

**AMENDED AND RESTATED BYLAWS  
OF  
IOWA SOCCER ASSOCIATION, INC**

ARTICLE I. Membership

- A. The membership of the Iowa Soccer Association, Inc. (ISA) and the members of the ISA shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under United States Soccer Federation (USSF) Bylaw 241, Section 4, and to any amateur soccer organization in the State of Iowa.
- B. The ISA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by USSF and the ISA and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.
- C. The ISA shall register *with the Federation at least once each seasonal year the names and addresses* ~~all~~ of its players, coaches, *trainers, teams, managers, referees,* and administrators *registered with the ISA* ~~with USSF at least once each year~~ and timely pay all dues and fees of the Federation.
- D. There will be three classes of Members: Affiliate, Player, and Coach

1. Affiliate

- a. An Affiliate is defined as an organization that is the primary point of registration for players and coaches.
- b. Affiliates must register all players with the Association and/or with an affiliate of USSF.
- c. Application for affiliation to ISA must be made in writing to the ISA office. The signed and dated application must be accompanied by payment of the affiliation fee; a copy of the affiliate's constitution, bylaws and rules and regulations; a list of the Board of Directors; and the names of the Directors of Coaching and Referees as well as the name of the Risk Management Coordinator.
- d. When all appropriate items are submitted, the ISA Executive Director may provisionally recognize the organization for a one (1) year probationary period. After the one (1) year probation, and with evidence that the club adhered to the ISA's constitution, bylaws and rules, the organization's application for affiliation will be re-submitted to the Association for final approval.
- e. Each Affiliate shall be apportioned votes based on the number of players each Affiliate registers with the Association. The number of votes per Affiliate will be based on the number of players registered during the prior seasonal year. The number of votes per Affiliate is based on the following:

Number of Players	Number of Votes
1-500	1
501-1000	2
1001-1500	3
1501-2000	4
2001-2500	5
2501 and above	6

- f. Voting shall be restricted to those Affiliates which have been registered during the current season. Each Affiliate must be in good standing and an active, paid member of the State Association to vote on matters that come before the members.
- g. The Presidents/Directors of each Affiliate will be allowed to vote at the annual meeting and at other times when a vote of the membership is called. Each member of the Board of Directors of the Iowa Soccer Association will be given one vote.
- h. Voting by proxy shall be allowed. Those wishing to vote by proxy must notify the Association ~~on the appropriate form~~ of their intent to vote as such giving the name of the person holding the proxy vote(s) prior to the meeting.
- i. All matters requiring a vote at the Annual General Meeting with the exception of these Bylaws shall be approved by majority vote of eligible members present at the meeting.
- j. The Board of Directors shall annually recommend to the membership the procedures, rules and ~~regulations~~ **policies** for Affiliates for ratification at the Annual General Meeting.
- k. The Board of Directors shall annually set the fee for affiliation.

## 2. Players and Coaches

- a. The Board of Directors shall annually set registration fees for players and coaches.
- b. All Members shall abide by the Articles of Incorporation and Bylaws of the Corporation, all rules, ~~regulations~~, and policies as set forth by the Board of Directors, and all applicable rules, ~~regulations~~, and policies of any association with which ISA is affiliated.
- c. No person shall be denied membership or participation in the activities of ISA because of race, color, age, sex, religion, or national origin.

## ARTICLE II. Bad Standing and Removal of Members

- A. Any member may be put into bad standing or removed for knowingly violating any USSF, United States Youth Soccer Association (USYSA), United States Adult Soccer Association (USASA), and/or ISA rule, ~~regulation~~, or policy, not following

the ISA Constitution and Bylaws, and/or for non-payment of fees owed to ISA or an Affiliate of ISA, USSF, USYSA, or USASA. Members may be put into bad standing or removed by 2/3 vote in the affirmative by those voting members present at a meeting at which the proposal for bad standing or removal is entered on the agenda.

- B. Bad Standing may include one or more of the following actions: reprimand, suspension, restitution, fine and removal.

