

Georgia State Soccer Association Bylaws

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ARTICLE I - NAME

The name of this Association shall be Georgia State Soccer Association Inc. (GSSA).

ARTICLE II - OBJECT

- 2.1. To coordinate the development of activities relating to the sport of soccer within the State of Georgia in a fair, effective and cost efficient manner.
- 2.2. To promote the sport of soccer at all levels within the State of Georgia, to resolve questions and controversies not addressed under the rules, regulations and bylaw of the relevant affiliated associations, and to exercise the authority and interest of the United States Soccer Federation therein.
- 2.3. To educate the general public concerning all aspects of the sport of soccer and to foster statewide, national and international amateur competition of said sport.
- 2.4. To solicit, receive and maintain a fund of real or personal property, or both, and, subject to restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principle thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organization that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future law of the United States governing of the internal revenue service (IRS), and
- 2.5. In general, to transact or carry on any other business in connection and consistent with the foregoing.

ARTICLE III - GENERAL

This Association shall be a member of US Youth Soccer Association, US Adult Soccer Association and the United States Soccer Federation (USSF). To the extent permissible under all applicable Georgia laws or statutes, US Adult Soccer Association, US Youth Soccer Association, and USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of GSSA. GSSA will not join any organization that has requirements that conflict with USSF or its articles, bylaws, policies, and requirements.

ARTICLE IV - DEFINITIONS

- 4.1 “Affiliate” Any organization affiliated with GSSA, which has an identifiable membership of players, on whose behalf the organization conducts or engages in soccer activities in a manner consistent with the provisions of Article 2 (above). An Affiliate shall be further defined as the club, league, or association that serves as the basic administrative unit of GSSA. Each Affiliate must register all players and other persons participating in that Affiliate’s soccer activities with GSSA.
- 4.2 “Associate Member” Any organization or group representing an interest in soccer who wishes to become a member of Georgia Soccer. Associate Members will be “Non-Voting members” but with all other meeting privileges at General Meetings.
- 4.3 “Association” means the Georgia State Soccer Association.
- 4.4 “Authorized votes” Total of eligible votes in attendance at membership meetings
- 4.5 “Board” means the Board of Directors of officers and directors of GSSA.
- 4.6 “Adult Council - Adult” An assembly of Adult Affiliate Representatives
- 4.7 “Youth Council – Youth” An assembly of Youth Affiliate Representatives
- 4.8 “Coaches Organization” a group of coaches organized for the purpose of affiliation with GSSA. . Each Organization is required to have a minimum of ten (10) individual members and no more than one organization within a playing affiliate.
- 4.9 Director – A voting member of the Board of Directors who is not an officer
- 4.10 “Eligible Votes” Total number of votes of those members in good standing
- 4.11 “Non-Voting Member” – a member of a committee, the board of directors, or other position within the association who serves without a vote
- 4.12 “Federation” means the United States Soccer Federation, Inc, (USSF).
- 4.13 “FIFA” means the federation International de football Association of which the Federation is the national association member for the United States.
- 4.14 “Fiscal Year” The 12 month accounting period beginning July 1 and ending June 30 or as determined by the GSSA Board of Directors.
- 4.15 “GSSA Membership” A member is an individual, league organization that has applied for and/or been approved for affiliated membership with Georgia State Soccer Association. Membership in GSSA through each defined Affiliate is open to all players, coaches, trainers, managers, administrators, officials, referees and honorary members.
- 4.16 “Hall of Fame Member” is a person who is recognized either for “Outstanding Achievement” or “Lifetime Achievement.” Membership shall be approved by a majority of the GSSA Board of Directors.

