



## **ByLaws**

**June 2018**

## **Revision History**

<b><u>Date</u></b>	<b><u>Version</u></b>	<b><u>Author</u></b>	<b><u>Comments</u></b>
1983	V1		Original Documents
6/2010	V2	Greenberg	1. Combine the Constitute & Bylaws into new Bylaws Document. Rewrote each article, Eliminated duplicate articles with most current Policy and practice, and other editorial changes.
6/24/2018	V3	Kohn	2. Added revision history to track future changes. 3. Revision approved at AGM 2018.

## **ARTICLE I – GENERAL PROVISIONS**

### Section 1. Affiliation

The Maryland State Youth Soccer Association (MSYSA) shall be an affiliate of and comply with the authority of the United States Youth Soccer (USYS), and the United States Soccer Federation (USSF), MSYSA shall also be subject to the authority of the Federation Internationale de Football Association (FIFA).

- a. To the extent permissible under applicable law, the MSYSA Bylaws shall be consistent with USSF and USYS articles of incorporation, bylaws, policies, and requirements. The USSF and USYS bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the MSYSA and its members to the extent applicable under Maryland state law.
- b. To the extent permissible under applicable law, MSYSA and its members will abide by the articles of incorporation, bylaws, policies, and requirements of USSF and USYS.
- c. MSYSA will not join any organization that has requirements that conflict with the USSF bylaws, policies or requirements.
- d. MSYSA shall provide annually to the Secretary General of USSF:
  1. Any changes made to its bylaws and governing documents.
  2. A report on the activities of the Association for the previous seasonal year
  3. Its most recently completed financial statement no later than 90 days after the end of USSF's seasonal year. The Association shall make copies of the aforesaid documents and reports available to its members.
  4. MSYSA will allow the USSF to review the documents and procedures of the Association on request of USSF not less than once every 4 years, to determine compliance with USSF Bylaws.

### Section 2. Authority

MSYSA shall exercise through its Board of Directors all such powers as may be required in the furtherance of its stated purpose, as are not inconsistent with the articles of incorporation, bylaws, rules, and requirements of US Youth Soccer, USSF, FIFA and/or the laws of relevant jurisdiction.

This Association shall operate under the auspices of the Official Administrative Rule Book as published by USSF – Youth Division, current edition, or such successor publication as shall from time to time be published by USSF as its Official Rule Book.

### Section 3. Non-Discrimination

The MSYSA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

The Association and its members will abide by USSF's articles of incorporation; bylaws, policies and requirements pertaining to interplay between USSF affiliated organizations. Neither MSYSA, nor its member organizations, shall discriminate against the participation of players and teams in their respective activities on the basis of that player or team's membership in, or affiliation with another organization, which is affiliated with USSF.

### Section 4. Sexual and Physical Abuse

To the extent permissible under applicable law, the MSYSA shall adopt policies prohibiting sexual and physical abuse that are consistent with criteria established by the USSF.

### Section 5. Tax Status

The MSYSA shall maintain its tax exempt status under the Internal Revenue Code.

All players, coaches, teams, and administrators will be registered annually with USYS and USSF. MSYSA will pay all dues and fees to US Youth Soccer and USSF on a timely basis.

## **ARTICLE II –MEMBERSHIP**

### Section 1. Member Types

- a. Full voting membership in MSYSA shall be open to all clubs and leagues operating within the State of Maryland or the District of Columbia. Teams obtain membership in MSYSA through an affiliated club, league or recreational organization.
- b. Each member club and league shall retain its own autonomy but will adhere to the Bylaws and Rules/regulations of this Association, US Youth Soccer and USSF.
- c. Associate membership in MSYSA, without voting rights, shall be available to other organizations in the state of Maryland who organize, sponsor or stage youth soccer activities or events in the state of Maryland. Personal individual membership may also be extended by the Board of Directors as an honorary membership with no voting rights.

