

Oklahoma Soccer Association

*Bylaws – Approved August 31, 2013
Amended
January 20, 2015, February 3, 2018*

ARTICLE I – INCORPORATION AND NAME

1.1 This organization is incorporated under the laws of Oklahoma as a 501 (c) 3 nonprofit, charitable corporation. The name of this Association shall be Oklahoma Soccer Association, Inc. (OSA).

ARTICLE II - OBJECT

- 2.1. To coordinate the development of activities relating to the sport of soccer around the State of Oklahoma in a fair, effective and cost efficient manner.
- 2.2. To promote the sport of soccer at all levels around the State of Oklahoma, to resolve questions and controversies not addressed under the rules, regulations and bylaws of the relevant affiliated associations, and to exercise the authority and interest of the United States Soccer Federation therein.
- 2.3. To educate the general public concerning all aspects of the sport of soccer and to foster statewide, national, and international amateur competition of said sport.
- 2.4. To receive gifts, legacies, and donations from any source to be used solely to promote the health, welfare, and recreation of the general public through the Association for the development and growth of the sport of soccer in Oklahoma.
- 2.5 In general, to transact or carry on any other business in connection and consistent with the foregoing.

ARTICLE III - GENERAL

3.1 This Association shall be a member of US Youth Soccer Association, US Adult Soccer Association, and the United States Soccer Federation (USSF). To the extent permissible under all applicable Oklahoma laws or statutes, US Adult Soccer Association, US Youth Soccer Association, and USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of OSA. OSA will not join any organization that has requirements that conflict with USSF or its articles, bylaws, policies, and requirements.

ARTICLE IV - DEFINITIONS

- 4.1 “Affiliate” Any organization affiliated with OSA, which has an identifiable membership of players, on whose behalf the organization conducts or engages in soccer activities in a manner consistent with the provisions of Article 2 (above). An Affiliate shall be further defined as the club, league, or association that serves as the basic administrative unit of OSA. Each Affiliate must register all players and other persons participating in that Affiliate’s soccer activities with OSA.
- 4.2 “Associate Member” Any organization or group representing an interest in soccer who wishes to become a member of Oklahoma Soccer Association, Inc. Associate Members will be “Non-voting members” but with all other meeting privileges at General Meetings.
- 4.3 “Association” means the Oklahoma Soccer Association, Inc.
- 4.4 “Authorized votes” are the total of eligible votes in attendance at membership meetings.
- 4.5 “Board” means the Board of Directors of officers and directors of OSA.
- 4.6 “Adult Council” An assembly of Adult Affiliate Representatives.
- 4.7 “Youth Council” An assembly of Youth Affiliate Representatives.
- 4.8 “Bad Standing” means not permitted a voice, vote or participation in the affairs of the Association until the cause of being placed in bad standing is removed or membership is terminated.
- 4.9 “Suspension” means the removal of all rights and privileges of membership during the period of suspension.
- 4.10 “Director” A voting member of the Board of Directors who is not an officer.
- 4.11 “Eligible Votes” Total number of votes of those members in good standing.
- 4.12 “Non-Voting member” A member of a committee, the board of directors, or other position within the association who serves without a vote.
- 4.13 “Federation” means the United States Soccer Federation, Inc. (USSF).
- 4.14 “FIFA” means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- 4.15 “Fiscal Year” The 12 month accounting period beginning July 1 and ending June 30 or as determined by the OSA Board of Directors.

- 4.16 "OSA Membership" A member is an individual, league organization that has applied for and/or been approved for affiliated membership with Oklahoma Soccer Association. Membership in OSA through each defined Affiliate is open to all players, coaches, trainers, managers, administrators, officials, referees and honorary members.
- 4.17 "Hall of Fame Member" is a person who is recognized either for "Outstanding Achievement" or "Lifetime Achievement." Membership shall be approved by a majority of the OSA Board of Directors.
- 4.18 "Player" - a person who is duly registered and actively playing in an Adult or Youth Affiliate during the current seasonal year.
- 4.19 "Adult Player" any player duly registered with an Adult Affiliate during the current seasonal year.
- 4.20 "Youth Player" A youth member as defined by US Youth Soccer and registered with OSA.
- 4.21 "Officer" Duly elected members of the Board of Directors who shall serve as the officers of the corporation and as governed by applicable law.
- 4.22 "Quorum" The quorum for any OSA Board of Directors meetings shall be a majority. The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership. Proxy votes, either submitted prior to the certain Meeting or presented as executed and signed by the Affiliate President to the Secretary at the distinct meeting shall count toward a Quorum.
- 4.23 "Seasonal Year" The seasonal year shall consist of the 12 months as defined by USSF.
- 4.24 "Secretary" The OSA Executive Director shall serve as Secretary of OSA and keep meeting minutes and records of all business related activities. The Executive Director will be a non-voting member of the Board of Directors.
- 4.25 "Team" shall be deemed to be a recognized entity sponsored by any OSA Affiliate and organized for the purpose of playing the sport of soccer.
- 4.26 "USASA" means the United States Adult Soccer Association.
- 4.27 "US Youth Soccer" means the United States Youth Soccer Association.
- 4.28 "USSF" or "US Soccer" means the United States Soccer Federation.

