



The Game for All Kids!®

BYLAWS

OF THE

UNITED STATES YOUTH SOCCER
ASSOCIATION, INC.

As of September 1, 2013

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**BYLAWS
OF THE
UNITED STATES YOUTH SOCCER ASSOCIATION, INC.**
(As of September 1, 2012)

PART I—GENERAL

Bylaw 101. NAME

This organization shall be incorporated as the “United States Youth Soccer Association, Inc.”.

Bylaw 102. PURPOSES AND STATUS

Section 1. The purposes of USYSA are as stated in the charter of USYSA.

Section 2. USYSA is established as a nonprofit and educational organization.

Bylaw 103. FEDERATION MEMBERSHIP

USYSA is a National Association member of the Federation.

Bylaw 104. LAWS OF THE GAME

The “Laws of the Game” as authorized by FIFA, and modified for youth play, apply to youth soccer games.

Bylaw 105. EQUAL OPPORTUNITY

Section 1. USYSA shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions.

Section 2. Individuals serving on the Board of Directors or any Council or committee of USYSA shall be selected without regard to that individual's race, color, religion, national origin, or sex.

Section 3. USYSA may not have eligibility criteria relating to amateur status more restrictive than those of the Federation.

Bylaw 106. SEASONAL AND FISCAL YEARS

The seasonal year and fiscal year of USYSA each begin on September 1 of one calendar year and end on August 31 of the following calendar year.

Bylaw 107. USE OF NAME AND LOGO AND COLORS

Section 1. No one may use the name or initials of USYSA, any of its trade names including US YOUTH SOCCER and USYSA, or any of its logos except as provided under these bylaws or except with the express written consent of USYSA.

Section 2. The colors of USYSA are red, white, and blue.

Bylaw 108. ROBERT'S RULES OF ORDER AND QUORUM

Section 1. Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

Section 2. A quorum at any meeting shall be a majority of the total number of eligible votes of all members.

Bylaw 109. DEFINITIONS

Except as otherwise provided, these definitions apply to these bylaws and all policies of USYSA:

(1) “**Affiliate**” means a youth sports organization that conducts soccer programs in at least 5 states of the United States.

(2) “**Amateur Sports Act**” means the Ted Stevens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).

(3) “**Associate**” means an organization formed to advance a particular aspect of youth soccer, but not responsible for recruiting, training, fielding, and funding of players.

(4) “**Board of Directors**” means the Board of Directors of USYSA established under Bylaw 411.

(5) “**Federation**” means the United States Soccer Federation, Inc.

(6) “**FIFA**” means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.

(7) “**Individual Member**” means an individual who is a member as provided under Bylaw 231.

(8) “**National Council**” means the National Council of USYSA as provided under Bylaw 311.

(9) “**Organization Member**” means an organization that is classified as such a member of USYSA as provided by Bylaw 202.

(10) “**region**” means one of those regions established under Bylaw 322.

(11) “**Regional Council**” means a council referred to in Bylaw 323.

(12) “**State Association**” means the administrative body within a territory determined by the National Council to carry out USYSA's programs for youth players.

(13) “**Sustaining Member**” means an individual or organization that is a member as provided under Bylaw 232.

(14) “**team**” means a group of soccer players playing on the same side in soccer games.

(15) “**TOPSoccer**” is a community based soccer program that is designed to meet the needs of players with physical and/or mental disabilities. The program is geared toward player development. Athletes are placed on teams according to ability NOT by

age, and the rules of play, team formation, age restrictions, etcetera, are modified accordingly. Maximum age limitations contained elsewhere in these definitions do not apply to TOPSoccer program participants.

(16) “**USYSA**” means the United States Youth Soccer Association, Inc.

(17) “**USOC**” means the United States Olympic Committee that is the corporation established under the Amateur Sports Act to oversee all amateur athletic activity in the United States.

(18) “**youth player**” means an individual who has not reached 19 years of age prior to August 1 immediately before the start of any seasonal year. A player who reaches 19 years of age during a seasonal year is allowed to complete that seasonal year. A player who reaches 19 years of age during August of one seasonal year shall be allowed to complete all of the next seasonal year.

PART II—MEMBERSHIP

Subpart A—General

Bylaw 201. ELIGIBILITY

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

Bylaw 202. MEMBERSHIP CATEGORIES

USYSA has the following categories of membership:

- (1) Organization Members composed of the following classifications of members:
 - (A) Affiliate.
 - (B) Associate.
 - (C) State Association.
- (2) Individual Member as provided under Bylaw 231.
- (3) Sustaining Member as provided under Bylaw 232.

Bylaw 203. PROHIBITION ON TRANSFERRING AND ASSIGNING MEMBERSHIP

Membership in USYSA is not transferable or assignable. Membership terminates when USYSA dissolves, the Organization Member dissolves, or the Individual or Sustaining Member dies or dissolves, or as provided under these bylaws.

Subpart B—Organization Members

Bylaw 211. ADMISSION TO MEMBERSHIP

Section 1. An organization desiring to become an Organization Member of USYSA must submit a written application for membership to the Board of Directors. The applicant shall specify the classification of Organization Member being applied for. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to understanding the

structure and activities of the organization. The Board shall prescribe the number of copies of each document to be submitted.