### Section 2. Procedures for Obtaining Membership

Each application for membership shall be in a form approved by the Board of Directors and shall affirm that the applicant agrees to abide by the Bylaws of this Association and the articles of incorporation, bylaws, policies and procedures of USSF and US Youth Soccer. The application form shall be signed by the applicant's principal officer and shall include:

- a. A listing of the applicant's Officers, providing their name, title, address, telephone numbers, and e-mail address;
- b. A listing of all affiliated club teams by name, age group, and gender;
- c. The seasons of play and principal geographic area served of the organization;
- d. Sponsorship, if any, including that by municipalities;
- e. A statement that all players participating in MSYSA activities will be registered with MSYSA and all soccer players in the organization will register either with MSYSA or another USSF member organization;
- f. A copy of the applicant's Bylaws and rules and regulations;
- g. The name, address, email address and phone number of the applicant's designated representative to MSYSA to whom all meetings notices and other correspondence shall be addressed;
- h. Such additional information as may be required by the Board of Directors;
- i. Submission of appropriate fees for affiliation as determined by the Board of Directors.

All applications are to be filed with the Executive Director of the Association, addressed to the Association's office. The Executive Director shall immediately acknowledge receipt in writing or via e-mail. If an application is received by the first Wednesday of the month, the application should be voted on at the next Board of Directors meeting. Affirmative votes of a majority of the Board members present are required for approval for membership.

### Section 3. Recommendation of Procedures, Rules and Fees

The Board of Directors of MSYSA will annually recommend to the membership the procedures, rules and fees required for affiliation of leagues, clubs, and their affiliated teams.

### Section 4. Teams

A youth soccer team shall be deemed to be any group of not less than 7 persons/players under the age of 19 years as defined by the current USYSA age classifications, all of whom shall be registered with MSYSA or other National State Associations in which they may register pursuant to USYSA rules and which is organized to compete as a team with a designated person responsible for its activities. A team shall be registered with MSYSA, rostered on the appropriate MSYSA forms, and be considered a MSYSA team, where at least 50% of the players on the team are initially registered through MSYSA.

There will be two classifications of youth teams in Maryland, as follows:

- a. Travel Team – this is a team which registers each team member on USSF/USYSA/MSYSA approved player passes and a certified USYS/MSYSA roster. Travel teams are rostered by age groups as follows:
- b. Recreation Team – this is a team comprised of players registered through an MSYSA member club or league that are not considered "travel players" and who are not

registered on MSYSA travel team registration cards. Recreation teams may use MSYSA approved recreational player registration cards for purposes of identifying players.

### Section 5. Leagues

There shall be two types of leagues for membership purposes:

- a. Travel League-comprised of teams who will register each team member on USSF/USYSA/MSYSA approved player passes and a certified USYSA/MSYSA roster prior to league play. The MSYSA Registrar or an Associate State Registrar shall certify rosters and player passes.
- b. Recreation or Select league-comprised of teams whose players are registered with MSYSA through their respective clubs or soccer organization.

### Section 6. Clubs

Member clubs shall be private or public organizations comprised of youth soccer teams, either travel or recreation. All players participating in MSYSA activities will be registered with MSYSA and all soccer players in the club will register either with MSYSA or another USSF member organization. All clubs with more than 3 travel teams or 50 recreational players are required to affiliate directly with MSYSA as a member club or league. All member clubs and leagues shall register annually all of their MSYSA players, coaches, teams, and administrators with MSYSA and pay all registration fees to MSYSA on a timely basis.

## **ARTICLE III BOARD OF DIRECTORS/OFFICERS**

### Section 1. Board of Directors

The Board of Directors consists of the President, Executive Vice-President, First Vice President, Second Vice-President, Third Vice President, Registrar, Secretary, Treasurer, the Region Commissioners, and four (4) At-large Directors. The immediate past President shall serve as a non-voting member of the Board of Directors. Members of the Board of Directors shall serve for a term of twenty-four (24) months or until their successors shall be elected.

The term of office for individuals elected to the Board of Directors at the Association's Annual General Meeting shall begin immediately following the Annual General Meeting at which they were elected.

