



BYLAWS

OF THE

UNITED STATES YOUTH SOCCER
ASSOCIATION, INC.

As of July 24, 2021

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1 **BYLAWS**
2 **OF THE**
3 **UNITED STATES YOUTH SOCCER ASSOCIATION, INC.**
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6 **ARTICLE I**
7 **NAME**
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9 This nonprofit educational organization shall be incorporated as United States Youth Soccer
10 Association, Inc.
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12 **ARTICLE II**
13 **PURPOSE**
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15 The purposes of this organization shall be as stated in the charter of the United States Youth
16 Soccer Association, Inc., hereinafter referred to as USYSA. The organization is a national
17 association member of the United States Soccer Federation, hereinafter referred to as Federation.
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19 **ARTICLE III**
20 **DEFINITIONS**
21

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

- 23 1. **“Amateur Sports Act”** means the Ted Stephens Olympic and Amateur Sports Act
24 (chapter 2205 of title 36, United States Code).
- 25 2. **“Board of Directors”** means the board of directors of USYSA established under
26 Article XIII.
- 27 3. **“Federation”** means the United States Soccer Federation, Inc.
- 28 4. **“FIFA”** means the Federation Internationale de Football Association of which the
29 Federation is the national association member for the United States.
- 30 5. **“Individual Member”** means an individual who is a member as provided under
31 Article IV.
- 32 6. **“National Council”** means the National Council of USYSA as provided under
33 Article XI.
- 34 7. **“Organization Member”** means an organization that is classified as such a member
35 of USYSA as provided under Article IV.
- 36 8. **“Region”** means one of the geographical areas composed of the State Association
37 members located in that area as provided under Article VIII.
- 38 9. **“Regional Council”** means an advisory body as provided under Article VIII.
- 39 10. **“Regional Representative”** means that person who is elected by the regional council
40 to represent the general membership on matters of interest or concern to the board of
41 directors as provided under Article VIII.
- 42 11. **“Seasonal Year”** means that period of time beginning September 1 of one calendar
43 year and ending on August 31 of the immediately following year.
- 44 12. **“Team”** means a group of soccer players playing on the same side in soccer games.
- 45 13. **“TOPSoccer”** means a community based soccer program that is designed to meet the
46 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 are modified accordingly. Maximum age restrictions contained elsewhere in these bylaws and policies of USYSA do not apply to TOPSoccer program participants.

14. “USYSA” means the United States Youth Soccer Association, Inc.

15. “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.

16. “Youth Player” means an individual who is an Amateur player and who has not reached 20 years of age prior to December 31 for the current seasonal year.

ARTICLE IV MEMBERSHIP

Section 1. 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.

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

A. Organization Members.

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

B. 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 within USYSA;
4. as a committee member of USYSA; or
5. through the individual joining USYSA in compliance with the requirements established by the board of directors.

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

Section 3. Admission to Membership.

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

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

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

102 **Section 4. Terms of Membership.**

103 **A. Membership Year.**

- 104 1. **Organization and Individual Member.** The term of membership of an organization
105 or individual member is for one seasonal year. However, if the member is admitted
106 and the membership is effective before the beginning of the next seasonal year, the
107 initial term of membership for that member is for the balance of the seasonal year.
108 Membership automatically renews each seasonal year as long as the member remains
109 in good standing with USYSA, which includes: (1) being current with player
110 registration fees, (2) not having any outstanding fines or suspension, and (3) being
111 compliant with USYSA policies.
- 112 2. **Sustaining Member.** The term of membership of a sustaining member is for one
113 year from the date their membership is effective. Membership automatically renews
114 on their membership anniversary date as long as the member remains in good
115 standing with USYSA, which includes: (1) being compliant with USYSA policies
116 and (2) not having any outstanding fines or suspension.

117 **B. Provisional Membership.**

- 118 1. For organization membership requiring National Council approval, the board of
119 directors may grant to, deny, or withdraw provisional membership from, an applicant
120 applying for organization membership until the next meeting of the National
121 Council. The application shall be submitted to the National Council at its next
122 meeting.
- 123 2. An applicant granted provisional membership as an organization member has all the
124 rights and responsibilities of that classification of organization member granted
125 except that the provisional member may not vote.
- 126 3. Provisional membership is terminated at the end of the National Council meeting at
127 which the applicant's membership is considered unless the National Council further
128 extends the period of provisional membership or the applicant's application for
129 membership is approved by the National Council.