Section 2. The Board of Directors shall immediately submit the application and accompanying documents to the Bylaws and Policies Committee for review and report. The Bylaws and Policies Committee may reject the application until the application and accompanying documents are changed to comply with requirements of USYSA and the Federation. On completion of the Bylaws and Policies Committee's review of the application, the Committee shall submit a report to the Board of Directors with its recommendations. The application shall be submitted to the National Council for its consideration at its next meeting after submission of the report to the Board of Directors.

Section 3. A State Association shall be the highest level administrative body for soccer for youth players in a single state of the United States. There shall be only one State Association in each state of the United States, except that in the states of California, New York, Ohio, Pennsylvania, and Texas there may be 2 State Associations, each responsible for a designated geographical portion of the state and each of which shall serve as the highest level administrative body for soccer for youth players within its geographical portion of the state.

Section 4. (a) The Board of Directors may grant to, deny, or withdraw provisional membership from, an applicant applying for Organization Membership until the next meeting of the National Council. The application shall be submitted to the National Council at its next meeting.

(b) An applicant granted provisional membership as an Organization Member has all the rights and responsibilities of that classification of Organization Member granted except that the provisional member may not vote.

(c) Provisional membership is terminated at the end of the National Council meeting at which the applicant's membership is considered unless the National Council further extends the period of provisional membership or the applicant's application for membership is approved by the National Council.

Bylaw 212. TERMS OF MEMBERSHIP

Section 1. The term of membership of an Organization Member is for one seasonal year. However, if an organization is admitted as an Organization Member and the membership is effective before the beginning of the next seasonal year, the initial term of membership for that Member is for the balance of the seasonal year. Membership automatically renews each seasonal year as long as the Member remains in good standing with USYSA.

Section 2. With the consent of the Board of Directors, an Organization Member may change its organizational structure without losing its membership in USYSA. However, if the change in the organizational structure is of such a nature that it would change a Member from one classification of Organization Member to another classification of Organization Member, the Member must apply for that new classification of Organization Member of USYSA as a new member of USYSA.

Bylaw 213. GENERAL RESPONSIBILITIES

Section 1. Each Organization Member must do the following:

(1) to the extent consistent with applicable law, comply with the bylaws of USYSA and the Federation as they apply to the classification of Member to which the Organization Member belongs;

(2) to the extent consistent with applicable law, comply with policies and requirements of USYSA with respect to USYSA's internal operations and the administration of USYSA programs;

(3) pay fees due USYSA by the deadline the fees are required to be paid; and

(4) comply with the Amateur Sports Act, to the extent applicable.

Section 2. Each Organization Member shall retain its own autonomy except as otherwise provided in these bylaws.

Bylaw 214. STATE ASSOCIATION RESPONSIBILITIES

Section 1. In addition to other requirements of these bylaws, each State Association shall—

(1) annually register with USYSA its players, coaches, and administrators;

(2) provide USYSA at least once each seasonal year the names and addresses of its players, coaches, and administrators;

(3) require that each of its members register with USYSA every individual player, coach, team, and administrator that is sponsored, financed, coached, organized, or administered by that member;

(4) provide and coordinate opportunities for every player under its jurisdiction to play soccer at the developmental, intermediate, and advanced levels; and

(5) comply with requirements pertaining to regional, interstate, national, and international competition and other competitions approved or sponsored by USYSA and as required by the Federation.

Section 2. USYSA and each State Association are responsible for establishing and monitoring a risk management program within its jurisdiction. At a minimum, the program must include—

(1) use of an employment/volunteer disclosure statement for all volunteers, employees, coaches, and program administrators who are involved with any approved or sponsored program of USYSA or the State Association or member of the State Association; and

(2) identification of a Risk Management Coordinator and an alternate for the organization.

Subpart C—Individual and Sustaining Members

Bylaw 231. INDIVIDUAL MEMBERS

An individual who is a player, coach, referee, or administrator is an Individual Member of USYSA—

(1) through that individual's membership or association with an Organization Member;

- (2) as an elected officer or member of the Board of Directors;
- (3) if the individual occupies an unpaid administrative position established under Bylaw 323; or
- (4) as a committee member of USYSA.

Bylaw 232. SUSTAINING MEMBERS

An individual or organization may be a Sustaining Member of USYSA for one year on completing a Sustaining Member application form, paying a yearly membership fee to USYSA, and complying with requirements established by the Board of Directors.

Subpart D—Fees

Bylaw 241. FEES

Section 1. Each Organization Member shall pay to USYSA annual fees recommended by the Board of Directors and approved by the National Council.

Section 2. (a) There shall be no fees for an Individual Member.

(b) Sustaining Member fees shall be determined by the Board of Directors.

Subpart E—Suspensions, Fines, Terminations, and Reinstatement

Bylaw 251. SUSPENSIONS, FINES, AND TERMINATIONS

Section 1. An Organization Member or Sustaining Member failing to pay any fees due USYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent Member shall be suspended from membership in USYSA. Unless otherwise provided by the Board of Directors, the membership of the Member shall be terminated automatically if the Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Member shall be notified in writing of the suspension and the date on which membership will be terminated if the fees remain unpaid.