The President, First Vice-President, Treasurer, Registrar, Regional Commissioner-North, Region Commissioner-South, Regional Commissioner-Central East, and two At Large Members shall be elected in odd numbered years. The Executive Vice-President, Second Vice-President, Third Vice-President, Secretary, Region Commissioner-East, Region Commissioner-West, Region Commissioner-Central West, and two At-Large members shall be elected in even numbered years. The president shall be limited to a maximum of three (3) consecutive full terms.

## Section 2. Board of Directors Authority and Responsibilities

The Board of Directors shall be responsible for and have the final authority except as otherwise provided, for:

- a. Enforcing and interpreting the Articles of Incorporation and the Bylaws.
- b. The establishment, enforcement and interpretation or regulations prescribing rules of play, player eligibility, and the conduct of players, teams, clubs, leagues, association and game officials, for matches either conducted or sanctioned by the Association.
- c. Approving all international youth games with a member's teams, or any team, which includes a registered player of any member.
- d. Approving any inter-district or inter-state competition.
- e. The establishment of rules or regulations for specific cases not provided for elsewhere, but which are deemed necessary by the Board to carry out the objectives of the Association.
- f. The review of member's Constitution, Bylaws, Rules and regulations, in order to insure substantial consistency and compliance with the provisions of the Articles of Incorporation, Bylaws, Rules and Regulations of the Association, the US Youth Soccer Association and the United States Soccer Federation.
- g. The conduct of the day to day affairs of the Association pursuant to the directives of the membership.
- h. The ratification of appointments made by the President of officers, committee chairmen and agents of the Association.

## Section 3. Duties of the Board of Directors

- a. The **President** shall conduct all meetings of the Board of Directors and all general and special meetings of the membership. The President shall nominate individuals to fill any Board of Director vacancies and nominate individuals to fill all Committee Chair positions. The Board by majority vote shall approve or disapprove these nominations. In all votes by the Board of Director's, the President shall vote only in the event of a tie. The President represents this Association at US Youth Soccer regional and national meetings, conventions and workshops. The President shall serve as an ex-officio member of all committees and submit an annual report to US Youth Soccer and the General Membership of MSYSA at the Annual General Membership Meeting. The President shall be authorized to sign checks of the Association.
- b. The **Executive Vice President** shall assume the duties of the President during the President's temporary absence or temporary inability to perform the functions of that office. The Executive Vice President shall assist the President in performance of his/her duties and shall serve as parliamentarian for the Association. The Executive Vice President shall assume all duties of the President in the unexpired term in the event of a vacancy in the office of the President. The Executive Vice President shall perform such other duties as may be delegated by the President.

- c. The **Secretary** shall be responsible for recording all actions taken by the Board of Directors. The Secretary shall maintain the official roll of members and their attendance at the Annual General Meeting and shall perform such other duties as may be delegated by the Board of Directors.
- d. The **Treasurer** shall be responsible for overseeing the financial policies and procedures (including the budget process) for the Maryland State Youth Soccer Association and ensuring that detailed accounts are maintained in a suitable manner. The Treasurer is responsible for presenting a statement of account at every regular meeting of the MSYSA, as required by the President or by majority vote of the Board or the membership. The Treasurer is responsible for giving a full report at the Annual General Meeting. The Treasurer shall be authorized to sign checks of the Association. The Treasurer shall perform such other duties as may be delegated by the Board of Directors.
- e. The **State Registrar** shall perform such other duties as may be delegated by the Board of Directors.
- f. The **State Cup Director** shall serve as the chair of the Maryland State Cup Committee and shall perform such duties as may be delegated by the Board of Directors.
- g. The **President's Cup Director** shall serve as the chair of the Maryland President's Cup Committee and shall perform such duties as may be delegated by the Board of Directors.

