform other responsibilities assigned by the board of directors or the chair.

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

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

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

444 **Section 7. Vacancy in Office.**

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

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

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

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

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

- 459 A. receive compensation (except for reimbursement for expenses) for services as an
- 460 officer or director;
- 461 B. be an officer or a member of the board of directors of any organization member of
- 462 USYSA or the Federation, except as provided otherwise in these bylaws; or
- 463 C. be a paid employee of, or receive compensation (except reimbursement for expenses)
- 464 from USYSA, any organization member of USYSA, or the Federation.
- 465

466 **ARTICLE X**

467 **NOMINATIONS AND ELECTIONS**

468

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

- 470 A. **Membership.** The governance and nominating committee shall consist of five (5)
- 471 members.
- 472 B. **Eligibility to Serve.** Current board members may not serve on the governance and
- 473 nominating committee. Governance and nominating committee members may only
- 474 serve one term.
- 475 C. **Term.** Governance and nominating committee members shall serve for two years.
- 476 D. **Election of Members.** Each regional council shall appoint one member of the
- 477 committee and the USYSA Chair, in consultation with the board of directors, shall
- 478 appoint one member of the governance and nominating committee who shall serve as
- 479 the committee chair.
- 480 E. **Vacancies.** Vacancies in the membership of the committee shall be filled in the same
- 481 manner specified in Section 1D of this Article.
- 482 F. **Duties.** When a board position is going to become available due to a current director's
- 483 term ending, or becomes available due to the resignation or removal of a director, the
- 484 board shall have the right, but not the obligation, to provide the governance and
- 485 nominating committee with a written description of the skills and experiences the
- 486 board feels would be beneficial to the association in its next board member. The
- 487 governance and nominating committee shall recruit candidates and accept nominations
- 488 and consider the qualifications of candidates proposed by the membership or the
- 489 governance and nominating committee. Candidates proposed by the membership must
- 490 be submitted to the committee no later than 60 days prior to the annual meeting. The
- 491 governance and nominating committee shall provide to each member, at least 30 days
- 492 prior to the election, a written description setting forth the committee's views regarding
- 493 the qualifications, skills, and experiences making each candidate a good selection for
- 494 the board. The governance and nominating committee shall submit at least one (1)
- 495 name for each office to be filled. The committee will bring forth all the names of
- 496 submitted candidates. At each annual meeting, the National Council shall vote upon
- 497 the candidate(s) as presented by the governance and nominating committee; in the
- 498 same manner, regional representatives shall be elected by the region. Election shall be
- 499 by majority vote.
- 500 G. **Nominations from the Floor.** Nominations from the floor are not allowed, unless
- 501 there are no candidates for an office to be elected.
- 502

**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.

547 **ARTICLE XII**
548 **VOTING BODY**
549

550 **Section 1. State Associations.**

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

- 554 (1) 100–1,000 players – 1 vote.
- 555 (2) 1,001–5,000 players – 2 votes.
- 556 (3) 5,001–25,000 players – 3 votes.
- 557 (4) 25,001–50,000 players – 4 votes.
- 558 (5) 50,001–100,000 players – 5 votes.
- 559 (6) 100,001 players and over – 6 votes.

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

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

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

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

578 **Section 3. Officers and Board of Directors.**

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

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

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

586 **Section 5. Proxy.** An organization member having a vote at a meeting of the National Council
587 may have its votes cast by proxy. The proxy must be in writing, signed by the chief executive
588 officer or the Secretary of the organization member, specify the date on which the proxy was
589 executed, and specify the meeting for which the proxy is effective.