ARTICLE V - MEMBERS

5.1 Classes of Membership

5.1.1 Voting Members

5.1.2 Non-Voting Members

5.2 Voting Members

5.2.1 Shall include Affiliates made up of Youth Council Members, Adult Council Members, and all members of the Board of Directors.

5.3 Non-Voting Members

5.3.1 Shall include Hall of Fame Members, Associate Members, and all others that advance a particular aspect of soccer who seek membership without voting rights, and others that may be designated by the Board of Directors.

5.4 Terms of Membership

5.4.1 Qualification and Eligibility

5.4.1.1 Each annual application for OSA membership shall be in a format as approved by the Board of Directors. The fees due shall accompany each application for the current period. Any application received that is incomplete or lacks the required supporting documentation shall be returned to applicant.

5.4.1.2 Application shall be filed with Secretary of the Association.

5.4.1.3 Applications for "Associate" membership shall be acted upon according to the established policies and procedures of the Board of Directors.

5.4.1.4 Applications for new "Affiliate" membership shall be presented to the membership at the next General Membership meeting. New memberships must be approved by the membership by a majority of eligible votes.

5.4.2 Fees / Dues

5.4.2.1 All fees assessed shall be determined by the Board of Directors and shall be approved by the membership. All dues and fees shall be as listed in the standing rules.

5.4.2.2 All required fees are due as per OSA policies.

5.4.2.3 All current fee schedules shall be available at the offices of the Oklahoma Soccer Association.

5.5 Resignation

5.5.1 Any Affiliate desiring to resign from the Association shall submit its resignation in writing to the Executive Director, who shall present it to the Board of Directors for action. No Affiliate's resignation shall be accepted until all obligations to OSA are met.

ARTICLE VI – OFFICERS

6.1 The Executive Committee Officers of the Association

- 6.1.1 President
- 6.1.2 Vice President-Adult
- 6.1.3 Vice President-Youth
- 6.1.4 Treasurer
- 6.1.5 Secretary
- 6.1.6 Vice President – Games, Discipline & Appeals
- 6.1.7 Vice President – Risk Management
- 6.1.8 Vice President – Chairman of the State Referee Committee

6.2 The Vice Presidents of the Association

- 6.2.1 Vice President - Adult Competition & Tournaments
- 6.2.2 Vice President - Youth Recreational Programs
- 6.2.3 Vice President Youth Competitive Programs
- 6.2.4 State Referee Administrator
- 6.2.5 District Vice Presidents (6) made up of (4) Recreational and (2) Competitive

6.3 Duties of Executive Committee Officers

6.3.1 The President

- 6.3.1.1 The President is the Chairman of the Board and shall do the following:
- 6.3.1.2 Preside at all meetings of the Board of Directors and the general membership.
- 6.3.1.3 Oversee and direct all activities of OSA.
- 6.3.1.4 Serve as a non-voting member of the Youth Council and Adult Council.
- 6.3.1.4 Represent the Association and be head of the delegation to the Federation's National Council Meetings.
- 6.3.1.5 Provide a written report at the annual meeting of the members of the Association.
- 6.3.1.6 Appoint, with the advice and consent of Board of Directors, the chairmen of standing and special committees.

6.3.2 Vice President-Adult

- 6.3.2.1 The Vice President-Adult shall be responsible for the following:
- 6.3.2.2 Promote the interest of adult soccer within the Association.
- 6.3.2.3 Serve on the OSA Board of Directors and as the Adult Council Chairperson.
- 6.3.2.4 Serve as an advisor on all adult-related committees.
- 6.3.2.5 Represent the Adult membership and be the head of any delegation representing the Association at any convention, meeting, or assembly of USASA or other adult organizations, and may appoint another member to serve in the Vice President–Adult's place.
- 6.3.2.6 Appoint, with the advice and consent of the Board of Directors, committee members of the Adult Council.
- 6.3.2.7 Administer the suspension or curtailment of membership within the Adult Council.
- 6.3.2.8 Submission of an annual report to the Association at the Annual General Meeting.

6.3.3 Vice President-Youth

- 6.3.2.1 The Vice President-Youth shall be responsible for the following:
- 6.3.2.2 Promote the interest of youth soccer within the Association.
- 6.3.2.3 Serve on the OSA Board of Directors and as the Youth Council Chairperson.
- 6.3.2.4 Serve as an advisor on all youth related Committees.
- 6.3.2.5 Represent the Youth membership and be the head of any delegation representing the Association at any convention, meeting, or assembly of US Youth Soccer or other youth organizations, and may appoint another member to serve in the Vice President–Youth place.
- 6.3.2.6 Appoint, with the advice and consent of the Board of Directors, committee members of the Youth Council.
- 6.3.2.7 Administer the suspension or curtailment of membership within the Youth Council.
- 6.3.2.8 Submission of an annual report to the Association at the Annual General Meeting

6.3.4 Treasurer

6.3.4.1 The Treasurer shall be responsible for the following:

6.3.4.2 Directing and keeping a full and accurate accounting of receipts and

disbursements of the Association in accordance with the established financial policies.

6.3.4.3 Have custody of all money of the Association and disburse funds within the limits of the approved budget of the Association.

