ARTICLE I Name

The name of this organization shall be the Iowa Soccer Association, Inc., and will be referred to as Iowa Soccer, or State Association.

ARTICLE II Purpose

The purpose for which this Corporation is formed is to further and promote the sport of soccer through organization, training, and education; to aid, administer, assist, and teach the sport of soccer for pleasure, recreational and other non-profitable purposes to and for citizens of the State of Iowa; to organize soccer teams to compete and participate in soccer; and to promote the sport of soccer through the establishment and development of soccer programs.

A. Funds: The Corporation may charge fees as set by the Board of Directors. The Corporation may also accept personal, corporate and governmental grants or gifts to secure the funds necessary to provide for programs, services and facilities in accordance with the Corporation's stated purpose.

B. Nonprofit Status: This Corporation is not organized for pecuniary profit, and it shall not have to issue certificates of stock or ownership certificates or declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation shall be held, accumulated, used and distributed exclusively for carrying out the stated purpose or purposes of the Corporation consistent with laws and regulations applicable to a tax exempt, nonprofit corporation governed by the provisions of Section 501c (3) of the Internal Revenue Code of 1954, as amended, and Chapter 504A, Iowa Code, as amended.

ARTICLE III Territory

The territory of the Iowa Soccer Association shall be the State of Iowa, and additional territories as granted by the United States Youth Soccer Association (USYSA), the United States Adult Soccer Association (USASA) and by the United States Soccer Federation (USSF).

ARTICLE IV Location

The Iowa Soccer mailing address shall be within the State of Iowa as approved by the Board of Directors.

ARTICLE V Organization

Iowa Soccer shall operate pursuant to the laws of the State of Iowa and the United States.

ARTICLE VI Affiliation

Iowa Soccer is an affiliate of and shall comply with the authority of the United States Youth Soccer Association (USYSA), the United States Adult Soccer Association (USASA) and the United States Soccer Federation (USSF) referenced as "the Federation" herewith.

ARTICLE VII Administration

The Corporation shall be governed by its Articles of Incorporation, Bylaws, and Rules and Policies except when these are superseded by those of USYSA, USASA or USSF.

A. The governing authority of this Corporation shall be vested with the Board of Directors selected through an open and democratic election process.
B. The voting members of the Board of Directors shall be composed of the elected officers and appointed members of the Corporation as provided in the Bylaws. Appointed voting members shall not exceed forty nine percent (49%) of the total voting membership. Non- voting members of the Board will be selected, as appropriate, by the Board of Directors.
C. The Board of Directors shall have the powers and authority as set forth in the bylaws, rules and policies of Iowa Soccer. They shall transact business in the name of Iowa Soccer.
D. The Board of Directors shall meet at least four (4) times annually at a time and place convenient to all members within or without the State of Iowa. Any member of Iowa Soccer may attend the Board of Directors meeting.
E. The United States Soccer Federation's articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of Iowa Soccer and its members to the extent applicable under state law, and Iowa Soccer and its members will abide by those articles, bylaws, policies, and requirements.
F. Iowa Soccer will not join any organization that has requirements that conflict with the United States Soccer Federation's articles, bylaws, policies, and requirements.
G. Iowa Soccer will (A) provide annually to the United States Soccer Federation copies of the Association's constitution, bylaws, and other governing documents, (B) submit changes to those documents to the Federation for approval not later than ninety (90) days after adoption, and (C) make copies of those documents available to its members.
H. Iowa Soccer will allow the United States Soccer Federation to review the documents and procedures of the Association, on request of the Federation, not less than once every four (4) years to determine compliance with these bylaws.

ARTICLE VIII Membership

A. The membership in the Iowa Soccer Association, Inc. (Iowa Soccer) and the members of Iowa Soccer shall be open to any soccer players, coaches, trainers, managers, and administrators, 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. Iowa Soccer 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 Iowa Soccer and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.
C. Iowa Soccer shall register with the Federation at least once each seasonal year the names and addresses of its players, coaches, trainers, managers, and administrators registered with Iowa Soccer and timely pay all dues and fees of the Federation.
D. There will be two classes of Members: Individual and Organizational.
    1. Individual

a. Players and coaches wishing to participate in US Soccer Federation-sanctioned activities, who belong to Iowa Soccer by registering with Iowa Soccer Organizational Members.
b. Teams wishing to register with Iowa Soccer and participate in US Soccer Federation-sanctioned activities but do not have the option to belong to Iowa Soccer by registering with Iowa Soccer Organizational Members.