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

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

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**ARTICLE XIII
BOARD OF DIRECTORS**

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

600 **A.** the chair;

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

602 **C.** the vice-chair;

603 **D.** the secretary

604 **E.** the treasurer;

605 **F.** the member-at-large;

606 **G.** four (4) regional representatives;

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

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

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

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

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

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

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

616 2. a complete financial report;

617 **C.** propose a budget for each fiscal year to be submitted for approval by the National
618 Council;

619 **D.** adopt the report of the auditor annually;

620 **E.** make employment and compensation decisions concerning the USYSA Chief
621 Executive Officer;

622 **F.** adopt policies regarding the management, compensation, and fringe benefits provided
623 to USYSA personnel;

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

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

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

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

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

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

637

¹ See provisos

638 **Section 4. Independent Directors.**

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

- 642 1. the individual or the individual's immediate family member has not been employed
643 or held any governance position within the last five (5) years with any soccer
644 organization;
- 645 2. the individual or the individual's immediate family member has not received any
646 compensation (other than reimbursement of actual expenses) within the last five (5)
647 years from any soccer organization; and
- 648 3. the individual or the individual's immediate family member has not been a partner
649 or had an ownership interest of five (5) percent or more in any soccer organization
650 or any sponsor or vendor of a soccer organization within the last five (5) years.

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

655 **C. Term of Office.** The independent directors shall assume office at the close of the
656 annual general meeting at which they are elected. They shall serve for a term of two
657 years or until their successors are elected or appointed. If the individual is fulfilling a
658 vacancy, the term of office or position begins immediately after being elected to fill the
659 vacancy.

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

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

663 **Section 5. Meetings.**

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

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

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

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

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

680

681 **ARTICLE XIV**
682 **COMMITTEES**

683
684 **Section 1. Standing Committees.** USYSA shall have the following standing committees:

- 685 A. Audit Committee; and
- 686 B. Governance and Nominating Committee.

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

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

- 691 A. Each standing committee shall consist of a minimum of three (3) members.
- 692 B. The chief executive officer, with consultation from the USYSA Chair, shall appoint the
693 chair and members of each standing committee with the approval of the board, with the
694 exception of the Governance and Nominating Committee which shall be elected as
695 prescribed in Section 1D of Article X.
- 696 C. Members of the standing committees shall be appointed annually, with the exception of
697 the Governance and Nominating Committee which shall be appointed as prescribed in
698 Section 1D of Article X. A committee member continues to serve until a successor has
699 been appointed.

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

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

706 **ARTICLE XV**
707 **FEDERATION POSITIONS**

708
709
710 **Section 1. Procedures for Filling Positions.**

- 711 A. USYSA has the opportunity to elect Commissioners to the Federation’s Youth Council
712 Administrative Commission. This bylaw applies to individuals:
 - 713 1. who are selected by USYSA to serve on the Administrative Commission for two-
714 year terms; and
 - 715 2. serving on the Administrative Commission and are then elected by the Youth
716 Council to serve on the Federation’s Board of Directors.
- 717 B. Individuals to be commissioners for the positions allocated to USYSA are selected as
718 follows:
 - 719 1. the Chair of USYSA, ex officio, with terms expiring in even-numbered years.
 - 720 2. the Vice-Chair of USYSA, ex officio, with terms expiring in odd-numbered years.
 - 721 3. the two Regional Representatives of USYSA, ex officio, with terms expiring in
722 even-numbered years.
 - 723 4. the two Regional Representatives of USYSA, ex officio, with terms expiring in odd-
724 numbered years.
 - 725 5. the Secretary of USYSA, ex officio, with term expiring in even-numbered years
 - 726 6. the Treasurer of USYSA, ex officio, with term expiring in odd-numbered years.

- 727 C. If the allocation of positions to USYSA is less than eight (8) positions, the following
728 procedures apply:
729 1. If the allocation for a year is for seven (7) positions, then the allocated
730 Commissioner positions are filled by the officers or directors referred to in Sections
731 B1 through B5 of this Article, effective for the period the seven (7) positions are
732 allocated.
733 2. If the allocation is for six (6) positions, then the allocated Commissioner positions
734 are filled by the officers or directors referred to in Sections B1 through B4 of this
735 Article, effective for the period the six (6) positions are allocated.
736 3. If the allocation is for five (5) positions, then the allocated Commissioner positions
737 are filled by the officers or directors referred to in Sections B1, B3, and B4 of this
738 Article, effective for the period the five (5) positions are allocated.
739 D. Any individual holding a USYSA position referred to in clauses 1 through 6 of Section
740 B of this Article serves as a Commissioner on the Youth Council Administrative
741 Commission for only as long as the individual holds that USYSA position. If such an
742 individual also holds a position on the Federation Board of Directors, that individual
743 holds the position on the Federation Board for only as long as that individual holds the
744 USYSA position.
745