#### Section 4. Regional Commissioners

The **Regional Commissioners** shall be the direct link between the MSYSA and its affiliates. The Regional Commissioners are responsible for disseminating information from their regions to MSYSA and from MSYSA to their regions. In order to properly represent all interests in the Association six (6) regional commissioners shall be elected who shall be members of the Board of Directors. The Board shall have the discretion to add more commissioner positions in the case of a change in the geographic boundaries of the Association or if significant shifts in population within the six districts occur. The six (6) regional commissioners are the following:

- a. **North Commissioner:** who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Carroll, Baltimore, Harford, and the independent teams located within these counties.
- b. **South Commissioner:** who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Charles, Calvert, St. Mary's and the independent teams located within these counties.
- c. **East Commissioner:** who shall be elected by those member leagues, clubs or associations having teams located within these counties: Cecil, Kent, Queen Anne's, Talbot, Caroline, Dorchester, Wicomico, Somerset, Worcester, and the independent teams located within these counties.
- d. **West Commissioner:** who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties:



Frederick, Washington, Alleghany, Garrett, and the independent teams located within these counties.

- e. **Central East Commissioner:** who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Prince George's, Anne Arundel, and the independent teams located within these counties.
- f. **Central West Commissioner:** who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Howard, Montgomery, and the independent teams located within these counties.

The **At Large Directors:** The At Large Directors shall perform such duties as may be delegated by the Board of Directors.

#### Section 5. Executive Director

The responsibilities and authority of the Executive Director shall be:

- a. To direct and conduct the business at the Maryland State Youth Soccer Association office.
- b. To employ additional staff as needed within the allowances of the annual budget.
- c. To attend all meetings of the Board of Directors as an ex officio member without vote.
- d. To act on behalf of the Board of Directors when directed to do so.
- e. Other duties of the Executive Director shall be determined by these Bylaws and by direction of the President.

### **ARTICLE IV – ELECTIONS/MEETINGS**

#### Section 1 Elections

Elections shall take place each year at the Annual Meeting of the MSYSA. The nominated candidate receiving the highest number of votes for each office shall be declared elected. In the absence of any opposing candidates, the entire slate may be elected with one vote. Voting may, but not need be, by ballot.

#### Section 2. Annual General Meeting

It is required that an Annual General Meeting of the MSYSA must be held during each fiscal year. The primary business of the Annual Meeting shall be the election of members of the Board of Directors, approval of the annual budget, the adoption of amendments to the Bylaws, and the conduct of other business, as necessary. Only member leagues, clubs, and recreation organizations in good standing are eligible to vote at the Annual Meeting.

All affiliated organizations, as an obligation of affiliation, shall have a qualified representative present at the Annual Meeting. Organizations that have such representation present at the

Annual Meeting shall have their respective affiliation fee returned. The Board of Directors shall retain the right to review requests for exception from attendance based upon extraordinary circumstances.

### Section 3. Special Meetings

Special meetings of the membership may be called by the President, with concurrence of the majority of the members of the Board of Director's, or by request made to the Secretary by members of the MSYSA in good standing constituting at least 50% of the votes eligible to be cast at any meeting of the membership.

### Section 4. Notice of Meetings

With respect to the Annual Meeting, written notice must be given at least 30 days in advance of the meeting date and include a recommended slate of candidates for elective office, any amendments proposed for the Bylaws, the agenda for the meeting and the number of votes which each member league, club, or recreation organization is eligible to cast.

With respect to a Special Meeting, the Secretary shall provide written notice of the meeting to all members of the MSYSA at least 10 days in advance of the meeting date and the notice shall specify an agenda for the meeting.

### Section 5. Board of Directors Meeting

The Board of Directors shall meet prior to each Annual Meeting and at other times upon the call of the President or a majority of the Board. The President shall determine the order of business and agenda. A majority of the membership of the Board of Directors shall constitute a quorum in order for actions taken by the Board of Directors at any meeting to become effective at the conclusion of such meeting. In the event a quorum is not present at any duly called meeting of the Board of Directors, either in person, or through a telephone/computer conferencing connection, the Board members present may conduct business but no action taken where a quorum is not present, shall become effective, until all absent members have had the opportunity to cast their vote by written or electronic means, and then only if a majority of the members of the Board of Directors casting a vote on the subject action, either at the Board of Directors meeting or by subsequent written or electronic means, have voted to approve such action for the conduct of business.

Each member on the Board of Directors shall be entitled to case one vote on any matter of business before the Board except as otherwise provided. The Board may act on a matter without a meeting with the consent of all Board members. All meetings of the Board shall be open to all affiliates.