Section 2. (a) The membership of an Organization Member may be terminated by the National Council for cause by a two-thirds majority vote of the National Council.

(b) If the membership of an organization that is a State Association is terminated either by resignation from USYSA or under subsection (a) of this section, USYSA shall immediately undertake actions to replace that organization with another organization having the same jurisdiction as the organization whose membership is terminated. That replacement organization may include an organization established and temporarily operated by USYSA.

Section 3. (a) The Board of Directors may suspend, fine, or suspend and fine any member of USYSA, and terminate the membership of a Sustaining Member, if the Board determines that—

- (1) the conduct of the member is adverse to the best interests of soccer or USYSA; or

(2) the member has not complied with the requirements of its membership in USYSA.

(b) The Board of Directors may act under subsection (a) of this section only after a hearing, reasonable notice to the member of the time and place of the hearing, and providing the member with a reasonable opportunity to present evidence in support of the member's position.

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

Bylaw 252. SUSPENSION BECAUSE OF LITIGATION

Section 1. Any person participating in a USYSA program, or in a program of a State Association or a program of a member of a State Association, who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the welfare of youth players, shall be suspended from all soccer-related activities. Suspensions under this bylaw shall be determined by the appropriate State Association or the Board of Directors. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. The person has a right to appeal the suspension only over whether the matter which is the substance of the accusation, if true, is detrimental to the welfare of youth players.

Section 2. On completion of the litigation, the suspended person may inform the body suspending the person under section 1 of this bylaw that the litigation has been completed and request that the suspension be terminated and the person reinstated. The suspending body may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by the suspending body, fine the person, terminate all membership of that person with the suspending body and its members, or any combination of those authorized penalties.

Bylaw 253. RESIGNATIONS

Any member may resign from USYSA by submitting a written resignation to USYSA. The resignation need not be accepted by USYSA to be effective. A member's resignation does not relieve the member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

Bylaw 254. REINSTATEMENT

A suspended member of USYSA may submit a written request for reinstatement. The Board of Directors may reinstate the membership of a suspended member on reasonable terms that the Board considers appropriate.

PART III—ORGANIZATION

Subpart A—Voting

Bylaw 301. ORGANIZATION MEMBERS

Section 1. (a) Each State Association is entitled to vote at National Council meetings, Federation National Council meetings, and that State Association's Regional Council meetings. Except as provided by subsection (c) of this section, a State Association shall have the following number of votes:

- (1) 100–1,000 players – 1 vote.
- (2) 1,001–5,000 players – 2 votes.
- (3) 5,001–25,000 players – 3 votes.
- (4) 25,001–50,000 players – 4 votes.
- (5) 50,001–100,000 players – 5 votes.
- (6) 100,001 players and over – 6 votes.

(b)(1) At each National Council meeting, the number of votes of a State Association is determined by the number of players registered by the State Association with USYSA for the immediate, prior seasonal year or the current seasonal year, whichever is greater. The determination of the number of votes for the current seasonal year shall be as of 30 days before the beginning of the National Council meeting or, if a mail vote, by 30 days before the material on the mail vote is sent out.

(2) At National Council meetings, a State Association may have delegates at each of those meetings equal to the number of votes it is allowed to cast at the meeting and an alternate to each delegate. All votes of the State Association may be cast by any of the delegates present at the time of the vote even if not all of its representatives are present.

(c) Subsections (a) and (b) of this section apply to—

- (1) the election of Regional Directors and Regional Deputy Directors; and
- (2) all other voting at meetings of a Regional Council unless otherwise provided by the Regional Council.

Section 2. Each Affiliate and Associate is entitled to one vote only at National Council meetings.

Section 3. An Organization Member having a vote at a meeting of the National Council may have its votes cast by proxy. The proxy must be in writing, signed by the chief executive officer of the Organization Member, specify the date on which the proxy was executed, and specify the meeting for which the proxy is effective.

Section 4. Except as otherwise provided in these bylaws for officers or members of the Board of Directors, Individual and Sustaining Members are not entitled to vote at any meeting.

Bylaw 302. OFFICERS AND BOARD OF DIRECTORS

Section 1. The individual who is chairing a meeting of the National Council or a Regional Council may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

Section 2. Each member of the Board of Directors and each Regional Deputy Director, except the individual chairing the meeting, is entitled to one vote each at National Council meetings.

Section 3. The Regional Director (if not chairing the meeting) and Regional Deputy Directors are entitled to one vote each at their Regional Council meetings.

Bylaw 303. VOTING BY MAIL

The Board of Directors may authorize the members of the National Council to vote by mail on any matter that the membership of the National Council may vote on.

Bylaw 304. LIMITATION

An individual may vote at any meeting of USYSA in only one capacity.

Subpart B—National Council

Bylaw 311. COMPOSITION AND GENERAL AUTHORITY

Section 1. USYSA has a National Council that is composed of representatives of Organization Members, the Board of Directors, and Regional Deputy Directors.