6.3.4.4 Keep the financial records of the Association.

6.3.4.5 Prepare and submit an annual budget for approval by the voting membership at the Annual General meeting.

6.3.4.6 Make a written financial report at each regular meeting of the Board of Directors and members of the Association.

6.3.4.7 Work with an independent professional accounting firm for monthly reconciliation of the financial records of the Oklahoma Soccer Association, submission of any and all yearly paperwork required to meet all federal, state and local laws and regulations.

6.3.4.8 Be the Chairman of the Finance Committee.

6.3.5 Secretary

6.3.5.1 The Executive Director shall serve as the Secretary and as a non-voting member of the Board of Directors and shall be responsible for the following:

6.3.5.2 Shall compile and keep minutes of all board and Association meetings.

6.3.5.3 Conduct the business of the Oklahoma Soccer Association under the direction of the Board of Directors, oversee the office operations and employ additional staff within the allowances of the annual budget.

6.3.5.4 Notify the membership (15) fifteen days prior to an AGM and SAGM and provide copies of all proposed changes to OSA rules, regulations, policies, and bylaws.

6.3.5.5 Provide written notice of a meeting initiated by the Board of Directors or President of the Association to all Affiliates at least (15) fifteen calendar days in advance of the meeting date. Included in the notification shall be, at least, the purpose and cause of the meeting, location, date and time. An agenda for the meeting will be distributed by the President at least three (3) days before the meeting. Notification may be made by e-mail and through a posting on the official OSA website.

6.3.6 Vice President - Games, Discipline and Appeals

6.3.6.1 The Vice President - Games, Discipline and Appeals shall do the following:

6.3.6.2 Be the Chairman of the Committee and shall appoint nonpartisan committee members to serve as required.

6.3.6.3 Establish an Eastside and Westside committee and additional committees as required.

6.3.6.4 Shall hear or review all appeals, protests and related game incidents including the discipline of coaches, players and spectators for misconduct and/or violations of OSA bylaws and program policies. Will insure all hearings conform to the standing resolutions of the Association.

6.3.6.5 Will be the hearing body for all referee complaints of abuse and assault.

6.3.6.6 Shall hear appeals of decisions rendered by an affiliate member.

6.3.6.7 Shall act with the President on all interactions with the Executive Director on Administration details, and chair meetings in the President's absence.

6.3.7 Vice President - Risk Management

6.3.7.1 The Vice President - Risk Management Program shall do the following:

6.3.7.2 Be the Chairman of the Risk Management Committee.

6.3.7.3 Will establish policies and procedures according to the US Youth Soccer Kidsafe Program and US Soccer requirements.

6.3.7.4 Establish an Eastside and Westside Committee and additional committees as needed to review Volunteer Disclosure Statements, background checks and field and goal safety compliance.

6.3.7.5 Communicate with all members the requirements of the Risk Management Program and how to ensure a safe environment.

6.3.7.6 Responsible for reviewing all risk management issues that come before the Association and make recommendations to the Board of Director as necessary.

6.4 Duties of Vice Presidents

6.4.1 Vice President - Adult Competition & Tournaments

- 6.4.1.1 The Director of Adult Competition & Tournaments shall do the following:
- 6.4.1.2 Promote the interests of adult soccer within the Association.
- 6.4.1.3 Assist in the assignment and conduct of all adult activities.
- 6.4.1.4 Assist and promote the organization of all adult leagues, tournaments and competitions.
- 6.4.1.5 Act as Commissioner for the Adult National Cup competition.

6.4.2 Vice President - Youth Recreation Programs

- 6.4.2.1 The Director of Youth Recreation shall do the following:
- 6.4.2.2 Promote the interest of youth recreational soccer within the Association.
- 6.4.2.3 Act as coordinator in the assignment and conduct of youth recreation activities.
- 6.4.2.4 Chair the Youth Recreational Committee which includes the organization of the:
 - Recreational leagues
 - Recreational tournaments
- 6.4.2.5 Assist in the organization of the TOPSoccer Program.

6.4.3 Vice President - Youth Competitive Programs

- 6.4.3.1 The Director of Youth Competitive shall do the following:
- 6.4.3.2 Promote the interests of youth competitive soccer within the Association.
- 6.4.3.3 Act as coordinator in the assignment and conduct of activities of youth competitive play.
- 6.4.3.4 Chair the Youth Competitive Committee which includes the organization of the:
 - Competitive leagues
 - Competitive tournaments
- 6.4.3.5 Assist in the organization of youth select team (ODP), tryouts competition and tournaments.

6.4.4 State Referee Administrator

- 6.4.4.1 The State Referee Committee Chair is the chairman of the State Referee Committee and is elected at the Annual General Membership meetings.
- 6.4.4.2 The SRA will supervise all matters related to referees under United States Soccer Federation bylaws, policies, and requirements.
- 6.4.4.3 A nonvoting representative to the youth council and adult council may be made by the State Referee Administrator.