130 **C. Change in Status.** With the consent of the board of directors, an organization member
131 may change its organizational structure without losing its membership in USYSA.
132 However, if the change in the organizational structure is of such a nature that it would
133 change a member from one classification of organization member to another
134 classification of organization member, the member must apply for that new classification
135 of organization member of USYSA as a new member of USYSA.

136 **Section 5. Prohibition on Transferring and Assigning Membership.** Membership in USYSA
137 is not transferable or assignable. Membership terminates when USYSA dissolves, the

138 organization member or sustaining organization member dissolves, the individual or sustaining
139 individual member dies, or as otherwise provided under these bylaws.

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

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

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149

**ARTICLE V
ORGANIZATION MEMBERS**

150

151

- 152 **Section 1. General Responsibilities.** Each organization member must do the following:
- 153 1. to the extent consistent with applicable law, comply with its bylaws and the bylaws
154 of USYSA and the Federation as they apply to the classification of member to which
155 the organization member belongs;
 - 156 2. to the extent consistent with applicable law, comply with its policies and procedures
157 and the policies and procedures and requirements of USYSA with respect to
158 USYSA’s internal operations and the administration of USYSA programs;
 - 159 3. pay fees due USYSA by the deadline the fees are required to be paid; and
 - 160 4. comply with the Amateur Sports Act, to the extent applicable.

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

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**ARTICLE VI
STATE ASSOCIATION MEMBERS**

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166

167 **Section 1. General Responsibilities.** In addition to other requirements of these bylaws, each

168 state association shall:

- 169 1. adhere to its bylaws;
- 170 2. annually register with USYSA all of its players, coaches, and administrators;
- 171 3. provide USYSA at least once each seasonal year the names and information required
172 by policy for its players, coaches, and administrators;
- 173 4. require that each of its individual players, coaches, teams, and administrators that are
174 sponsored, financed, coached, organized, or administered by an organization
175 member register with USYSA;
- 176 5. provide and coordinate opportunities for every player under its jurisdiction to play
177 soccer at the developmental, intermediate, and advanced levels; and
- 178 6. comply with requirements pertaining to interstate, national, and international
179 competition and other competitions approved or sponsored by USYSA and as
180 required by the Federation.

181 **Section 2. Risk Management.**

182 **A.** USYSA and each state association are responsible for establishing and monitoring a risk
183 management program within its jurisdiction.

- 184 **B.** At a minimum, the risk management program must include:
- 185 1. use of an employment/volunteer disclosure statement for all volunteers, employees,
- 186 coaches, and program administrators who are involved with any approved or
- 187 sponsored program of USYSA or the state association or member of the state
- 188 association; and
- 189 2. identification of a risk management coordinator and an alternate for the organization.

190
191 **ARTICLE VII**
192 **FEES AND DISCIPLINE**
193

194 **Section 1. Annual Fees.**

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

199 **Section 2. Suspensions and Terminations.**

200 **A. Suspension.**

- 201 1. **Failure to Pay Fees.** Any member failing to pay any fees due USYSA shall be
- 202 provided written notice of the delinquency. If those fees are not paid within 30 days
- 203 after the date of the notice of delinquency, the delinquent member may be suspended
- 204 from membership in USYSA after a proper hearing pursuant to Subsection 3B of
- 205 this Article. The member shall be notified in writing of any suspension and the date
- 206 on which membership will be terminated if the fees remain unpaid.
- 207 2. **Due to Litigation.**
- 208 (a) Any person participating in a USYSA program, or in a program of a state
- 209 association or a program of a member of a state association, who becomes a
- 210 defendant in litigation detrimental to the welfare of youth players or litigation
- 211 based on activities detrimental to the welfare of youth players, shall be suspended
- 212 from all soccer-related activities. Suspensions under this bylaw shall be
- 213 determined by the appropriate state association or the USYSA Board of
- 214 Directors. Matters detrimental to the welfare of youth players shall include, but
- 215 not be limited to, crimes of moral turpitude and felonies. The person has a right
- 216 to appeal the suspension only over whether the matter which is the substance of
- 217 the accusation, if true, is detrimental to the welfare of youth players.
- 218 (b) On completion of the litigation, the suspended person may inform the body
- 219 suspending the person under Subsection 2A2(a) of this Article that the litigation
- 220 has been completed and request that the suspension be terminated and the person
- 221 reinstated. The suspending body may grant the request of the person or, if the
- 222 decision of the litigation was adverse to the person, may continue the suspension
- 223 for a period specified by the suspending body, fine the person, terminate all
- 224 membership of that person with the suspending body and its members, or any
- 225 combination of those authorized penalties.