Section 2. The National Council has the following authority:

- (1) exclusive authority to amend the charter and bylaws of USYSA;
- (2) adoption of the budget of USYSA;
- (3) the election of all officers, except officers of the regions;
- (4) the election of 2 Independent Directors;
- (5) the election of Commissioners to the Federation's Youth Council Administrative Commission and Board of Directors;
- (6) approval of fees;
- (7) approval of applicants to be Organization Members and termination of memberships of Organization Members;
- (8) adoption and amendment of policies and amendment of policies adopted by the Board of Directors;
- (9) approval of changes in the boundaries of State Associations; and
- (10) ratification of actions of the Board of Directors.

Bylaw 312. REGULAR MEETINGS

Section 1. The National Council shall hold an annual general meeting during the time period of June 1–August 31.

Section 2. USYSA shall provide to each Organization Member, the Board of Directors, and the Regional Deputy Directors—

- (1) at least 90 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.

Section 3. The order of business at the annual general meeting shall be as follows:

- (1) credentials report.
- (2) minutes of the previous National Council meeting.
- (3) approval of actions of the Board of Directors.
- (4) communications.
- (5) reports.
- (6) unfinished business.
- (7) amendments to the charter, bylaws, and policies.
- (8) elections.
- (9) new business.
- (10) adjournment.

Section 4. 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.

Bylaw 313. SPECIAL MEETINGS

Section 1. (a) A special meeting of the National Council may be called at any time on request of—

- (1) the President of USYSA;
- (2) a majority of the Board of Directors; or
- (3) at least 15 Organization Members of USYSA.

(b) The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 2. Notice of a special meeting shall be provided to each Organization Member, the Board of Directors, and the Regional Deputy 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 Council members at least 30 days prior to the meeting date.

Bylaw 314. PLACE OF MEETING

The Board of Directors may designate any place within the United States as the place of meeting for a meeting of the National Council.

Subpart C—Regions

Bylaw 321. GENERAL REQUIREMENTS

Section 1. USYSA has the following 4 administrative, geographic regions: Region I, Region II, Region III, and Region IV.

Section 2. Each State Association shall be a member of the region within whose geographic boundaries it is located.

Bylaw 322. COMPOSITION OF REGIONS

Section 1. Region I is composed of the following State Associations:

- (1) Connecticut Junior Soccer Association
- (2) Delaware Youth Soccer Association
- (3) Eastern New York Youth Soccer Association
- (4) Eastern Pennsylvania Youth Soccer Association
- (5) United Soccer Federation of Maine
- (6) Maryland State Youth Soccer Association
- (7) Massachusetts Youth Soccer Association
- (8) New Hampshire Soccer Association
- (9) New Jersey State Youth Soccer Association
- (10) New York State West Youth Soccer Association
- (11) Pennsylvania West Soccer Association
- (12) Rhode Island Youth Soccer Association
- (13) Vermont Youth Soccer Association
- (14) Virginia Youth Soccer Association, Inc.
- (15) West Virginia Soccer Association

Section 2. Region II is composed of the following State Associations:

- (1) Illinois Youth Soccer Association
- (2) Indiana Youth Soccer Association
- (3) Iowa State Youth Soccer Association
- (4) Kansas State Youth Soccer Association
- (5) Kentucky Youth Soccer Association
- (6) Michigan State Youth Soccer Association
- (7) Minnesota Youth Soccer Association
- (8) Missouri Youth Soccer Association
- (9) Nebraska State Soccer Association
- (10) North Dakota Soccer Association
- (11) Ohio South Youth Soccer Association
- (12) Ohio Youth Soccer Association—North
- (13) South Dakota State Soccer Association
- (14) Wisconsin Youth Soccer Association, Inc.

Section 3. Region III is composed of the following State Associations:

- (1) Alabama Youth Soccer Association
- (2) Arkansas State Soccer Association
- (3) Florida Youth Soccer Association
- (4) Georgia State Soccer Association

- (5) Louisiana Soccer Association
- (6) Mississippi Youth Soccer Association
- (7) North Carolina Youth Soccer Association
- (8) North Texas State Soccer Association
- (9) Oklahoma Soccer Association
- (10) South Carolina Youth Soccer Association
- (11) South Texas Youth Soccer Association
- (12) Tennessee State Soccer Association

Section 4. Region IV is composed of the following State Associations:

- (1) Alaska State Youth Soccer Association
- (2) Arizona Youth Soccer Association
- (3) California Youth Soccer Association, Inc. [northern California]
- (4) California State Soccer Association—South
- (5) Colorado Soccer Association
- (6) Hawaii Youth Soccer Association
- (7) Idaho Youth Soccer Association
- (8) Montana Youth Soccer Association
- (9) New Mexico Youth Soccer Association
- (10) Oregon Youth Soccer Association
- (11) Utah Youth Soccer Association
- (12) Washington State Youth Soccer Association
- (13) Wyoming Youth Soccer Association
- (14) Nevada Youth Soccer Association

Bylaw 323. REGIONAL COUNCILS

Section 1. (a) Each region shall have a Regional Council composed of the Regional Director, 2 Regional Deputy Directors, representatives from each State Association within the region, and, if the Regional Council chooses to have administrative positions as provided by subsection (b) of this section, those positions.