6.4.5 District Vice President – Recreation

- 6.4.5.1 The District Vice President shall do the following:
- 6.4.5.2 Be the District's Champion on the Board.
- 6.4.5.3 Proactively contact the Affiliates within the District. Work with them to promote recreational soccer throughout the District and Oklahoma. The specific structure of this process is left to the District and its Vice President.
- 6.4.5.4 Arbitrate any interclub issues, working to resolve them before needing to elevate to the Games, Disciplines and Appeals Committee. Should issues involve other District's Affiliates, work with that District's Vice President to resolve. If the issue requires Executive Committee involvement, help the Affiliate(s) prepare their arguments and help coordinate the presentation of the issue to the Executive Committee.

6.4.6 District Vice President – Competitive

- 6.4.6.1 The District Vice President shall do the following:
- 6.4.6.2 Be the District's Champion on the Board.
- 6.4.6.3 Proactively contact the Affiliates within the District. Work with them to promote competitive soccer throughout the District and Oklahoma. The specific structure of this process is left to the District and its Vice President.
- 6.4.6.4 Arbitrate and interclub issues, working to resolve them before needing to elevate to the Games, Discipline and Appeals Committee. Should issues involve other District's Affiliates, work with that District's Vice President to resolve. If the issue requires

Executive Committee involvement, help the Affiliate(s) prepare their arguments and help coordinate the presentation of the issue to the Executive Committee.

6.5 The officers and directors of the board shall be elected at Annual General Membership meetings according to the schedule presented in Article IX.

- 6.5.1 President – elected by the general membership
- 6.5.2 Vice President-Adult – elected by the Adult Council
- 6.5.3 Vice President-Youth – elected by the Youth Council
- 6.5.4 Treasurer – elected by the general membership
- 6.5.5 Vice President - Youth Recreation – elected by the Youth Council
- 6.5.6 Vice President - Youth Competitive – elected by the Youth Council
- 6.5.7 Vice President - Adult Competition and Tournaments– elected by the Adult Council
- 6.5.8 Vice President - Games, Discipline and Appeals– elected by the general membership
- 6.5.9 Vice President - Risk Management – elected by the general membership
- 6.5.10 District Vice Presidents (4) – Recreational – elected by the District Affiliates
- 6.5.11 District Vice Presidents (2) – Competitive – elected by the Competitive District Affiliates

6.6 Resignation/ Removal/ Appointments

- 6.6.1 The duties and powers of all elected officers shall cease at the end of the Annual General Meeting of the second year of their two-year term or upon their resignation or removal from office.
- 6.6.2 The duties and powers of all appointed positions shall cease after they have made their annual reports to the Annual General Meeting. The new officers have the duty to fill appointed positions in a meeting following the Annual General Meeting.
- 6.6.3 No elected Board members shall serve simultaneously in more than one elected position.
- 6.6.4 No elected/appointed Board Member, committee member, or official of the organization shall be a paid employee of OSA except as otherwise noted herein.
- 6.6.5 Members of the Board may be removed from office for failure to perform assigned duties.
- 6.6.6 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.
- 6.6.7 A two-thirds vote of the Board of Directors shall be required to remove an elected member from their position.

ARTICLE VII - BOARD OF DIRECTORS

7.1 Composition

- 7.1.1 The Board of Directors shall comprise sixteen (16) voting members: the President, , Treasurer, the seven (7) Vice Presidents elected at the Annual Meetings, the six (6) District Vice Presidents elected at the Semi Annual General Membership meeting, and the Chair of the State Referee Committee (SRA).
- 7.1.2 The Board of Directors will appoint the Chair of the State Referee Committee (SRA) to the Board of Directors and the position will serve as a voting member.
- 7.1.3 The Board of Directors will appoint the position of Secretary that will be served by the Executive Director and the position will serve as a non-voting member.
- 7.1.4 The Board of Directors may appoint additional members to the Board of Directors who shall be non-voting members.

7.2 Powers

- 7.2.1 The sole authority of this Corporation, except that which is herein otherwise delegated, shall be vested in a Board of Directors.
- 7.2.2 This Board shall have full authority to act for the Corporation in all matters of administration, and shall make a report to the membership at the Annual and Semi-Annual meetings of whatever business has been conducted by the Board of Directors.
- 7.2.3 This Board shall have power to incur pecuniary liabilities on behalf of the Corporation.
- 7.2.4 The Board of Directors will be responsible for enacting, reviewing and publishing policies to enable the Association to attain its stated goals.
- 7.2.5 The Board of Directors will select and employ an Executive Director to administer the affairs and administrative functions of the Association. The Board of Directors will set the salary and establish the duties. The Executive Director will be directly responsible to the Board of Directors through a designee of the Board of Directors.
- 7.2.6 The Board of Directors will select and employ Director(s) of Coaching to administer the affairs of the Association's coaching program. The Board of Directors will set the salary and the

Director of Coaching will be directly responsible to the Board of Directors through a designee of the Board of Directors.

7.2.7 The Executive Director may select and employ necessary employees to administer the affairs of the Association's daily business as approved by the Board of Directors. The Board of Directors will approve the salary and duties of all employees. Employees will be responsible to the Board of Directors through the Executive Director.

7.2.8 The Board of Directors shall set all salaries, compensations and benefits as provided in the OSA Financial Policies Manual.

7.2.9 The Board of Directors shall appoint Committee and Sub-Committee Chairs as defined in Article X: Committees. The Board of Directors may dissolve any nonfunctioning committee as defined in Article 10: Committees.