746 **ARTICLE XVI**
747 **ELECTRONIC MEETINGS AND COMMUNICATION**
748

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

753 **Section 2. Communication.** Unless members indicate otherwise to USYSA, all
754 communication required in these bylaws, including meeting notices, may be sent electronically.
755

756 **ARTICLE XVII**
757 **GRIEVANCES, DISPUTES, AND APPEALS**
758

759 **Section 1. General Requirements.**

- 760 A. Each organization member shall have grievances, disputes, and appeals provisions in its
761 bylaws, rules, or other document that clearly states the procedures under which
762 adjudication of appeals and other disciplinary matters shall occur.
763 B. If an organization member does not have those procedures required by Section A of this
764 Article, the following procedures apply:
765 1. All parties are entitled to a hearing with proper notification.
766 2. Once a grievance, dispute, or appeal has been properly filed, the chair of the
767 appropriate entity of the organization member shall notify all involved parties
768 within five (5) days of receipt of the grievance, dispute, or appeal, the nature of the
769 grievance, dispute, or appeal, the names of all parties, a copy of the grievance,
770 dispute, or appeal, and the date, time, and place of the hearing.
771 3. The conduct of the hearing shall be as determined by the rules of the organization
772 member.

- 773 4. A record (called the official record) shall be kept of the proceedings.
774 5. A written notification of the decision shall be sent to all involved parties in a timely
775 fashion. This notice shall be sent by certified mail.
776 6. All hearings shall be scheduled to be held within 30 days.

777 **Section 2. Resolution of Disputes.**

- 778 A. A dispute between or among organization members shall be resolved by a special
779 commission of the board of directors as follows:
780 1. Any organization member involved in a dispute between or among organization
781 members shall submit a written petition to the board of directors for the resolution
782 of the dispute.
783 2. Within 30 days of receiving the petition, the Chair of USYSA, in consultation with
784 the board of directors, shall appoint a special commission composed of three (3) or
785 five (5) members.
786 3. Each special commission may prescribe appropriate procedures for resolving the
787 dispute, except that a hearing shall be conducted within 90 days of receipt of the
788 petition, and a written decision or resolution shall be issued within 120 days of
789 receipt of the petition.
790 4. The decision of the special commission is final and binding on all parties.
791 5. The USYSA Chair may require the disputing parties to participate in mediation
792 before the appointment of the special commission, in which case the deadlines
793 provided in paragraph 3 are extended by not more than 30 days.
794 B. With respect to all other disputes, USYSA:
795 1. favors the resolution of disputes through mediation whenever possible;
796 2. shall provide for the prompt resolution of disputes; and
797 3. shall prescribe policies to carry out this section.

798 **Section 3. Appeals.**

- 799 A. Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or
800 policy, appeals of USYSA matters shall be as follows:
801 1. A matter that may be appealed from a level below the national level may be
802 appealed to the appropriate body or a special committee established by the board of
803 directors as the case may be, and then to the board of directors; and
804 2. For all other matters, the matter may be appealed to the board of directors.
805 B. The board of directors shall prescribe a policy to carry out this bylaw, including the
806 amount of the appeals fee.

807 **Section 4. Exhaustion of Remedies.**

- 808 A. No member of USYSA, official, league, club, team, player, coach, administrator or
809 referee may invoke the aid of the courts of the United States or of a state without first
810 exhausting all available remedies within the appropriate soccer organizations, and as
811 provided within USYSA.
812 B. For a violation of this bylaw, the offending party shall be subject to suspension and
813 fines, and shall be liable to USYSA for all expenses incurred by USYSA and its officers
814 and members of the board of directors in defending each court action, including the
815 following:
816 1. court costs;
817 2. attorney's fees;

- 818 3. reasonable compensation for time spent by USYSA officials and employees in
819 responding to and defending against allegations in the action, including responses to
820 discovery and court appearances;
821 4. travel expenses; and
822 5. expenses for holding special National Council meetings necessitated by court
823 action.