(b) If a Regional Council chooses to have administrative positions, the Regional Council shall determine at the time of establishing the position if the position is to have a vote at Regional Council meetings.

Section 2. The regions may be realigned or new regions established by a two-thirds vote of the National Council with the consent of—

- (1) a majority of the State Associations forming a new region or being transferred to a different region; and
- (2) the majority vote of all State Associations in a region or regions from which the State Associations are being transferred.

Section 3. Each Regional Council must do the following:

- (1) comply with all bylaws, policies, and requirements of USYSA;
- (2) ensure that each member of the State Associations within the region register every soccer player that is sponsored, financed, coached, or administered by the member with USYSA;

(3) ensure that each State Association of the region and the members and administrators of each of those State Associations comply with the bylaws, policies, and requirements of USYSA;

(4) within 30 days after any meeting or action approved without a meeting, submit to USYSA any changes to its rules or policies and report on other actions taken; and

(5) administer National Championships at the regional level, a regional olympic development program, and may administer any league established by the Regional Council.

Section 4. Each Regional Council shall administer other programs instituted by USYSA or the Regional Council.

Bylaw 324. REGIONAL COUNCIL MEETINGS

Section 1. (a) Each region shall hold at least 2 regular Regional Council meetings each seasonal year. Notices of the regular meetings shall be provided to the State Associations of the region at least 90 days in advance of the date of the meeting.

(b) The Regional Director shall provide to each Regional Deputy Director, administrative position (if any), and each State Association of the region—

(1) at least 90 days before the date of a regular meeting, notice of the regular 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 any items proposed to be considered at the meeting.

(c) Any business item to be presented at a regular meeting must be submitted in writing to the Regional Director at least 60 days before the date of the meeting.

Section 2. (a) A special meeting of a Regional Council may be called at any time on request of—

(1) the Regional Director of the region; or

(2) at least 5 State Associations of the region.

(b) The request for a special meeting shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

(c) Notice of a special meeting shall be provided to each Regional Deputy Director, administrative position (if any), and State Associations of the region within 14 days of the call. The meeting must be held within 60 days of the call.

Section 3. The Regional Council may designate any place as the place of meeting for a Regional Council meeting.

PART IV—OFFICERS, BOARD OF DIRECTORS, AND FEDERATION POSITIONS

Subpart A—Officers

Bylaw 401. OFFICERS

Section 1. The officers of USYSA are the President, Vice President, Secretary, Treasurer, Member-at-large, and the Regional Directors.

Section 2. The officers of a region are its Regional Director and its 2 Regional Deputy Directors.

Bylaw 402. ELECTIONS

Section 1. (a) The President and Secretary of USYSA are elected for terms of 2 years at annual general meetings of USYSA held in even-numbered years. The Vice President, Member-at-large, and Treasurer of USYSA are elected for terms of 2 years at annual general meetings of USYSA held in odd-numbered years.

(b) An individual may not be elected to the office of President for more than 3 full terms, except that an individual who was elected to fill a vacancy of an unexpired term of more than one year may not be elected as President for more than 2 full terms.

Section 2. Each Regional Director and Regional Deputy Director is elected for a term of 2 years. Each Regional Council elects its own Regional Director and Regional Deputy Directors at Regional Council meetings held during the annual general meetings of the National Council as follows:

(1) Regional Directors of Regions I and III and one Regional Deputy Director from each of the 4 regions: in odd-numbered years.

(2) Regional Directors of Regions II and IV and one Regional Deputy Director from each of the 4 regions: in even-numbered years.

Section 3. The term of an individual elected as an officer or director to the Board of Directors commences after the adjournment of the meeting at which the individual was elected, or, if filling a vacancy before the expiration of a term of office or position, immediately after being elected to fill the vacancy.

Bylaw 403. RESPONSIBILITIES OF NATIONAL AND REGIONAL OFFICERS

Section 1. The President of USYSA—

(1) is the chief executive officer of USYSA;

(2) shall administer the affairs of USYSA with the concurrence of the Board of Directors;

(3) shall serve as chairman of all meetings of the National Council and Board of Directors;

(4) shall establish USYSA committees and make committee appointments as provided by Bylaws 501 and 502;

(5) may execute instruments for USYSA that the Board of Directors authorizes to be executed; and

(6) shall perform other responsibilities assigned by the Board of Directors.

Section 2. The Vice President of USYSA shall—

(1) assist the President of USYSA;

(2) assume the responsibilities of the President when the President is absent, cannot act, or refuses to act; and

(3) perform other responsibilities assigned by the Board of Directors or the President.

Section 3. The Secretary of USYSA shall—

(1) give proper notice of all USYSA meetings;

(2) ensure that minutes of meetings of the National Council and the Board of Directors are taken and published;

(3) ensure the proper custody of the records and seal of USYSA;

(4) be responsible for seeing that the corporate seal is affixed to all documents as authorized;

(5) ensure that a record is kept of the name and address and other information of each Member, Director, officer, and employee of USYSA; and

(6) perform other responsibilities assigned by the Board of Directors or the President.