226 **B. Termination.**

- 227 1. The membership of a state association may be terminated by the National Council
- 228 for cause by a two-thirds vote of the National Council.

- 229 2. If the membership of a state association is terminated either by resignation from
230 USYSA or under Subsection 2A1 or Subsection 2B1 of this Article, USYSA shall
231 immediately undertake actions to replace that organization with another organization
232 having the same USYSA jurisdiction as the organization whose membership is
233 terminated. That replacement organization may include an organization established
234 and temporarily operated by USYSA.
- 235 3. The board of directors may terminate the membership of a sustaining member as
236 prescribed in Section 3A of this Article.

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

- 238 **A.** The board of directors may suspend, fine, terminate and/or impose any other penalty on
239 any member of USYSA, if the board determines that:
- 240 1. the conduct of the member is adverse to the best interests of soccer or USYSA; or
 - 241 2. the member has not complied with the requirements of its membership in USYSA.
- 242 **B.** The board of directors may act under this Article only after a hearing, reasonable notice
243 to the member of the time and place of the hearing, and providing the member with a
244 reasonable opportunity to present evidence in support of the member's position.

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

249
250 **ARTICLE VIII**
251 **REGIONS**
252

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

- 254 **A.** East Region: Connecticut Junior Soccer Association, Delaware Youth Soccer
255 Association, Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth
256 Soccer Association, Maryland State Youth Soccer Association, Massachusetts Youth
257 Soccer Association, New Hampshire Soccer Association, New Jersey Youth Soccer
258 Association, , New York State West Youth Soccer Association, , Pennsylvania West
259 Soccer Association, Soccer Rhode Island, Soccer Maine, Vermont Soccer Association,
260 Virginia Youth Soccer Association, and West Virginia Soccer Association.
- 261 **B.** Midwest Region: Illinois Youth Soccer Association, Indiana Soccer, Iowa Soccer
262 Association, Kansas State Youth Soccer Association, Kentucky Youth Soccer
263 Association, Michigan State Youth Soccer Association, Minnesota Youth Soccer
264 Association, Missouri Youth Soccer Association, Nebraska State Soccer Association,
265 North Dakota Soccer Association, Ohio South Youth Soccer Association, Ohio Youth
266 Soccer Association – North, South Dakota State Soccer Association, and Wisconsin
267 Youth Soccer Association.
- 268 **C.** South Region: Alabama Soccer Association, Arkansas State Soccer Association, Florida
269 Youth Soccer Association, Georgia Soccer, Louisiana Soccer Association, Mississippi
270 Soccer Association, North Carolina Youth Soccer Association, North Texas State Soccer
271 Association, Oklahoma Soccer Association, South Carolina Youth Soccer Association,
272 South Texas Youth Soccer Association, and Tennessee State Soccer Association.
- 273 **D.** West Region: Alaska Youth Soccer Association, Arizona Youth Soccer Association,
274 California Youth Soccer Association - North, California Youth Soccer Association -

275 South, Colorado Soccer Association, Hawaii Youth Soccer Association, Idaho Youth
276 Soccer Association, Montana Youth Soccer Association, New Mexico Youth Soccer
277 Association, Oregon Youth Soccer Association, United States Youth Soccer of Nevada,
278 Utah Youth Soccer Association, Washington Youth Soccer and Wyoming Youth Soccer.

279 E. The composition of regions may be amended by a majority vote of the National Council.

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

281 A. have a regional council composed of at least one delegate from each state association
282 within the region as provided in Article XII, Section 1C and the regional representative
283 of the respective region; and

284 B. ensure that voting will be as stated in Article XII.

285 **Section 3. Qualifications of Regional Representative.** The candidate for this position shall:

286 A. Be in good standing with USYSA or of any member; and

287 B. Not be a paid employee of USYSA or of any member.

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

289 A. comply with all bylaws, rules, policies, and requirements of USYSA;

290 B. elect a representative to the board of directors whose duties are as follows

291 1. serve as chair of all meetings of the regional council;

292 2. provide notice of the regional council meetings to the state associations within the
293 region no fewer than 45 days before the date of the meeting;

294 3. provide a proposed agenda with copies of any items proposed by the regional council
295 to be considered at each meeting at least 30 days before the date of the meeting; and

296 4. if desired, vote only when the vote is by ballot, or in all other cases, to affect the
297 result of the vote.