2. Organizational
   a. Organizations that register players and coaches, and who belong to Iowa Soccer by completing an affiliation process
   b. Organizations such as YMCA's or Park and Recreation Departments that wish to register a limited number of teams to participate in US Soccer Federation-sanctioned activities. These organizations belong to Iowa Soccer by completing an affiliation process.
3. Association Rules and Policies
   a. D. 2 a. and b. of this Article are voting members and are subject to all applicable Iowa Soccer Bylaws, rules and policies.
   b. D.1 a. and D.1.b. of this Article are nonvoting members and are subject to all applicable Iowa Soccer Bylaws, rules and policies

E. There will be two classes of Associates – Individual and Organizational
   1. Individual
      a. Individuals wishing to be associated with the Iowa Soccer community and its available resources by way of providing contact information.
   2. Organizational
      a. Organizational friends of Iowa Soccer wishing to be associated with and be a part of the Iowa Soccer community through sponsorships, business arrangements, and other mutually beneficial relationships.
   3. Association Rules and Policies
      a. Individual and Organizational Associates are considered nonmembers and as such are not subject to Iowa Soccer Bylaws, rules and policies

F. Organizational Member responsibilities and voting rights
   1. Organizational Members must register all players with Iowa Soccer and/or with an affiliate of USSF
   2. Application for Organizational Membership must be made in an approved manner as determined by the CEO and published on the organization website. Th
   3. When all appropriate items are submitted, the Iowa Soccer CEOmay 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 Iowa Soccer bylaws and rules, the organization's application for membership will be reevaluated by the CEO or designee for for final approval.
   4. Only Organizational Members have voting privileges.

5. Each Organizational Member shall be apportioned votes based on the number of players each Member registers with the Association. The number of votes per Member will be based on the number of players registered during the prior seasonal year. The number of votes per Organizational Member is based on the following:

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

6. Voting shall be restricted to those Organizational Members which registered players during the current season. Each Organizational Member must be in good standing and an active, paid member of Iowa Soccer to vote on matters that come before the members.
7. The Presidents, or designees, of each Organizational Member 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 Iowa Soccer will be given one vote.
8. Voting by proxy shall be allowed. Those wishing to vote by proxy must notify Iowa Soccer of their intent to vote as such giving the name of the person holding the proxy vote(s) prior to the start of the meeting.
9. 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.
10. The Board of Directors shall annually recommend to the membership the procedures, rules and policies for Organizational Members for ratification at the Annual General Meeting.
11. The Board of Directors shall annually set the fee for Membership.

G. Players and Coaches

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

ARTICLE IX Annual General Meeting

Actions and policies adopted by the Board of Directors Executive Committee, or officers of Iowa Soccer shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of Iowa Soccer's membership, with notice and agenda of the meeting at least 15

days in advance of the meeting.

A. The Annual General Meeting of the Corporation shall be held no later than December 1 of each year at such time and place within the State of Iowa as designated by the Board of Directors. Notification to all members shall be made at least 30 days prior to the date of said Annual General Meeting.

ARTICLE X Special Meetings of the Members

Special meetings of the members may be called at any time, for any purpose or purposes, by the Board of Directors or a majority of the member organizations.

A. Written or printed notice of a special meeting of the members, stating the time, place and purpose or purposes thereof, shall be given or mailed to each member entitled to vote thereat, at least ten days before the date fixed for the meeting.
B. The business transacted at any special meeting of the members shall be limited to the purposes stated in the notice.

ARTICLE XI 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 Iowa Soccer rule, regulation, or policy, not following the Iowa Soccer Bylaws, and/or for non-payment of fees owed to Iowa Soccer or an Affiliate of Iowa Soccer, USSF, USYSA, or USASA. Members may be put into bad standing, which could include punishment up to suspension but not expulsion, by the CEO or President of the Board on a temporary status pending a vote by membership which will require a 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 XII Disputes and Grievances by or Among Members: Hearings and Appeals

A. Any complaint by Iowa Soccer 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 Iowa Soccer Hearings and Appeals Policy. Further, Iowa Soccer 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 Iowa Soccer, 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 Iowa Soccer.
C. For violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to Iowa Soccer for all expenses incurred by Iowa Soccer 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 Iowa Soccer 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 XIII Board of Directors

A. The Board of Directors of the Corporation shall be elected by the membership at its Annual General Meeting. The number of Board members shall be either seven or nine and filled to an odd number should there be a resignation.