#### ARTICLE III. Disputes and Grievances by or Among Members: Hearings and Appeals

- A. Any complaint by ISA against a Member or one Member against another Member or any complaint by an individual or a Member which alleges that (A) a Member has failed to comply with its membership requirements in the Association or (B) the Association has failed to comply with its membership requirements in the USYSA, USASA or USSF, shall follow the procedures as specified in the ISA Hearings and Appeals Process manual. Further, the ISA and its Affiliates and Members shall comply with Federation bylaws and policies as defined in USSF Bylaw 701 and in Federation Policy 701-1 and with appeals procedures and guidelines as established in USSF Bylaw 705.
- B. Exhaustion of Remedies. No Member of the ISA, 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 with the ISA.
- C. For violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to ISA for all expenses incurred by ISA 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 ISA 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 Board of Directors meetings necessitated by court action.

#### ARTICLE IV. Board of Directors

- A. The Board of Directors of the Corporation shall be elected by the membership at its Annual General Meeting.
- B. The number of Board members will be 5.
- C. The officers of the Corporation shall be annually elected by the Board of Directors. Officers shall include Chairman, Secretary, and Treasurer.
- D. Unless otherwise stated by the Board of Directors, the term of Board members shall be three years and no individual shall serve more than 2 consecutive three year

- periods. The term of those members elected in 2007 shall establish staggered terms for elections and shall be as follows: one elected for a one year term, two elected for two year terms, and two elected for three year terms.
- E. Any vacancy occurring on the Board of Directors of the Corporation shall be filled for the balance of the term by appointment of another person for the duration of the term by the Board of Directors, unless otherwise determined by the Board of Directors.
  - F. Directors may be removed by the Board of Directors for cause or without cause, or may resign.
  - G. Each Board member must attend at least three fourths of the Board meetings in a calendar year or may be subject to removal.
  - H. Committees, ~~with the exception of the Governance Committee~~, will be established by Board resolution.
  - I. The ~~Governance~~ **Leadership** Committee of the Board of Directors shall produce a slate of Board members for nomination and approval at the Annual General Meeting of the Membership. The slate of nominees will be sent to the membership no later than 30 days in advance of the meeting. Nominations for Board positions from the membership shall be delivered to the State office no later than 14 days in advance of the scheduled meeting.
  - J. To provide geographical balance, the ~~Governance~~ **Leadership** Committee shall comply with the following guidelines when presenting their slate of nominees: 1 central, 1 east, 1 west, 2 at-large. The central member will come from one of the following counties: Boone, Dallas, Jasper, Madison, Marion, Polk, Story, Warren. The east member will be east of I35 with the exception of the central counties; the west will be west of I35 with the exception of the central counties. The 2 at-large positions may be chosen from any location within the state.
  - K. The Board will adopt and maintain a conflict of interest policy.

## ARTICLE V. Officers and Appointed Officials

### A. Chairman:

- serve as liaison between the region and national affiliates and this Corporation
- serve as the Chairman of all meetings of the Board of Directors
- establish committees and appoint committee chairpersons in order to administer and manage the programs of the Corporation
- serve as the representative of the Corporation in all matters
- be responsible for calling and serve as the chairperson of the Annual General Meeting
- shall see that all orders and resolutions of the Board of Directors are carried into effect
- oversee and evaluate the performance of the Executive Director
- shall be bondable and bonded

### B. Secretary:

- shall record the minutes and all proceedings of the meetings of the members and the Board of Directors

- shall advise committees to record minutes and all proceedings of the meetings
- shall perform such other duties as may be prescribed by the Board of Directors or its officers
- shall be bondable and bonded

C. Treasurer:

- shall be responsible for the Corporation's funds and shall insure that there are complete and accurate accounts of receipts and disbursements in books belonging to the Corporation
- shall insure that all monies and other valuables are deposited in the name and credited to the Corporation in such depositories as may be designated by the Board of Directors
- shall oversee the disbursement of the funds of the Corporation as directed by the Board of Directors
- shall render to the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions and of the financial condition of the Corporation
- shall appoint an accounting firm to perform an annual review and filing of tax returns
- shall be bonded and bondable

***D. Governance Chair***

- ***shall oversee the State Association's governance structure and process***
- ***shall be selected by the Chair of the State Association and serve at the will of the Chair***