824
825 **ARTICLE XVIII**
826 **ADMINISTRATIVE OPERATIONS**

827
828 **Section 1. Chief Executive Officer.** The conduct of business and the management of affairs
829 of USYSA shall be under the direction of a chief executive officer.

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

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

- 833 1. be responsible for the complete management of the operations of the organization
834 under the direction of the USYSA Chair;
835 2. be responsible for the employment of such personnel as required to carry out the
836 operations of USYSA provided that such employment falls within the constraints
837 established by the budget and personnel policies established by the USYSA Board
838 of Directors;
839 3. establish committees and committee members as needed, with consultation from
840 the USYSA Chair and approval of the board, in accordance with Article XIV,
841 Sections 3 and 4;
842 4. hire regional administrative staff, with consultation from and approval of the
843 regional council;
844 5. serve as an ex-officio member of all committees, except the governance and
845 nominating committee; and
846 6. perform such other duties as may be stated in these bylaws and other USYSA
847 governing documents, the policies and procedures, the personnel policies
848 established by the board of directors, and as may be directed by this board or the
849 USYSA Chair.

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

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

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

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

864 **ARTICLE XIX**
865 **INDEMNIFICATION**

866
867 **Section 1.** USYSA shall indemnify each of its present or former directors, officers, employees,
868 committee members, agents, and other persons specified from time to time by the board of
869 directors, against all expenses actually and reasonably incurred by the person (including
870 judgments, costs, and counsel fees) in connection with the defense of any pending or threatened
871 litigation to which that person is, or is threatened to be made, a party because that person is or
872 was serving in such a capacity. This right of indemnification may also apply to expenses of
873 litigation which is compromised or settled, including amounts paid in settlement, if USYSA
874 approves the settlement as provided in section 2 of this Article. Such a person shall be
875 indemnified if the person acted in good faith and in a manner the person reasonably believed to
876 be in or not opposed to the best interests of USYSA. The termination of any litigation by
877 judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not,
878 of itself, create a presumption that the person did not act in good faith or in a manner the person
879 reasonably believed to be in or not opposed to the best interests of USYSA.

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

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

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

894 **ARTICLE XX**
895 **PARLIAMENTARY AUTHORITY**

896
897
898 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
899 govern USYSA in all cases to which they are applicable and in which they are not inconsistent
900 with these bylaws and any special rules of order that USYSA may adopt. The parliamentary
901 authority of USYSA shall be adopted by each of its affiliates.
902

ARTICLE XXI
AMENDMENT OF CHARTER AND BYLAWS

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

Section 2. Advance Notice.

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

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

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

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

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

Provisos to the Bylaws

1. Provided, That those in the office of regional director at the time of adoption of this revision will assume the duties of regional chair and regional representatives until the earliest of the following: the expiration of their current term, their death, their resignation, or their removal from office. Upon the occurrence of a vacancy in the position of regional director, the regional councils shall, in accordance with these Bylaws, elect a regional chair, vice chair, and a regional representative.

2. Provided, That those in the office of regional deputy director at the time of the adoption of this revision will remain in that position until the expiration of their current term, their death, their resignation, or their removal from office. The regional deputy director shall fulfill the duties assigned to them by the regional director and thereafter by the regional chair.

3. Provided, That those in the office of regional director at the time of adoption of this revision serving as USYSA representatives on the Federation National Youth Council shall continue in such positions until they cease serving as regional director; whereupon new representatives to the Federation National Youth Council shall be elected as provided in Article XV.

4. Provided, That those other than regional directors serving as USYSA representatives on the Federation National Youth Council shall serve the balance of their existing term on the Federation National Youth Council; whereupon new representatives to the Federation National Youth Council shall be elected as provided in Article XV.

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