298 C. hold at least two (2) regional council meetings each seasonal year, with one meeting held
299 concurrently with the National Council meeting;

300 **Section 5. Meetings.**

301 A. Any business item to be presented at a regular meeting must be submitted in writing to
302 the regional representative at least 45 days before the date of the meeting.

303 **B. Special meetings.**

304 1. Special meetings may be called at any time on the request of: 1) the regional
305 representative of the region; or 2) at least five state associations of the region.

306 2. The request for a special meeting shall state the items to be considered at the special
307 meeting. No other items may be considered at the meeting.

308 3. Notice of a special meeting shall be provided to each state association of the region
309 within 14 days of the meeting. The meeting must be held within 60 days of the
310 request for the meeting.

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312

ARTICLE IX OFFICERS

313

314

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

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

318 1. Be in good standing with USYSA; and

319 2. Not be a paid employee of USYSA or of any member.

320 3. Not hold more than one (1) office or serve concurrently as an officer or director on
321 the board of directors of a member organization unless prescribed otherwise by these
322 bylaws.

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

325 A. The chair and secretary are elected at the annual general meetings held in the even-
326 numbered years. The regional representatives from regions II and IV are elected at the
327 regional council meeting held concurrently with the annual general meeting held in the
328 even-numbered years.

329 B. The vice-chair, member-at-large, and treasurer are elected at the annual general meetings
330 held in the odd-numbered years. The regional representatives from regions I and III are
331 elected at the regional council meeting held concurrently with the annual general
332 meeting held in the odd-numbered years.

333 **Section 4. Term of Office.** All officers shall assume office at the close of the annual general
334 meeting at which they are elected. All officers shall serve for a term of two years or until their
335 successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office
336 or position begins immediately after being elected to fill the vacancy. An individual may not be
337 elected to any one office for more than three full terms, except that an individual who is elected
338 or succeeds to fill a vacancy of an unexpired term of more than one year may not be elected for
339 three full terms. (This bylaw shall apply at the end of this meeting on 7/30/16; however those
340 currently serving Board of Directors at the end of this meeting 7/30/16 shall be entitled to serve
341 for three terms or two full terms and a partial term in their current office after the AGM on
342 7/30/16.)

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

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

- 349 1. shall serve as chair of all meetings of the National Council and board of directors;
- 350 2. may execute instruments for USYSA that the board of directors authorizes to be
351 executed;
- 352 3. oversee the activities of the chief executive officer and act as the liaison between the
353 board of directors and the chief executive officer; and
- 354 4. shall perform other responsibilities assigned by the board of directors.

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

- 356 1. assist the chair;
- 357 2. assume the responsibilities of the chair when the chair is absent, cannot act, or refuses
358 to act; and
- 359 3. perform other responsibilities assigned by the board of directors or the chair.

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

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

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

- 365 1. give general oversight to the management of all USYSA funds;

- 366 2. make a financial report to the board of directors at each meeting and at other times
367 when requested by the chair or board of directors;
368 3. in accordance with the financial policies of USYSA, cooperate with the audit
369 committee in such a manner as to enable timely completion of an independent audit
370 of the financial accounts and transactions of USYSA;
371 4. assist the board of directors in reviewing a proposed two-year budget for USYSA in
372 consultation with the chief executive officer; and
373 5. perform other responsibilities assigned by the board of directors or the chair.

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

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

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

381 **Section 7. Vacancy in Office.**

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

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

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

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

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

396 **A.** receive compensation (except for reimbursement for expenses) for services as an officer
397 or director;

398 **B.** be an officer or a member of the board of directors of any organization member of
399 USYSA or the Federation, except as provided otherwise in these bylaws; or

400 **C.** be a paid employee of, or receive compensation (except reimbursement for expenses)
401 from USYSA, any organization member of USYSA, or the Federation.

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

407 **A. Membership.** The governance and nominating committee shall consist of five (5)
408 members.

409 **B. Eligibility to Serve.** Current board members may not serve on the governance and
410 nominating committee.

411 **C. Term.** Two (2) years and may serve two (2) terms.