Section 4. The Treasurer of USYSA shall—

(1) direct the keeping of full and accurate accounts of receipts and disbursements of USYSA, with the accounts being maintained at the national office of USYSA to the extent approved by the Treasurer in accordance with the financial policies of USYSA;

(2) oversee the preparation of financial statements on a monthly basis and send them to all State Associations after the end of the reporting period, with additional statements being prepared as directed by the Board of Directors;

(3) in accordance with the financial policies of USYSA, secure an independent audit of the financial accounts and transactions of USYSA, including all accounts and transactions of the regions;

(4) assist the Board of Directors in reviewing a proposed annual budget for USYSA;

(5) prepare papers regarding the tax exempt status of USYSA; and

(6) perform other responsibilities assigned by the Board of Directors or the President.

Section 5. The Member-at-large shall—

(1) represent the general membership on matters of interest or concern; and

(2) perform other responsibilities assigned by the Board of Directors or the President.

Section 6. Each Regional Director—

(1) shall direct the business of the region;

(2) shall preside at Regional Council meetings;

(3) may execute deeds, mortgages, bonds, contracts, and other instruments for USYSA that the Board of Directors authorizes the Regional Director to execute;

(4) shall prepare, or cause to be prepared, annually a proposed regional budget for funds generated and maintained within the region and present the budget to the Regional Council for approval;

(5) shall prepare and submit a budget for the use of funds from USYSA to the Regional Council for its review;

(6) within 30 days after the end of each month, shall file a monthly report with the Treasurer of USYSA consisting of a schedule of receipts and disbursements by the region during the month, copies of all bank statements during the month for each bank account of the region, and a schedule of contracts executed by the Regional Director during the month; and

(7) within 90 days after the end of each fiscal year, shall file a year-end financial report with the Treasurer of USYSA consisting of a financial statement and balance sheet for the region.

Section 7. In addition to the responsibilities specified in sections 1–5 of this bylaw, each officer of USYSA shall provide an annual report 30 days prior to the annual general meeting of the National Council.

Section 8. If the Regional Director for a region is absent or is unable or refuses to act (but the office is not vacant), the Regional Deputy Director whose term of office ends during the year in which the Regional Director is absent or unable or refuses to act will perform the responsibilities of the Regional Director during the Director's absence or inability or refusal to act. Each Regional Deputy Director shall also perform responsibilities assigned by the Regional Council and the Regional Director.

Bylaw 404. REMOVAL

Any officer referred to in Bylaw 401 or director referred to in Bylaw 411 when serving as a member of the Board of Directors may be removed from office by a two-thirds vote of the members entitled to vote for that office.

Bylaw 405. VACANCIES

Section 1. If the office of President of USYSA becomes vacant for any reason, the Vice President shall become the President of USYSA for the balance of the term.

Section 2. If the office of Vice President, Secretary, Treasurer, or Member-at-large, or the position of Independent Director of USYSA becomes vacant for any reason, the remaining members of the Board of Directors shall elect an individual to the office or position to fill the vacancy until the next National Council meeting. However, if a vacancy is caused by an election during a National Council meeting, the election to fill the vacancy for the balance of the term shall occur during that same National Council meeting.

Section 3. (a) If the office of Regional Director or Regional Deputy Director of a region becomes vacant, the Regional Council of the region shall elect an individual to fill the vacancy for the balance of the term.

(b) If the office of Regional Director becomes vacant, the Regional Deputy Director whose term ends during the year the vacancy occurs will act as the Regional Director until the Regional Council acts to fill the vacancy.

Bylaw 406. RESTRICTIONS

No officer referred to in Bylaw 401 or director referred to in Bylaw 411 may—

- (1) receive compensation (except for reimbursement for expenses) for services as an officer;
- (2) hold office with any Organization Member of USYSA or the Federation, except that the Member-at-large may hold an office with an Organization Member of USYSA; or
- (3) be a paid employee of, or receive compensation (except reimbursement for expenses) from, USYSA, any Organization Member of USYSA, or the Federation.

Subpart B—Board of Directors

Bylaw 411. COMPOSITION AND GENERAL AUTHORITY

Section 1. (a) USYSA has a Board of Directors. The Board is composed of—

- (1) the President;
- (2) the Immediate Past President (as provided by section 3 of this bylaw);
- (3) the Vice President;
- (4) the Secretary;
- (5) the Treasurer;
- (6) the 4 Regional Directors;
- (7) the Member-at-large; and
- (8) the 2 Independent Directors (as provided by section 4 of this bylaw).

(b) Each member of the Board of Directors has one vote, except that the individual presiding at a Board meeting may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

(c) Each member of the Board of Directors may hold only one position on the Board of Directors at a time.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall—

- (1) manage the affairs of USYSA;
- (2) enforce the bylaws, rules, policies, and procedures of USYSA;
- (3) submit to the National Council at each annual meeting—
 - (A) a complete report on the activities of USYSA since the last annual meeting;
 - (B) a proposed budget for the next fiscal year; and
 - (C) a complete financial report; and
- (4) have a report prepared and distributed after the end of each quarter to Organization Members on—
 - (A) activities of USYSA during the quarter;
 - (B) its present compliance with the adopted budget; and
 - (C) any changes made to the adopted budget during the quarter.