### Section 6. Removal and Vacancies

Any member of the Board of Directors, Officer or agent of the Association may be removed from office and relieved of his duties by a two-thirds vote of those members eligible to vote at a duly constituted membership meeting provided notice of proposed removal is given in the call of the meeting. Any member of the Board of Directors may be removed as a member of the Board by a majority vote of the Board for missing four (4) consecutive Board meetings without excuse, as determined by the President. All vacancies among the Board of Directors, however occurring, may be filled by a nomination of the President and a majority vote of the Board.

#### Section 7. Conduct of Business

All meetings of this Association shall be conducted in accordance with Robert's rules of Order, latest edition, except as modified herein.

The agenda of the Annual General meeting will be:

- Call to Order
- Roll Call/Credentials
- Reading of the Minutes & Acceptance
- Reports of Committees
- Proposed Amendments to the Articles of Incorporation, Bylaws and Policies
- Unfinished Business
- New Business
- Election of Officers
- Good of the Game

#### Section 8. Nominations

No person may be a candidate in an MSYSA election who has not been nominated. To be an eligible candidate for an MSYSA elective office an individual must be, or have been within the previous 10 years, associated with an MSYSA affiliated club, league, or recreation organization. No later than 60 days prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of representatives of the MSYSA for the purpose of nominating candidates for office who shall constitute the Board of Directors.

The Nominating Committee shall nominate one or more candidates for each office. After securing the consent of the nominated individuals, the Committee shall immediately report their nominations to the Board of Directors in writing, but in no case later than 45 days prior to the Annual Meeting.

- a. The names of individuals, other than those nominated by the Nominating Committee, may be placed in nomination for office of the MSYSA by written notice addressed to the Secretary of the MSYSA and delivered to the MSYSA's office no later than 10 days prior to the date of the Annual Meeting. The notice of nomination shall contain the name of the individual being nominated, their club, league, or recreation organization affiliation, the office for which they are being nominated, evidence that the individual consents to

be nominated, and a brief statement of the nominee's experience and qualifications. Individuals may nominate themselves by providing the above information.

- b. The Secretary of the MSYSA shall, in the notice of the Annual Meeting, notify all MSYSA members of the candidates for office nominated by the Nominating Committee. Seven days prior to the date of the Annual Meeting, the Secretary shall mail a Final Notice of the meeting to all members, listing all candidates nominated for offices of the MSYSA, together with brief statements, provided by the candidates, of their experience and qualifications.
- c. No nominations may be made from the floor on the date of the Annual meeting.

#### Section 9. Voting Rights

There will be 1 vote for each member league, club, and recreation organization. Each member with 5 or more teams will receive 1 additional vote for every 10 teams or portion thereof. (Example: 1-4 teams = 1 vote; 5-14 teams = 2 votes; 15-24 teams = 3 votes; 25-34 teams = 4 votes). For voting purposes only, the number of recreation teams in an organization will be determined by dividing the number of recreation players registered with the organization by 15. This number will be added to the number of "travel teams" registered with the member organization to determine the total number of teams in that organization for purposes of determining the number of votes to which the organization is entitled. For purposes of computing the number of votes for each member league, the number of teams in a member league shall be reduced by the number of teams that are affiliated with MSYSA.

Each member in good standing with MSYSA, shall be entitled to cast their votes at each Annual Meeting, provided that such member is present. Officers of the MSYSA cannot act as voting representatives of a member league, club, or recreation organization. Voting by proxy shall not be permitted. The representative eligible to cast a vote at the Annual Meeting must be affiliated with a Maryland league, team, club, or recreation organization. No person may represent more than 1 vote. For purposes of voting at the Annual Meeting, or any other meeting of the membership, the number of affiliated teams per member league, club, or recreation organization, computed as aforesaid, shall be certified by the Registrar. A member who enrolls additional teams subsequent to September 1 of such year shall certify the additional teams to the Registrar and the registrar shall certify that the teams are eligible to receive any additional votes to which they may be entitled.