7.3 Meetings

7.3.1 The Board shall meet monthly on the second Tuesday of each month, unless the Board of Directors directs otherwise, and at other times at the call of the President or a majority of the Board of Directors. The order of business and agenda shall be as determined by the President in consultation with the Secretary. The Board of Directors will meet a minimum of six times per year.

7.4 Electronic & Phone Conference Meetings

7.4.1. The Board of Directors may conduct business via electronic and/or phone conference call meetings in accordance with the policies established by the Association.

7.5 Quorum

A majority of the voting members of the Board shall constitute a quorum to conduct business. Each member of the Board of Directors, excepting the Secretary, shall be entitled to cast one (1) vote on any matter of business before the Board of Directors. Voting by proxy shall not be allowed for the Board of Directors.

7.6 Restrictions

7.6.1 No Board members shall serve simultaneously in more than one elected position.

7.6.2 No Board Member, appointed official or committee member shall be a paid employee of OSA except as noted otherwise herein.

7.6.3 Members of the Board may be removed from office for failure to perform assigned duties or for violation of OSA's Code of Conduct.

7.6.4 Any officer absent for two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties. The Executive Committee (President, VPs Adult; Youth; Games, Discipline & Appeals; Risk Management, Treasurer, and Secretary) determines acceptable absences.

7.7 Voting

A majority vote of the members of the Board of Directors shall approve actions. A two-thirds vote of the members of the Board of Directors shall be required to remove an elected member from his/her position.

7.8 Vacancies

The President shall nominate replacements to fill vacancies on the Board arising from removal, resignation or departure of the incumbent for any other reason. Upon approval by the Board of Directors, the nominee shall fill the remainder of the term with full voting rights until the next general membership meeting, when the position shall be filled by a vote of the appropriate membership group. Any such vacancies that arise during a general membership meeting shall be filled by election during that same meeting, provided the appropriate council session has not already adjourned.

7.9 Budget

The annual budget shall be determined by the Board of Directors and shall be approved by the general membership at the Semi Annual Meeting.

7.10 Reporting

The actions of the Board of Directors shall be presented to the membership at any general meeting.

ARTICLE VIII - MEETINGS

8.1 General Membership Meetings

8.1.1 There may be a semi-annual meeting of the OSA membership.

8.1.2 The winter meeting of the Association shall be designated the Annual General Meeting (AGM).

8.1.3 The AGM shall be held during the first quarter of each year as designated by the Board of Directors at their October meeting.

8.1.4 The summer meeting of the Association shall be designated the Semi Annual General Meeting (SAGM).

8.1.5 The SAGM shall be held in June, July or August as designated by the Board of Directors at their April meeting.

8.1.6 It shall be the responsibility of each Affiliate to have in attendance at OSA AGM, OSA SAGM, and the Adult and Youth Council meetings, a minimum of one member to represent each of its Affiliate's interests. Affiliate representation is mandatory at all meetings.

8.2 Special Meetings

8.2.1 Special meetings of the Association shall be called by the President with the approval of a majority of the Board of Directors.

8.2.2 The President, at the request of a minimum of thirty three percent (33%) of the eligible votes of Affiliates shall call a special meeting. The meeting must be called within 14 days of notification of the Affiliates' demand and be held within 60 days of said demand date.

8.2.3 The Secretary shall provide written notice (any combination of Certified Letter, regular post letter, e-mail reminder, and posting on the OSA website) of a called meeting of the Association to all Affiliates at least fifteen (15) days in advance of the meeting date and the purpose of the meeting, date and time of the meeting shall be stated in the notification.

8.3 Quorum

8.3.1 The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership. Affiliate Members may vote by Proxy at the AGM and SAGM. To be counted toward Quorum determination, either:

a. Affiliate Member designate is present at the certain Meeting, or

b. A vote from the Affiliate President, submitted electronically prior to the certain Meeting, or

c. A vote, executed and signed by the Affiliate President delivered to the Secretary prior to the commencement of the certain Meeting.

8.3.2 The Secretary will tally the timely submitted Proxy votes and the number of Affiliates present at the certain Meeting to determine whether a Quorum exists, and shall announce the findings before any business activities or elections may be held.

8.4 Call for the Meeting

8.4.1 The Secretary shall notify the affiliated membership thirty (30) days prior to an AGM and SAGM and shall provide copies of all proposed changes to OSA rules, regulations, policies, and bylaws.

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the "Eligible Votes." The total votes present shall be the Authorized Votes.

The determination of the eligible votes will be established 14 days prior to the OSA meetings and will use the following criteria:

Affiliate Type	Votes
Youth Affiliate with less than 500 players	1
Youth Affiliate with 500 to 999 players	2
Youth Affiliate with 1,000 to 1,499 players	3
Youth Affiliate with 1,500 or more players	4
Adult Affiliate with less than 100 players	1
Adult Affiliate with 100 to 250 players	2

Adult Affiliate with 251 to 400 players	3
Adult Affiliate with 401 or more players	4
Board of Directors (each)	1

8.5.2 For statewide issues (*i.e.*, Board of Directors, Budget, etc.) the weighting of the Eligible OSA vote shall be as shown above. For the Vice President positions voted on by the Councils, the weighting shall be as shown above within the Council.