- 412 **D. Election of Members.** Each regional council shall appoint one member of the
413 committee and the USYSA Chair, in consultation with the board of directors, shall
414 appoint one member of the governance and nominating committee who shall serve as
415 the committee chair. Midwest and West Regions shall appoint their members in odd
416 years and East and South Region members and the Governance Committee Chair shall
417 be appointed in even years. (For transition purposes, only once and contrary to “Section
418 C. Term” above, the current members from the Midwest and West Regions shall serve
419 an additional one year added to their current term).
- 420 **E. Vacancies.** Vacancies in the membership of the committee shall be filled in the same
421 manner specified in Section 1D of this Article.
- 422 **F. Duties.** When a board position is going to become available due to a current director’s
423 term ending, or becomes available due to the resignation or removal of a director, the
424 board shall have the right, but not the obligation, to provide the governance and
425 nominating committee with a written description of the skills and experiences the board
426 feels would be beneficial to the association in its next board member. The governance
427 and nominating committee shall recruit candidates and accept nominations and consider
428 the qualifications of candidates proposed by the membership or the governance and
429 nominating committee. Candidates proposed by the membership must be submitted to
430 the committee no later than 60 days prior to the annual meeting. The governance and
431 nominating committee shall provide to each member, at least 30 days prior to the
432 election, a written description setting forth the committee’s views regarding the
433 qualifications, skills, and experiences making each candidate a good selection for the
434 board. The governance and nominating committee shall submit at least one (1) name for
435 each office to be filled. The committee will bring forth all the names of submitted
436 candidates. At each annual meeting, the National Council shall vote upon the
437 candidate(s) as presented by the governance and nominating committee; in the same
438 manner, regional representatives shall be elected by the region. Election shall be by
439 majority vote.
- 440 **G. Nominations from the Floor.** Nominations from the floor are not allowed, unless there
441 are no candidates for an office to be elected.

442
443 **ARTICLE XI**
444 **NATIONAL COUNCIL AND MEETINGS**
445

446 **Section 1. Composition.** USYSA has a National Council that is composed of representatives of
447 organization members and the board of directors.

448 **Section 2. Authority.** The National Council has the following authority to:

- 449 **A.** amend the charter and bylaws of USYSA;
450 **B.** approve an annual budget;
451 **C.** approve prior actions of the board of directors;
452 **D.** approve minutes of prior meetings;
453 **E.** elect all officers, independent directors, and athlete member except the regional
454 representatives;
455 **F.** elect commissioners of the Federation’s Youth Council Administrative Commission,
456 and board of directors;
457 **G.** approve player registration fees;

- 458 H. approve applications of organization members; and
- 459 I. terminate memberships of organization members after a hearing.

460 **Section 3. Regular Meeting.**

461 A. **Annual General Meeting.** The National Council shall hold an annual general meeting
462 during the time period of June 1 through August 31.

463 B. **Notice of Meeting.** USYSA shall provide to each organization member and the board
464 of directors:

- 465 1. no more than 60 days but no fewer than 45 days before the date of the meeting, notice
466 of the annual general meeting, giving the date, time, and location of the meeting; and
- 467 2. at least 30 days before the date of the meeting, a proposed agenda with copies of
468 reports of officers and any items proposed to be considered at the meeting.

469 C. **Business Items.** Any business item (other than proposed amendments to the charter or
470 bylaws of USYSA) to be presented at an annual general meeting must be submitted in
471 writing to USYSA at least 60 days before the meeting.

472 **Section 4. Special Meetings.** A special meeting of the National Council may be called at any
473 time on request of: (a) the Chair of USYSA; (b) a majority of the board of directors; or (c) at
474 least 15 organization members of USYSA. The request shall state the business items to be
475 considered at the special meeting. No other items may be considered at the meeting. Notice of
476 a special meeting shall be provided to each organization member and the board of directors and
477 shall include the date, time, place, and location as well as the business item(s) to be considered.
478 The meeting notice must be sent to the National Council members at least 30 days prior to the
479 meeting date.

480 **Section 5. Location of Meetings.** The board of directors may designate any place within the
481 United States as the place of meeting for a meeting of the National Council.

482 **Section 6. Voting Body.** The voting body of the National Council meetings shall be as
483 prescribed in Article XII.

484 **Section 7. Quorum.** A quorum for any National Council meeting shall be a majority of the total
485 number of eligible votes of all members.

486 **ARTICLE XII**
487 **VOTING BODY**

488
489 **Section 1. State Associations.**

490 A. Each state association is entitled to vote at National Council meetings, regional council
491 meetings, and the Federation National Council meetings. A state association shall have
492 the following number of votes:

- 493 (1) 100–1,000 players – 1 vote.
- 494 (2) 1,001–5,000 players – 2 votes.
- 495 (3) 5,001–25,000 players – 3 votes.
- 496 (4) 25,001–50,000 players – 4 votes.
- 497 (5) 50,001–100,000 players – 5 votes.
- 498 (6) 100,001 players and over – 6 votes.