Section 3. The Immediate Past President of USYSA shall serve a 2-year term on the Board of Directors on the expiration of the individual's term as President. An individual removed as President or Immediate Past President under Bylaw 404 is not a member of the Board of Directors, and the position of Immediate Past President remains vacant on the Board.

Section 4. (a) Two individuals will be elected by the National Council as Independent Directors. These individuals will serve as elected volunteer members of the Board of Directors but not as officers of USYSA. An individual qualifies to be an Independent Director if that individual meets the following criteria and maintains these criteria while holding his or her position as Independent Director:

(1) the individual or the individual's immediate family member has not been employed or held any governance position within the last 5 years with any soccer organization;

(2) the individual or the individual's immediate family member has not received any compensation (other than reimbursement of actual expenses) within the last 5 years from any soccer organization; and

(3) the individual or the individual's immediate family member has not been a partner or had an ownership interest of 5 percent or more in any soccer organization or any sponsor or vendor of a soccer organization within the last 5 years.

(b) The Independent Directors shall—

(1) represent the general membership on matters of interest and concern; and

(2) perform other responsibilities assigned by the Board of Directors or the President.

(c)(1) Except as provided in paragraph (2) of this subsection, the Independent Directors shall be elected for 2-year terms, with one Independent Director being elected at annual general meetings held in even-numbered years, and the other Independent Director being elected at annual general meetings held in odd-numbered years.

(2) The initial elections of the Independent Directors shall be held at the annual general meeting in 2012, with the initial term of one of the Independent Directors ending at the annual general meeting held in 2013.

Bylaw 412. MEETINGS

Section 1. The Board of Directors shall hold at least 2 regular meetings each seasonal year. The Board shall establish the time, place, and location of the meetings. Written notice of a regular meeting must be given at least 30 days before the date of the meeting.

Section 2. (a) The Board of Directors may hold special meetings called at the request of the President of USYSA or by a majority of the Board of Directors. The request shall state the business items to be considered at the special meeting. No other items may be considered.

(b) Notice of a special meeting shall be provided to all members of the Board of Directors not less than 7 nor more than 20 days before the date of the meeting.

Section 3. Proxies are not permitted at meetings of the Board of Directors.

Subpart C—Federation Positions

Bylaw 421. PROCEDURES FOR FILLING POSITIONS

Section 1. USYSA has the opportunity to elect Commissioners to the Federation’s Youth Council Administrative Commission. This bylaw applies to individuals—

- (1) who are selected by USYSA to serve on the Administrative Commission for 2-year terms; and
- (2) serving on the Administrative Commission and are then elected by the Youth Council to serve on the Federation’s Board of Directors.

Section 2. Individuals to be Commissioners for the positions allocated to USYSA are selected as follows:

- (1) the President of USYSA, ex officio, with terms expiring in even-numbered years.
- (2) the 4 Regional Directors, ex officio, with the terms of the Region I and Region III Directors expiring in odd-numbered years, and the terms of the Region II and Region IV Directors expiring in even-numbered years.
- (3) the Vice President of USYSA, ex officio, with terms expiring in odd-numbered years.
- (4) the Member-at-large, ex officio, with terms expiring in odd-numbered years.
- (5) the Secretary, ex officio, with terms expiring in even-numbered years.

Section 3. If the allocation of positions to USYSA is less than 8 positions, the following procedures apply:

- (1) If the allocation for a year is for 7 positions, then the allocated Commissioner positions are filled by the officers referred to in section 2(1)–(4) of this bylaw, effective for the period the 7 positions are allocated.
- (2) If the allocation is for 6 positions, then the allocated Commissioner positions are filled by the officers referred to in section 2(1)–(3) of this bylaw, effective for the period the 6 positions are allocated.
- (3) If the allocation is for 5 positions, then the allocated Commissioner positions are filled by the officers in referred to in section 2(1) and (2) of this bylaw, effective for the period the 5 positions are allocated.

Section 4. Any individual holding a USYSA position referred to in clauses (1)–(5) of section 2 of this bylaw serves as a Commissioner on the Youth Council Administrative Commission for only as long as the individual holds that USYSA position. If such an individual also holds a position on the Federation Board of Directors, that individual holds the position on the Federation Board for only as long as that individual holds the USYSA position.

PART V—COMMITTEES

Bylaw 501. STANDING COMMITTEES

Section 1. USYSA has the following standing committees:

- (1) a Boys Olympic Development Committee.
- (2) a Budget Committee.
- (3) a Bylaws and Policies Committee.

- (4) a Coaching Committee.
- (5) a Girls Olympic Development Committee.
- (6) a National Championships Committee.
- (7) an ODP Championships Committee.
- (8) a Recreation Committee.
- (9) a Referee Committee.
- (10) a Risk Management Committee.
- (11) a Soccer Across America Committee.
- (12) a TOPSoccer® Committee.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall prescribe the responsibilities of each standing committee.

Section 3. (a) The members of each standing committee shall be a chairman and one member from each region.

(b) The President of USYSA shall appoint the chairman of each standing committee with the approval of the Board of Directors. Each Regional Director shall appoint one member to each standing committee.

(c) Members of the standing committees shall be appointed annually. A committee member continues to serve until a successor has been appointed.