B. The officers of the Corporation shall be annually elected by the Board of Directors. Officers shall include President, Vice President, Secretary, and Treasurer. The President may only serve in that role for five total years and not in their 9th or 12th final year as they will serve as Immediate Past President in that year.

C. Unless otherwise stated by the Board of Directors, the term of Board members shall be three years and no individual shall serve more than three consecutive three-year periods, with the exception of the Select and Recreational Club Representatives who may not serve more than one consecutive term on the board. The term of those members elected in 2022 shall be staggered as determined by Board Resolution. No Board member shall serve more than 12 total years.

D. The Board will have the following standing committees whose size and membership will be determined by Board Resolution., with the exception of the Executive Committee defined here.
   1. Executive Committee
      a. Chaired by the President
      b. Includes President, Vice President, Secretary, Treasurer, and Immediate Past President (when one is on the Board).
      c. Current Club Board Members or employees are not eligible to serve in a role that sits on the executive committee, meaning the Select Club Representative and the Recreational Club Representative cannot serve in an officer position.
   2. Governance Committee
      a. Chaired by the Vice President
   3. Finance Committee
      a. Chaired by the Treasurer
   4. Additional Committees as established by Board Resolution

E. The Governance 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 via email to the CEO or President no later than 45 days in advance of the scheduled meeting.

F. To provide balance, the Governance Committee shall comply with the following guidelines when presenting their slate of nominees: 1 geographically central, 1 geographically east, 1 geographically west, 1 select club representative, 1 recreational club representative, and up to 4 at-large nominees. Definitions of these categories will be established by Board Resolution. Additionally, the Governance committee shall consider diversity, equity, and inclusion when selecting potential board members.

G. 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. Directors may be removed by the Board of Directors for cause or without cause or may resign.

H. Each Board member must attend at least three fourths of the Board meetings in a calendar year or may be subject to removal.

I. The Board will adopt and maintain a conflict-of-interest policy.

J. All Board Members are required to complete Iowa Soccer Risk Management Protocols.

ARTICLE XIV Officers and Appointed Officials

A. President:

- 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 President
- shall be bondable and bonded

B. Vice President:

- Serve as chair of all board meetings if the President is unable to do so
- Serve as chair of the annual general meeting if the President is unable to do so
- Assume the interim President position if the President is unable to fulfill their term
- Chair the Governance Committee

C. 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

D. 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

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 Iowa Soccer
- 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 Iowa Soccer
- 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 XV 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 President of the Board of Directors**.**

ARTICLE XVI 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.

B. Notices may also be delivered electronically (email), addressed to such director or member, at his or her email address as it appears in the records of the Corporation.

C. Notices will also be posted on the Corporation's website.

ARTICLE XVII Special Programs

A. Iowa soccer 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 Iowa Soccer).

B. Iowa Soccer will maintain a Risk Management program which will include volunteer background checks.

ARTICLE XVIII 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 XIX 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 XIX 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 XXII Termination, Dissolution or Liquidation of Assets

In the event of termination, dissolution or liquidation of the assets of this Corporation, its assets shall be applied and distributed, consistent with Article 8 of the Articles of Incorporation, as follows:

A. All liabilities of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;

B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such instruments governing the establishment of such r e q u i r e m e n t s ; and

C. Any remaining assets shall be transferred or conveyed exclusively for the purposes of the Corporation or to such organization or organizations operated exclusively for recreational, charitable, educational or other non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as it may be amended, in such manner as the Board of Directors shall determine.

ARTICLE XXIII Amendments

A. Any proposed amendment to these Bylaws may be made by a Member, the Board of Directors or a member of the Board of Directors

B. Advanced Notice: 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. Each proposed amendment 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: Any amendment to these Bylaws requires a two-thirds vote of the membership in attendance at the Annual General Meeting.

D. Priority. In the event of a conflict between the Bylaws of Iowa Soccer 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 will take precedence.

E. Effective Date: Unless otherwise provided, any amendment to these Bylaws is effective on that January 1 that occurs immediately after the amendment is adopted.

Revised November 2002
Revised January 2006
Revised February 2007
Revised November 2011
Revised November 2013
Revised November 2015
Revised August 2022