499 B. At each National Council meeting and regional council meeting, the number of votes of
500 a state association is based upon Section 1A of this Article unless prescribed otherwise
501 by Section 1C of this Article. For the purposes of calculating the number of votes, the
502 number of players is defined as the number of players registered by the state association
503 with USYSA for the immediate, prior seasonal year or the current seasonal year,

504 whichever is greater. The determination of the number of votes for the current seasonal
505 year shall be as of 30 days before the beginning of the National Council meeting or, if a
506 mail vote, 30 days before the material on the mail vote is distributed.

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

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

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

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

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

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

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

525 **Section 5. Proxy.** An organization member having a vote at a meeting of the National Council
526 may have its votes cast by proxy. The proxy must be in writing, signed by an elected
527 President/Chair or their designee, specify the date on which the proxy was executed, and specify
528 the meeting for which the proxy is effective.

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

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

533

534

ARTICLE XIII BOARD OF DIRECTORS

535

536

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

538 **A.** the chair;

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

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

541 **D.** the secretary

542 **E.** the treasurer;

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

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

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

546 **I.** one (1) athlete member, as provided by Section 5 of this Article;

547 **J.** and the chief executive officer, ex officio, non-voting.

¹ See provisos

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

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

- 552 **A.** enforce the bylaws, rules, policies, and procedures of USYSA;
- 553 **B.** submit to the National Council at each annual meeting:
 - 554 1. a complete report on the activities of USYSA since the last annual meeting; and
 - 555 2. a complete financial report;
- 556 **C.** propose a budget for each fiscal year to be submitted for approval by the National
557 Council;
- 558 **D.** adopt the report of the auditor annually;
- 559 **E.** make employment and compensation decisions concerning the USYSA Chief Executive
560 Officer;
- 561 **F.** adopt policies regarding the management, compensation, and fringe benefits provided to
562 USYSA personnel;
- 563 **G.** adopt, rescind or amend policies;
- 564 **H.** analyze at least annually, the organization's progress in achieving its objectives and
565 report the findings to the membership;
- 566 **I.** set the place, date, and time of meetings as prescribed in these bylaws;
- 567 **J.** establish fees as prescribed in these bylaws or USYSA policies and procedures;
- 568 **K.** fill vacancies as provided in these bylaws, with at least 24 hours' notice; and
- 569 **L.** exercise such other duties as prescribed for the board of directors in these bylaws, by the
570 National Council, in the USYSA policies and procedures, or in the adopted
571 parliamentary authority.

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

576 **Section 4. Independent Directors.**

- 577 **A. Qualifications.** An individual qualifies to be an independent director if that individual
578 meets the following criteria and maintains these criteria while holding his or her position
579 as independent director:
 - 580 1. the individual or the individual's immediate family member has not been employed
581 or held any governance position within the last five (5) years with any soccer
582 organization;
 - 583 2. the individual or the individual's immediate family member has not received any
584 compensation (other than reimbursement of actual expenses) within the last five (5)
585 years from any soccer organization; and
 - 586 3. the individual or the individual's immediate family member has not been a partner
587 or had an ownership interest of five (5) percent or more in any soccer organization
588 or any sponsor or vendor of a soccer organization within the last five (5) years.
- 589 **B. Election.** Two individuals will be elected by majority vote by the National Council as
590 independent directors. One independent director will be elected at each annual general
591 meeting. These individuals will serve as elected volunteer members of the board of
592 directors but not as officers of USYSA.

593 **C. Term of Office.** The independent directors shall assume office at the close of the annual
594 general meeting at which they are elected. They shall serve for a term of two years or
595 until their successors are elected or appointed. If the individual is fulfilling a vacancy,
596 the term of office or position begins immediately after being elected to fill the vacancy.
597 An individual may not be elected as an independent director for more than three full
598 terms. (This bylaw shall apply at the end of this meeting on 7/30/16; however those
599 currently serving Board of Directors at the end of this meeting 7/30/16 shall be entitled
600 to serve for three terms or two full terms and a partial term in their current office after
601 the AGM on 7/30/16.)

602 **D. Duties of Independent Directors.** The independent directors shall:
603 1. represent the general membership on matters of interest and concern; and
604 2. perform other responsibilities assigned by the board of directors or the chair.