8.5.3 For the six (6) District Vice Presidents, the voting shall be One Affiliate, One Vote.

8.5.4 Prior to the start of the OSA membership meeting, credentials will be established to determine the Authorized votes. For any issue before the OSA membership to be determined by vote, the Authorized votes will be used.

8.5.5 OSA membership voting will be done by three (3) groups of membership including “Youth Council”, “Adult Council”, and members of the Board of Directors. An individual may vote once in Council and once in the General Membership.

8.5.6 For Voting Issues within a Council’s area of responsibility (*i.e.*, non-statewide), the number of Eligible Votes shall be determined by the formula presented in 8.5.1 above.

8.6 Credentials

8.6.1 The State Registrar shall determine the number of players that an Affiliate has properly registered and for which it has submitted the appropriate payment. Only one representative designated in writing by the Governing Authority of the Affiliate may cast votes for an Affiliate. These written credentials shall be presented to the Association’s Board of Directors at the AGM and the SAGM. A majority of the Board of Directors shall resolve any conflicts over credentials prior to conducting any other business.

8.6.2 Voting for Adult Council positions shall be determined by ballots designated specific to the Adult Council members.

8.6.3 Voting for Youth Council positions shall be determined by ballots designated specific to the Youth Council members.

ARTICLE IX – ELECTIONS

9.1 The Officers and Directors of the Association shall be elected at the Annual General Meeting for a term of two years.

9.1.1 Officers elected at the AGM shall take office at the next meeting of the Board of Directors.

Who Votes	Even Years	Odd Years
General Membership	Treasurer Vice President – Games, Discipline & Appeals District Vice President (4) - Recreational Budget	President Vice President – Risk Management District Vice President (2) - Competitive Budget
Adult Affiliates	VP-Adult	VP – Adult Competition & Tournaments
Youth Affiliates	VP – Youth Competitive	VP-Youth VP – Youth Recreational

9.3 The President shall be elected in odd-numbered years. The Treasurer shall be elected in even-numbered years. The Budget shall be approved every year.

9.4 All Affiliates can vote for President, Treasurer, Vice President - Games, Discipline & Appeals, Vice President - Risk Management, and the OSA Budget. The number of votes for voting members shall be determined as described in Article 8.5.1

9.5 The Vice President-Adult shall be elected in even-numbered years.

9.5.1 Only Adult Affiliates can vote for the Vice President – Adult.

- 9.6 The Vice President-Youth shall be elected in odd-numbered years.
9.6.1 Only Youth Affiliates can vote for the Vice President-Youth.
- 9.7 The Vice President - Adult Competition & Tournaments shall be elected in odd-numbered years.
9.7.1 Only Adult Affiliates can vote for the Director of Adult Competition & Tournaments.
- 9.8 The Vice President - Youth Recreation shall be elected in odd-numbered years.
9.8.1 Only Youth Affiliates can vote for the Director of Youth Recreation.
- 9.9 The Vice President - Youth Competitive shall be elected in even-numbered years.
9.9.1 Only Youth Affiliates can vote for the Director of Youth Competitive.
- 9.10 The Vice President - Games, Discipline & Appeals shall be elected by the general membership in even-numbered years.
- 9.11 The Vice President - Risk Management shall be elected by the general membership in odd-numbered years.
- 9.12 Thirty (30) days prior to each Annual General Meeting and Semi Annual General Meeting, the Secretary will inform the Affiliates of the number of votes each will be entitled to at the AGM or SAGM. With this notification, all Proxy materials will be distributed to Affiliate Members regarding the Agenda and all voting issues. All issues that might require voting must be submitted to the Secretary in writing (electronic or physical) at least 45 days prior to the certain Meeting.

ARTICLE X - COMMITTEES

10.1 Committees

- 10.1.1 All Standing Committee appointments shall be annual appointments unless otherwise stated.
- 10.1.2 All Standing Committee appointments shall take place at the first Board of Directors meeting following the Annual General Meeting. *Ad Hoc* committees may be established as needed with the goal of completing the task within one year. Working committee members may be reappointed.
- 10.1.3 The President may dissolve any nonfunctioning committee with the approval of the Board of Directors.

10.2 Standing Committees

10.2.1 **Youth Recreation Committee**

- 10.2.1.1 The Vice President - Youth Recreation will serve as Chair of this Committee.
- 10.2.1.2 The Chairman of the Committee will appoint committee members with the approval of the Vice President-Youth.
- 10.2.1.3 A Sub-Committee for Special Programs designed for disadvantaged and disabled players (TOPSoccer) will exist within this Committee.
- 10.2.1.4 The Committee will oversee all youth recreation activities and make recommendations on policies and rules to the Vice President-Youth.
- 10.2.1.5 Will oversee the organization and administration of the OSA State Recreational Tournaments & Festivals.

10.2.2 **Youth Competitive Committee**

- 10.2.2.1 The Vice President-Youth will appoint a Chairman of this Committee.
- 10.2.2.2 The Chairman of the Committee will appoint committee members with the approval of the Vice President-Youth.
- 10.2.2.3 The Committee will oversee that Youth Competitive program activities and make recommendations to the Vice President-Youth and the Youth Council on policies and rules and regulations. These will include but not be limited to:
- 10.2.2.2.1 All Competitive Leagues.
 - 10.2.2.2.2 The OSA State Competitive State Tournaments and U.S. Youth National Championship Series Competition.
 - 10.2.2.2.3 The OSA Academy Program.
 - 10.2.2.2.4 The Statewide Development Program.