Bylaw 502. SPECIAL COMMITTEES

Subject to the approval of the Board of Directors, the President of USYSA may establish special committees, appoint the members and chairman of each of those committees, and prescribe the responsibilities of each.

Bylaw 503. RESTRICTION

No member of a committee may receive compensation (except reimbursement for expenses) for services performed as a committee member.

PART VI—ADMINISTRATIVE

Bylaw 601. FISCAL YEAR BUDGET

The Budget Committee shall prepare a proposed budget for USYSA for the next fiscal year. The Committee shall submit its proposed budget to the Board of Directors for approval. After the Board has approved a proposed budget, it shall be distributed and considered as provided by Bylaws 311 and 312.

Bylaw 602. ACCOUNTS, BOOKS, AND RECORDS

Section 1. USYSA shall maintain adequate and correct accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the national office of USYSA.

Section 2. All accounts, books, and records of USYSA are open for inspection by members of the Board of Directors and members of USYSA in the manner provided for in the Tennessee Nonprofit Corporation Act. A State Association is entitled to review contracts made by USYSA.

Bylaw 603. INDEMNIFICATION

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

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

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

Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

PART VII—GRIEVANCES, DISPUTES, AND APPEALS

Bylaw 701. GENERAL REQUIREMENTS

Section 1. Each Organization Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.

Section 2. If an Organization Member does not have those procedures required by section 1 of this bylaw, the following procedures apply:

- (1) All parties are entitled to a hearing with proper notification.

(2) Once a grievance, dispute, or appeal has been properly filed, the chairman of the appropriate entity of the Organization Member shall notify all involved parties within 5 days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.

(3) The conduct of the hearing shall be as determined by the rules of the Organization Member.

(4) A written record (called the official record) shall be kept of the proceedings.

(5) A written notification of the decision shall be sent to all involved parties within 7 days of the hearing. This notice shall be sent by certified mail.

(6) All hearings shall be scheduled to be held within 30 days.

Bylaw 702. RESOLUTION OF DISPUTES

Section 1. A dispute between or among Organization Members shall be resolved by a special commission of the Board of Directors as follows:

(1) Any Organization Member involved in a dispute between or among Organization Members shall submit a written petition to the Board of Directors for the resolution of the dispute.

(2) Within 30 days of receiving the petition, the President of USYSA, in consultation with the Board of Directors, shall appoint a special commission composed of 3 or 5 members.

(3) Each special commission may prescribe appropriate procedures for resolving the dispute, except that a hearing shall be conducted within 90 days of receipt of the petition, and a written decision or resolution shall be issued within 120 days of receipt of the petition.

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

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

Section 2. With respect to all other disputes, USYSA—

(1) favors the resolution of disputes through mediation whenever possible;

(2) shall provide for the prompt resolution of disputes; and

(3) shall prescribe policies to carry out this section.

Bylaw 703. APPEALS

Section 1. Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or policy, appeals of USYSA matters shall be as follows:

(1) For matters involving the Olympic Development Program—

(A) a matter that may be appealed from a level below the national level may be appealed to the Boys Olympic Development Committee, the Girls Olympic Development Committee, or the National ODP Championships Committee, as the case may be, and then to the Board of Directors; and

(B) a matter decided by the Boys Olympic Development Committee, the Girls Olympic Development Committee, or the National ODP Championships Committee may be appealed to the Board of Directors.

(2) For matters involving the National Championships—

(A) a matter that may be appealed from a level below the national level may be appealed to the National Championships Committee and then to the Board of Directors; and

(B) a matter decided by the National Championships Committee may be appealed to the Board of Directors.

(3) For all other matters, the matter may be appealed to the Board of Directors.

Section 2. The Board of Directors shall prescribe a policy to carry out this bylaw, including the amount of the appeals fee.

Bylaw 704. EXHAUSTION OF REMEDIES

Section 1. No Member of USYSA, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts of the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations, and as provided within USYSA.

Section 2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to USYSA for all expenses incurred by USYSA and its officers and members of the Board of Directors in defending each court action, including the following:

- (1) court costs;
- (2) attorney's fees;
- (3) reasonable compensation for time spent by USYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
- (4) travel expenses; and
- (5) expenses for holding special National Council meetings necessitated by court action.

PART VIII—AMENDMENTS TO CHARTER AND BYLAWS

Bylaw 801. 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;
- (4) a region; or
- (5) a committee of USYSA.

Bylaw 802. ADVANCE NOTICE

Section 1. Any proposed amendment to the charter or bylaws of USYSA must be submitted in writing to the Bylaws and Policies Committee at least 90 days in advance of a National Council meeting at which the amendment is to be considered.

Section 2. Each proposed amendment received in compliance with section 1 of this bylaw shall be sent in writing by USYSA to each Organization Member, the Board of Directors, and Regional Deputy Directors at least 30 days in advance of the National Council meeting.

Bylaw 803. VOTING REQUIREMENTS

Any amendment to the charter or bylaws of USYSA require a two-thirds vote of the National Council, except an amendment to change the name of a State Association listed in Bylaw 322 only requires a majority vote.

Bylaw 804. 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.

Bylaw 805. 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.