605 **Section 5. Athlete**

606 **A. Qualifications.** An individual qualifies to be an athlete member if that individual meets
607 the following criteria and maintains these criteria while holding her or his position as an
608 athlete member of the USYSA Board of Directors:

- 609 1. the individual is 18 years-old or older;
- 610 2. the individual participated as an athlete in USYSA within 15 years of their initial
611 election as a member of the USYSA Board of Directors;
- 612 3. the individual or the individual's immediate family member is not employed by or
613 holds any governance position with any soccer organization;
- 614 4. the individual or the individual's immediate family member is not receiving any
615 compensation (other than reimbursement of actual expenses) from any soccer
616 organization; and
- 617 5. the individual or the individual's immediate family member is not a partner or has an
618 ownership interest of five (5) percent or more in any soccer organization or any sponsor
619 or vendor of any soccer organization.

620 **B. Election.** The individual will be elected by majority vote by the National Council as an
621 athlete member. The athlete member will be elected at an annual general meeting. This
622 individual will serve as an elected volunteer member of the board of directors but not as
623 an officer of USYSA. (*The initial Athlete Member will be elected at the 2022 USYSA
624 Annual General Meeting.*)

625 **C. Term of Office.** The athlete member shall assume office at the close of the annual
626 general meeting at which she or he is elected. She or he shall serve for a term of two
627 years or until her or his successor is elected or appointed. If the individual is fulfilling a
628 vacancy, the term of office or position begins immediately after being elected to fill the
629 vacancy. An individual may not be elected as an athlete member for more than three full
630 terms.

631 **D. Duties of the Athlete Member.** The athlete member shall:
632 1. represent the general membership on matters of interest and concern; and
633 2. perform other responsibilities assigned by the board of directors or the chair.

634 **Section 6. Meetings.**

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

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

645 **Section 7. Voting.** Each voting member of the board of directors has one vote, except that the
646 individual presiding at a board meeting may vote only when the vote is by ballot or, in any other
647 case, to affect the result of the vote.

648 **Section 8. Quorum.** A quorum for any board meeting shall be a majority of the total number
649 of eligible voting members in office immediately before a meeting begins.

650 **Section 9. Proxies.** Proxies are not permitted at meetings of the board of directors.

651

652

ARTICLE XIV COMMITTEES

653

654

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

656

A. Audit Committee;

657

B. Governance and Nominating Committee;

658

C. Investment Committee; and

659

D. Legal Advisory Committee.

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

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

664

A. Each standing committee shall consist of a minimum of three (3) members.

665

B. The chief executive officer, with consultation from the USYSA Chair, shall appoint the
666 chair and members of each standing committee with the approval of the board, with the
667 exception of the Governance and Nominating Committee which shall be elected as
668 prescribed in Section 1D of Article X.

669

C. Members of the standing committees shall be appointed annually, with the exception of
670 the Governance and Nominating Committee which shall be appointed as prescribed in
671 Section 1D of Article X. A committee member continues to serve until a successor has
672 been appointed.

673

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

677

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

679

680 **ARTICLE XV**
681 **FEDERATION POSITIONS**
682

683 **Section 1. Procedures for Filling Positions.**

- 684 **A.** USYSA has the opportunity to elect Commissioners to the Federation’s Youth Council
685 Administrative Commission. This bylaw applies to individuals:
686 1. who are selected by USYSA to serve on the Administrative Commission for two-year
687 terms; and
688 2. serving on the Administrative Commission and are then elected by the Youth Council
689 to serve on the Federation’s Board of Directors.
- 690 **B.** Individuals to be commissioners for the positions allocated to USYSA are selected as
691 follows:
692 1. the Chair of USYSA, ex officio, with terms expiring in even-numbered years.
693 2. the Vice-Chair of USYSA, ex officio, with terms expiring in odd-numbered years.
694 3. And the remaining positions allocated to USYSA shall be elected from and by the
695 USYSA Board of Directors, except that the Independent Directors are ineligible to
696 hold these Youth Council positions.
- 697 **C.** If such an individual also holds a position on the Federation Board of Directors, that
698 individual holds the position on the Federation Board for only as long as that individual
699 holds the USYSA position.

700 **ARTICLE XVI**
701 **ELECTRONIC MEETINGS AND COMMUNICATION**
702

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

707 **Section 2. Communication.** Unless members indicate otherwise to USYSA, all communication
708 required in these bylaws, including meeting notices, may be sent electronically.
709

710 **ARTICLE XVII**
711 **GRIEVANCES, DISPUTES, AND APPEALS**
712

713 **Section 1. General Requirements.**

- 714 **A.** Each organization member shall have grievances, disputes, and appeals provisions in its
715 bylaws, rules, or other document that clearly states the procedures under which
716 adjudication of appeals and other disciplinary matters shall occur.
- 717 **B.** If an organization member does not have those procedures required by Section A of this
718 Article, the following procedures apply:
719 1. All parties are entitled to a hearing with proper notification.
720 2. Once a grievance, dispute, or appeal has been properly filed, the chair of the
721 appropriate entity of the organization member shall notify all involved parties within
722 five (5) days of receipt of the grievance, dispute, or appeal, the nature of the grievance,
723 dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal,
724 and the date, time, and place of the hearing.