#### Section 10. The MSYSA Year

The fiscal year of the MSYSA shall begin on September 1 and end on the following August 31.

## **ARTICLE V – COMMITTEES**

The President, with approval of a majority of the members of the Board of Directors shall each year appoint such standing and special committees as may be necessary to advance the work of the Association. The chair of each committee shall be designated by the President with approval of a majority of the members of the Board of Directors. Any person appointed to a committee subject to this article may be removed for good cause by the vote of the majority of the members of the Board of Directors.

The responsibilities of each committee established under this article shall be as determined by the Board of Directors by resolution. All committee chairpersons shall upon request of the Board of Directors prepare a proposed budget for the coming year and shall submit that budget to the Board of Directors. At such time as may be required. Committee chairpersons shall also prepare a written report for the annual meeting detailing the activities of the committee for the past year and projecting activities for the coming year.

## **ARTICLE VI – MSYSA SPONSORED COMPETITION**

### Section 1. Boys Division

13 & Under	Chuck Tanner Cup
14 & Under	John “Buck” Davidson Cup*
15 & Under	Dan Dobry Cup*
16 & Under	William Stubbins Cup*
17 & Under	Tom Bailey Cup*
18 & Under	Chris Basileo Cup*
19 & Under	Benjamin Freeburger Cup*

\*Winners in these age groups represent Maryland in the East Region Championships and as part of the US Youth Soccer National Championships Series Tournament.

### Section 2. Girls Division

13 & Under	Terry Kulback Cup
14 & Under	Patricia Libercci Cup*
15 & Under	Mavis Derflinger Cup*
16 & Under	Gene Ringsdorf Cup*
17 & Under	Charlotte Moran Cup*
18 & Under	Robin Miller Cup*
19 & Under	Dorothy Inglehart Cup*

\*Winners in these age groups represent Maryland in the East Region Championships and as part of the US Youth Soccer National Championships Series Tournament.

### Section 3. Regional Representatives

The winners of State Cup Competitions in those age groups of competition in the East Region Championships and National competition will be entitled to and obligated to represent this State Association at any such competition by USYS. Failure to meet this obligation may be punishable by suspension, fine (or both) or other disciplinary action as deemed appropriate by the Board of Directors.

## **ARTICLE VII – REGIONS**

The Board of Directors may create geographical subdivisions within the state known as Regions. The boundaries of these regions shall be determined by the Board of Directors.

A Region Commissioner shall be elected to administer each region and his/her election shall confer upon him/her a voting seat on the Board of Directors. The eligible voting members of his/her respective Region shall elect a region Commissioner for a period of 2 years, to represent his/her Region on the Board of Directors of this Association.

### Section 1. Election of Region Commissioners

Each member league, club, and recreation organization within a particular Region shall have 1 vote for itself. Each member league, club, and recreation organization with 5 or more teams will receive 1 additional vote for every 10 duly affiliated teams, or portion thereof.

The Region Commissioner shall be elected to coincide with the election of the general membership for the Board of Directors, as specified in Article III, Section 4.

### Section 2. Removal of a Region Commissioner

Voting members of Region may request a hearing for the removal of their Region Commissioner at any time. A Region Commissioner may be removed, for just cause, by a majority vote of the eligible voting members of the Region and with the approval of the Board of Directors of this Association.

### Section 3. Region Commissioner Vacancy

When a Region Commissioner's position is declared vacant, the Board of Directors may call for an election of a new region Commissioner within a period of 60 days of said declaration. If such election is not held, or if an impasse is reached, the Board of Directors of this Association shall appoint a Region Commissioner for said vacancy. The newly elected/appointed Region Commissioner shall serve out the remainder of the unexpired term of the office of the Region Commissioner who has left office.

#### Section 4. Assistant Region Commissioners

The Region Commissioner shall represent his/her Region to the MSYSA. Within any region, the Region Commissioner may designate assistants to aid him/her in the performance of his/her duties. In the absence of the Region Commissioner, his/her designated Assistant Region Commissioner may vote at a meeting of the Board of Directors. The Region Commissioner shall submit a list of his/her assistants to the Secretary of this Association for inclusion in the Association Directory.