10.2.3 **Adult Competition & Tournament Committee**

- 10.2.3.1 The Adult State Cup Committee shall be chaired by the Vice President-Adult Competition & Tournaments and will oversee the organization and administration of the Adult Leagues, Adult National and Open Cup Competition.
- 10.2.3.2 Will oversee the organization and administration of the Adult Select Team Program.

10.2.3.3 Will oversee the organization and administration of the Adult College League.

10.2.4 Registrars Committee

10.2.4.1 The President shall appoint a Registrars Committee made up of a total of three (3) members consisting of:

10.2.4.2 A Chairman

10.2.4.3 One position recommended by the Vice President-Adult

10.2.4.4 One position recommended by the Vice President-Youth

10.2.4.5 The Committee shall review and make recommendations on player and team registration policies to the Board of Directors for approval. The Committee will work with the Indoor Soccer Committee and make recommendations to the Board of Directors on how to create a system that will address the needs of both groups. The Executive Director, who serves as the State Registrar, shall be a non-voting member and will be responsible for maintenance of the Association's membership databases and mailing lists.

10.2.5 Risk Management Committee

10.2.5.1 The Vice President - Risk Management will appoint committee members for an Eastside and Westside committee and additional committees as required.

10.2.5.2 The Committee shall be responsible for reviewing risk management issues that may come before the Association and shall make recommendations, as necessary, to the Board of Directors for implementation of policies and procedures that protect OSA and the affiliated membership.

10.2.6 State Referee Committee

10.2.6.1 The committee shall be responsible for referee development to include but not be limited to referee recruitment, instruction, assessment, assignment, administration, and to permit the Association the opportunity to offer referee education experiences that will benefit the referee and OSA's programs.

10.2.6.2 The Chair of the Committee shall be elected by the membership

10.2.6.3 The SRA shall be appointed by the President per recommendation by the Chair of the Referee Committee.

10.2.6.4 The State Youth Referee Administrator shall be appointed by the VP – Youth per recommendation by the Chair of the Referee Committee.

10.2.6.5 The SRA and SYRA shall be members of this committee and the State Referee Committee Chair shall nominate candidates for the State Director of Assessors, State Director of Instruction, and State Assignor Coordinator, all whom shall become members of this committee after approval by the State Referee Committee.

10.2.6.6. There shall be a State Referee Committee member appointed by the Vice President – Adult with the approval of the Board of Directors.

10.2.6.7 There shall be a State Referee Committee member appointed by the Vice President – Youth with the approval of the Board of Directors.

10.2.6.9 The State Referee Committee Chairman may appoint advisory positions to the SRC as deemed necessary by the SRC

10.2.6.10 The SRC shall appoint a representative to serve on the Appeals and Disciplinary Committed as an advisor.

10.2.7 Games, Discipline and Appeals Committee

10.2.7.1 This committee or any constituent sub-committee(s) or designee(s) of the Chair of this committee shall hear all appeals, protests and related game incidents including the discipline of coaches, players and spectators for misconduct and/or violations of OSA bylaws and program policies

10.2.7.2 This Committee will be the hearing body for all Referee complaints of abuse and assault.

10.2.7.3 This Committee shall hear appeals of decisions rendered by an affiliate member.

10.2.7.4 This Committee shall rule on such matters in accordance with the bylaws, general procedures of OSA, US Youth Soccer, US Adult Soccer and US Soccer. It shall meet as necessary to address allegations of misconduct and the protest of games within its appropriate jurisdiction.

10.2.7.5 The Chairman of the Committee will appoint committee members with the approval of the Board of Directors.

10.2.8 Finance Committee

10.2.8.1 The Finance Committee shall be chaired by the Treasurer and shall be composed of the Treasurer, an appointment by the Vice President-Youth and an appointment by the Vice President-Adult. This committee will meet at least thirty (30) days prior the AGM and SAGM and as needed to review and recommend the budget for approval. The Committee shall review and make recommendations regarding the financial policies and procedures of the Association to the Board of Directors.

10.2.9 Nominating Committee

10.2.9.1 Prior to the Executive Board's October meeting, the President shall appoint a nominating committee made up of five (5) members, two (2) recommended by the Vice President-Adult, two (2) recommended by the Vice President-Youth, and chaired by a person appointed by the President and approved by the Board of Directors. This Committee's responsibilities are to prepare a slate of Nominees for the open positions at the upcoming AGM.

10.10 Special Committees

10.10.1 The President may establish special committees with the approval of the Board of Directors to accomplish a special purpose. The membership and structure of these committees will be determined at the time they are formed.