- 725 3. The conduct of the hearing shall be as determined by the rules of the organization
726 member.
727 4. A record (called the official record) shall be kept of the proceedings.
728 5. A written notification of the decision shall be sent to all involved parties in a timely
729 fashion. This notice shall be sent by certified mail.
730 6. All hearings shall be scheduled to be held within 30 days.

731 **Section 2. Resolution of Disputes.**

- 732 A. A dispute between or among organization members shall be resolved by a special
733 commission of the board of directors as follows:
734 1. Any organization member involved in a dispute between or among organization
735 members shall submit a written petition to the board of directors for the resolution of
736 the dispute.
737 2. Within 30 days of receiving the petition, the Chair of USYSA, in consultation with
738 the board of directors, shall appoint a special commission composed of three (3) or
739 five (5) members.
740 3. Each special commission may prescribe appropriate procedures for resolving the
741 dispute, except that a hearing shall be conducted within 90 days of receipt of the
742 petition, and a written decision or resolution shall be issued within 120 days of receipt
743 of the petition.
744 4. The decision of the special commission is final and binding on all parties.
745 5. The USYSA Chair may require the disputing parties to participate in mediation before
746 the appointment of the special commission, in which case the deadlines provided in
747 paragraph 3 are extended by not more than 30 days.
748 B. With respect to all other disputes, USYSA:
749 1. favors the resolution of disputes through mediation whenever possible;
750 2. shall provide for the prompt resolution of disputes; and
751 3. shall prescribe policies to carry out this section.

752 **Section 3. Appeals.**

- 753 A. Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or
754 policy, appeals of USYSA matters shall be as follows:
755 1. A matter that may be appealed from a level below the national level may be
756 appealed to the appropriate body or a special committee established by the board of
757 directors as the case may be, and then to the board of directors; and
758 2. For all other matters, the matter may be appealed to the board of directors.
759 B. The board of directors shall prescribe a policy to carry out this bylaw, including the
760 amount of the appeals fee.

761 **Section 4. Exhaustion of Remedies.**

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

- 771 3. reasonable compensation for time spent by USYSA officials and employees in
772 responding to and defending against allegations in the action, including responses to
773 discovery and court appearances;
774 4. travel expenses; and
775 5. expenses for holding special National Council meetings necessitated by court action.
776

777 **ARTICLE XVIII**
778 **ADMINISTRATIVE OPERATIONS**
779

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

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

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

- 785 1. be responsible for the complete management of the operations of the organization
786 under the direction of the USYSA Chair;
787 2. be responsible for the employment of such personnel as required to carry out the
788 operations of USYSA provided that such employment falls within the constraints
789 established by the budget and personnel policies established by the USYSA Board
790 of Directors;
791 3. establish committees and committee members as needed, with consultation from the
792 USYSA Chair and approval of the board, in accordance with Article XIV, Sections
793 3 and 4;
794 4. hire regional administrative staff,
795 5. serve as an ex-officio member of all committees, except the governance and
796 nominating committee; and
797 6. perform such other duties as may be stated in these bylaws and other USYSA
798 governing documents, the policies and procedures, the personnel policies established
799 by the board of directors, and as may be directed by this board or the USYSA Chair.

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

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

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

808 **Section 5. Accounts, Books, and Records.** USYSA shall maintain adequate and correct
809 accounts, books, and records of its business and properties. All of those accounts, books, and
810 records shall be kept at the national office of USYSA. All accounts, books, and records of
811 USYSA are open for inspection by members of the board of directors and members of USYSA
812 in the manner provided for in the Tennessee Nonprofit Corporation Act. A state association is
813 entitled to examine executed, non-confidential contracts made by USYSA.
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815 **ARTICLE XIX**
816 **INDEMNIFICATION**

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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 Article. 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 Article. 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 Article 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.

**ARTICLE XX
PARLIAMENTARY AUTHORITY**

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

854 **ARTICLE XXI**
855 **AMENDMENT OF CHARTER AND BYLAWS**
856

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

860 **Section 2. Advance Notice.**

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

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

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

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

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