### **ARTICLE VIII – BUDGET AND FEES**

The Treasurer, in conjunction with the Executive Director, shall prepare a proposed annual budget and a proposed schedule of affiliation and registration fees for review by the Board of Directors. The annual budget and proposed affiliation and registration fees will be presented at the AGM for approval by a majority vote of the membership.

All player registration fees are due and payable to MSYSA prior to the beginning of league play on a seasonal year basis unless otherwise provided for by the Board of Directors.

### **ARTICLE IX – ADJUDICATION**

MSYSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the US Soccer Federation and MSYSA and its members may be appealed to the USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

#### Section 1. Jurisdiction of the Adjudication Committee

The Board of Directors shall establish an Adjudication Committee and may delegate to such Committee by resolution, such authority as the Board shall deem necessary to carry out the provisions of this Article.

- a. The Adjudication Committee shall have the following jurisdiction:
  1. To consider and adjudicate decisions of members of the association;
  2. To consider and adjudicate decisions of any individual, committee, or group having responsibility for administering an activity conducted or sponsored by the Association; and
  3. To consider and adjudicate allegations of assaults and abuses on referees as provided under USSF policies
- b. All decisions of the Adjudication Committee shall be by a majority vote of those Committee members present and voting. All decisions shall be in writing and shall be made available to all parties in interest in a timely fashion.

- c. All decisions of the Adjudication Committee are the final decisions of the Association. These decisions may only be appealed to the US Soccer Federation's Appeals Committee that shall have jurisdiction to approve, modify, remand or reverse the decision.

## Section 2. Jurisdiction of the Board of Directors

- a. The Board of Directors shall have original jurisdiction over matters relating to the accomplishment of its purpose, as set forth in, and the enforcement of, its articles of incorporation, bylaws, and rules and policies and the rules, and policies of USSF.
- b. Except as provided in section 1 of this article, the Board of Directors shall have the sole right and authority to suspend, expel, or otherwise discipline for violating the Association's articles of incorporation, bylaws, rules, and policies or for other misconduct, the following:
  - 1. Any member, player, coach, manager, or other principal of any component or affiliate of a member;
  - 2. Any official or a member or a member's affiliates;
  - 3. Any official of the Association; and
  - 4. Any spectator at a function sponsored or conducted by the Association or a member of the Association.
- c. Disciplinary action taken by the Board of Directors shall be by majority vote in writing.
- d. A decision of the Board of Directors under this section is the final decision of the Association. The decision may be appealed only to the US Soccer Federation's Appeals Committee.
- e. The Board of Directors may grant to the Adjudication Committee the authority to exercise initial review of matters pertaining to the above-delineated jurisdiction, while retaining final, discretionary authority to review the decisions, of such Committee.
- f. A party involved in a proceeding before MSYSA member organization must exhaust all protest and appeal procedures of such member organization prior to bringing an appeal to MSYSA.
- g. The Association retains the authority to initiate proceedings at its own initiative in all matters relating to alleged violations of its rules, policies and procedures.
- h. All decisions of the Board of Directors relating to actions taken pursuant to this Article shall be by majority vote of the Board of Directors present and voting. Final decisions shall be in writing and shall be made available to all parties in interest.

## Section 3. Procedure for Protests and Appeals

All protests and appeals to this Association shall be filed in writing with the Secretary (or with such other person as the Board of Directors may designate) and shall be postmarked no later than 48 hours after notification of the decision of action from which the protest or appeal is taken. The appropriate protest and appeal fee shall accompany the written protest or appeal. The notice of protest or appeal filed with this Association shall describe specifically the decision



or action being protested or appealed and shall contain a detailed statement of the basis or grounds for the protest or appeal.