10.11 Ex-Officio Members

10.11.1 The President shall be an ex-officio member of all committees except the Nominating Committee.

10.11.2 Non-Voting Members

10.11.3 The Vice President-Adult shall be a non-voting member of all Adult member specific committees.

10.11.4 The Vice President-Youth shall be a non-voting member of all Youth member specific committees.

ARTICLE XI - DISCIPLINE

11.1 Suspension of Membership

11.1.1 Any Affiliate may be determined to be in bad standing for cause and placed in suspension. Cause shall be defined by but not limited to the following:

11.1.1.1 Failure to pay registration fees,

11.1.1.2 Failure to pay fees of fines assessed against the Affiliate, or

11.1.1.3 Violations of bylaws or Policies.

11.1.2 An Affiliate in bad standing shall not receive any privileges and/or benefits of membership.

11.1.3 The Vice President-Adult shall be responsible for administering the suspension or curtailment of membership within the Adult Council.

11.1.4 The Vice President-Youth shall be responsible for administering the suspension or curtailment of membership within the Youth Council.

11.1.5 Any suspension or expulsion shall be subject to appeal to the appropriate appellate Authority.

ARTICLE XII – US SOCCER REQUIREMENT

12.1 US Soccer Bylaw 706. LITIGATION

Section 1. No Organization Member, member of an Organization Member, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of any State if any potential remedy is or was available through any hearing, appeal, or grievances process of any Organization Member or the Federation. This Bylaw does not apply to the commencement of an arbitration proceeding under these Bylaws, the USOC bylaws or court action taken to enforce a decision of the Federation, USOC, CAS, or FIFA.

Section 2. For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Federation or the responding party for all expenses incurred by the Federation or the responding party and their officers in defending each court action, including but not limited to the following:

(1) court costs

(2) attorneys' fees

- (3) reasonable compensation for time spent by officials and employees in defending the action, including the preparation of responses to discovery and court appearances
- (4) travel expenses, and
- (5) expenses for holding special meetings necessitated by the court action.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

13.1 Parliamentary Authority

13.1.1 All meetings of this Association shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, except as otherwise provided in these Bylaws, any adopted special rules of order, standing rules and the Policies and Procedures of this Association.

13.2 Right to Appeal:

13.2.1 Any decision of the Association may be appealed to the Federation, USYSA, or USASA, as the case may be, following the bylaws, policies, and procedures of the organization to whom the appeal is being made.

13.3 Exhaustion of Remedies:

13.3.1 No official, club, team, referee, coach, league, organization, player, or parent may invoke the aid of the courts of any state of the United States without first exhausting all available remedies with the appropriate organization.

13.3.2 If a person violates 12.3.1 of this bylaw, the offending party is subject to suspension and shall be liable to the Association for all of its expenses, including attorney fees, incurred by the Association and its officers in defending each court action.

ARTICLE XIV - AMENDMENT OF BYLAWS

14.1 Bylaw Amendments

14.1.1 The bylaws may be amended by a two-thirds vote of the affiliated members in good standing at any duly authorized meeting of the Association. Proposals for amendment of the Bylaws must be made in writing and submitted to the OSA Secretary so as to allow thirty (30) days' notice to all Affiliates prior to consideration of such proposals at any meeting. Affiliates and OSA Board Members may propose bylaw changes.

14.1.2 The Board of Directors may, by a two-thirds vote, renumber existing articles or sections of these bylaws and correct typographical errors.

14.2 Association responsibilities:

14.2.1 Provide annually to the Federation copies of its Bylaws and other governing documents

14.2.2 Submit changes to those documents to the USSF, United States Adult Soccer Association and U S Youth Soccer Association for approval no later than ninety (90) days after adoption.

14.2.3 Upon reasonable request make copies of those documents available to Affiliates.

14.3 Rules and Special Regulation Changes:

14.3.1 Rules and Regulations of the Adult Council may be amended by a majority of the votes cast by the Adult Affiliates in good standing at any duly authorized meeting of the general membership.

14.3.2 Rules and Regulations of the Youth Council may be amended by a majority of the votes cast by the Youth Affiliates in good standing at any duly authorized meeting of the general membership.

14.3.3 Proposals for changes must be made on the proper form to the appropriate Committee Chair so as to allow thirty (30) days' notice to all Affiliates prior to consideration. Affiliates, Committee Chairs, and members of the Board of Directors may make proposals for changes.

14.3.4 The Board of Directors may by a two thirds (2/3) vote amend either the Adult or Youth Rules & Regulations at the request of the Adult or Youth Rules Sub-Committee in order to provide clarification and administrative corrections, provided the amendment is submitted in writing in time to notify the Board not less than ten (10) days prior to a regular or special meeting.

ARTICLE XV - INDEMNIFICATIONS

15.1 Indemnifications

15.1.1 The Association shall indemnify to the fullest extent permitted by law it's Officers, Directors, employees and other representatives against any loss, liability, costs or expense including attorney fees in any way arising out of any act or omission taken by or omitted in good faith belief that such act or omission was lawful and in furtherance of the Association's purpose.

ARTICLE XVI - DISSOLUTION

16.1 Dissolution

16.1.1 In the event the Association disbands, after liabilities and obligations are satisfied in accordance with government regulations, any remaining monies in the OSA treasury shall be dispersed as determined by the Board of Directors, in accordance with the Articles of Incorporation of OSA. None of the funds will be used for the benefit of individual members.

Article VI & X amended and approved by the General Membership January 30, 2015

Article XII, XIII, XIV, XV, and XVI approved by the General Membership February 3, 2018