E. State Referee Administrator (SRA) shall be appointed for a two year term by the Board of Directors in concurrence with the Iowa Referee Committee. Duties shall include:

- act as the liaison between the referees of the adult divisions and the ISA
- outline and administer a program for the development of referees for the adult division

F. State Youth Referee Administrator (SYRA) shall be appointed for a two year term by the Board of Directors with the advice of the State Referee Administrator. Duties shall include:

- act as the liaison between the referees of the youth divisions and the ISA
- outline and coordinate a program for the development of referees for the youth division
- oversee the assignment of referees to designated state level matches in Iowa

G. State Risk Management Coordinator (SRMC) shall be appointed for a two year term by the Board of Directors. Duty shall be:

- be responsible for the administration of the State's risk management program.

ARTICLE VI. Meetings of the Board of Directors

- A. Meetings of the Board of Directors may be held at any given location within the State of Iowa.
- B. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board but will not be less than 4 meetings per calendar year.
- C. Special meetings of the Board of Directors may be called by the president on ten days notice of each director, either personally or by mail. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.
- D. A three fourths majority of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present. A telephonic option is allowed when deemed appropriate by the Chairman of the Board of Directors.

#### ARTICLE VII. Notices

- A. Whenever, under the provisions of these bylaws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or member, at his or her address as it appears in the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when same be deposited in the United States mail.

#### ARTICLE VIII. Special Programs

- A. The ISA shall adopt policies prohibiting sexual and physical abuse that meet certain criteria established by the United States Soccer Federation (subject to any contrary requirements contained in state or local law applicable to the ISA).
- B. The ISA and its members will abide by the United States Soccer Federation's articles, bylaws, policies, and requirements on interplay.

#### ARTICLE IX. Parliamentary Authority

- A. "Robert's Rules of Order, Revised" shall govern all activities of the Corporation except as limited by the Articles of Incorporation, or these Bylaws. Such rules may be amended at any time by a majority vote of the Board of Directors.

#### ARTICLE X. Indemnification

- A. The Corporation shall indemnify a director, officer, employee, agent, volunteer or member of this Corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this

sentence shall not apply: (i) to a breach of such person's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such person shall be adjudged liable to the Corporation.

- B. The Board of Directors may indemnify those of the Corporation's employees, agents, members or volunteers who are not directors in all instances - including those which are excluded from mandatory indemnification under paragraph 1 - as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.
- C. No amendment to or repeal of this Article X shall apply to or have any effect on the indemnification's hereunder of any director, officer, employee, agent, volunteer or member of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

#### ARTICLE XI. Fiscal Year

- A. The fiscal year of the Corporation shall be August 1 through July 31 unless otherwise established by the Board of Directors.

#### ARTICLE XII. Authority

- A. Unless specifically stated herein, any circumstance, rule, administration process, or any other matter or procedure not covered by or under the Bylaws, Rules and Regulations or Articles of Incorporation, shall then follow the rules of USYSA, USASA, and USSF.

#### ARTICLE XIII. Amendments

- A. Any proposed amendment to these Bylaws may be made by:
  - 1. A Member
  - 2. The Board of Directors
  - 3. A member of the Board of Directors
- B. Advanced Notice
  - 1. Any proposed amendment to these Bylaws by a Member must be submitted in writing to the Board of Directors at least 90 days in advance of an Annual General Meeting at which the amendment is to be considered.
  - 2. Each proposed amendment received in compliance with B.1 above of this bylaw and/or by the Board of Directors shall be sent in writing by the Iowa Soccer Association to each Member and the Board of Directors at least thirty (30) days in advance of the Annual General Meeting.

C. Voting requirements

1. Any amendment to these Bylaws requires a two-thirds vote of the membership in attendance at the Annual General Meeting.

D. Priority

1. In the event of a conflict between the Bylaws of the ISA and the articles of incorporation, bylaws, policies, and requirements of USYSA, USASA, and USSF, the articles, bylaws, policies, and requirements of USYSA, USASA, and USSF govern.

E. Effective Date

1. Unless otherwise provided, any amendment to these Bylaws is effective on that September 1 that occurs immediately after the amendment is adopted.

Revised November 2002

Revised January 2006

Revised February 2007