Upon receipt of a written notice, initial authority to review and/or hear the protest or appeal shall rest with the Adjudication Committee, if one has been appointed; otherwise all protests and appeals shall be heard as designated by the Executive Board. The Adjudication Committee or such other body hearing a protest or appeal shall render a decision as soon as practicable Under the circumstances. In the case of an appeal from the decision of a member of the Association, the Adjudication Committee or such other body designated to hear the protest or appeal. If a hearing is not held, the Adjudication Committee of the Board of Directors (or the committee) may afford all parties in interest an opportunity to submit appropriate information for consideration by the Adjudication Committee or Board of Directors ruling on the protest or appeal. The Adjudication Committee or Board of Directors may return the protest and appeal fee, in whole or in part, depending on the outcome of the appeal.

The Board of Directors shall establish by resolution the appropriate protest and appeal fee.

#### Section 4. Instituting Legal Proceedings

No member organization, league, club, team, player, coach, administrator, spectator, or referee under the jurisdiction of this Association may invoke the aid of the courts of the United States, without first exhausting all administrative remedies made available by the Association, USYS and the USSF.

#### Section 5. Indemnification

Every trustee, officer, member of the Board of Directors, committee member, employee, or agent of MSYSA, and other persons specified from time to time by the Board, shall be indemnified by MSYSA against all expenses and liabilities, including legal fees, reasonably incurred or imposed in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a trustee, officer, Board member, committee member, employee, or agent of MSYSA, except those matters to which the trustee, officer, Board member, committee member, employee, or agent is adjudged to be liable for gross negligence or misconduct in the performance of his or her duties to MSYSA.

A conviction of judgement (whether based on a guilty plea or plea of nolo contendere or its equivalent, or after trial) in a criminal action, suit, or proceeding shall not be deemed an adjudication of liability for gross negligence or misconduct in the performance of duty to MSYSA if the trustee, officer, Board member, committee member, employee, or agent acted in good faith in what he or she considered to be the best interests of MSYSA and with no reasonable cause to believe that the action was illegal.

## Section 6. Recognition of Disciplinary Actions

- a. Any disciplinary action imposed by MSYSA shall be recognized by every member, official, and employee of MSYSA.
- b. Any disciplinary action taken by a member of MSYSA within its jurisdiction shall be recognized by MSYSA and its officials and employees and every other member of MSYSA if –
  1. The party on whom the discipline is imposed has been provided in substance with the opportunity to have a hearing and procedural rights provided by Bylaw 701 of the United States Soccer Federation
  2. The penalty imposed is reasonable, fair, customary, and consistent;
  3. The party has been informed in writing of the party's rights to appeal any final decision of the member to the MSYSA Adjudication Committee;
  4. The party's time to file an appeal with the Adjudication Committee has expired;
  5. The member provides to MSYSA in writing, within 10 days after the party's time to file an appeal has expired:
    - (i) A request that the disciplinary action be recognized;
    - (ii) Information about the disciplinary action that is to be recognized; and
    - (iii) Information showing that clauses (1) and (3) of this subsection have been satisfied;

## **ARTICLE X – COLORS AND INSIGNIA**

The representative colors of this Association shall be black, gold, red, white or any combination thereof. The insignia of the Association may be reproduced, displayed, or otherwise used only as provided by the Board of Directors.

## **ARTICLE XI – AMENDMENT, REPEAL OF SUSPENSION**

Articles of Incorporation of the Association may be submitted in writing at any time. All proposed amendments to the Articles of Incorporation shall be submitted to the General Membership of this Association at least 30 days prior to the Annual General Meeting or Special Meeting of the Membership at which the proposed amendments are to be considered. A proposed amendment will be adopted if it is approved by a 2/3 vote of the eligible voting members of the Association in attendance at the Annual General Meeting or Special Meeting of the Membership.

Amendments to the Bylaws of the Association may be submitted in writing at any time. All proposed amendments to the Bylaws shall be submitted to the General Membership of this Association at least 30 days prior to the Annual General Meeting or Special Meeting of the Membership at which the proposed amendments are to be considered. A proposed

amendment will be adopted if it is approved by a majority vote of the eligible voting members of the Association in attendance at the Annual General Meeting or Special Meeting of the Membership.

## **ARTICLE XII – DISSOLUTION**

The Association may be dissolved at any time by the written consent of no less than two-thirds of the members in accordance with the Articles of Incorporation.