- 4.17 “Life Member” Is a person that has been awarded the status of Life Membership based on the criteria of having held an office in the Georgia State Soccer Association or this Corporation for at least five years. They shall not be required to pay dues.
- 4.18 “Player” - a person who is duly registered and actively playing in an Adult or Youth Affiliate during the current seasonal year.
- 4.19 “Adult Player” any player duly registered with an Adult Affiliate during the current seasonal year.
- 4.20 “Athlete Player - Director” The Athlete Player is a elected member of the Board of Directors. The person must be at least 18 years old and currently registered and playing with an Affiliate.
- 4.21 “Youth Player” A youth member as defined by US Youth Soccer and registered with GSSA.
- 4.22 “Officer” Duly elected members of the Board of Directors who shall serve as the officers of the corporation and as governed by applicable law.
- 4.23 “Quorum” A quorum is the minimum number of members who must be present at a meeting for business to be validly transacted.
- 4.24 “Referee Organization” a group of referees organized for the purpose of affiliation with GSSA. Each Organization is required to have a minimum of ten (10) individual members and no more than one organization within a playing affiliate.
- 4.25 “Seasonal Year” The seasonal year shall consist of the 12 months as defined by USSF.
- 4.26 “Secretary” The GSSA Executive Director shall serve as Secretary of GSSA and keep meeting minutes and records of all business related activities. The Executive Director will be a non-voting member of the Board of Directors.
- 4.27 “Senior Vice President” means the Vice President that has held a position on the board the longest
- 4.28 “Team” shall be deemed to be a recognized entity sponsored by any GSSA Affiliate and organized for the purpose of playing the sport of soccer.
- 4.29 “USASA” means the United States Adult Soccer Association.
- 4.30 “US Youth Soccer” means the United States Youth Soccer Association.
- 4.31 “USSF” or “US Soccer” means the United States Soccer Federation.
- 4.32 Power Soccer “aka” Powerchair Football
- 4.33 FIPFA stands for Federation of International Powerchair Football Association, the World governing body of Power Soccer.
- 4.34 “USPSA” means U.S. Power Soccer Association, the governing body of Power Soccer in the United States, and voting members of USSF.

ARTICLE V - MEMBERS

- 5.1 Classes of Membership
- 5.1.1 Voting Members
- 5.1.2 Non-Voting Members

5.2 Voting Members

5.2.1 Shall include Affiliates made up of Youth Council Members, Adult Council Members, Life Members and all members of the Board of Directors.

5.3 Non-Voting Members

5.3.1 Shall include Hall of Fame Members, Associate Members, and all others that advance a particular aspect of soccer who seek membership without voting rights, and others that may be designated by the Board of Directors.

5.4 Terms of Membership

5.4.1 Qualification and Eligibility

5.4.1.1 Each annual application for GSSA membership shall be on a form as approved by the Board of Directors. The fees due shall accompany each application for the current period. Any application received that is incomplete or lacks the required supporting documentation shall be returned to applicant.

5.4.1.2 Application shall be filed with Secretary of the Association.

5.4.1.3 Applications for "Associate" membership shall be acted upon according to the established policies and procedures of the Board of Directors.

5.4.1.4 Applications for new "Affiliate" membership shall be presented to the membership at the next General Membership meeting. New memberships must be approved by the membership by a majority of authorized votes.

5.4.2 Fees / Dues

5.4.2.1 All fees assessed shall be determined by the Board of Directors and shall be approved by the membership. All dues and fees shall be as listed in the standing rules.

5.4.2.2 All required fees are due as per GSSA policies.

5.4.2.3 All current fee schedules shall be available at the offices of the Georgia State Soccer Association.

5.5 Resignation

5.5.1 Any Affiliate desiring to resign from the Association shall submit its resignation in writing to the Executive Director, who shall present it to the Board of Directors for action. No Affiliate's resignation shall be accepted until all obligations to GSSA are met.

ARTICLE VI – OFFICERS and DIRECTORS

6.1 Officers. The officers of the association shall be a President, a Vice President- Adult, a Vice President-Youth, a Treasurer, and a Secretary. The vice president who has held a position on the board the longest shall be referred to as the Senior Vice President and assume the duties of the President in the President's absence. The remaining vice president shall be referred to as the Junior Vice President and assume the duties of the President in the absence of the President and the Senior Vice President. The Executive Director shall serve as Secretary.

6.2 Directors. The directors of the association shall be a Director of Adult Competition, a Director of Youth Recreation, a Director of Youth Select, a Director-Player Athlete, a Director At-Large, and four Independent Directors.

6.3 Duties of Officers

6.3.1 President

6.3.1.1 The President is the Chairman of the Board and is Chief Executive Officer of the Corporation and shall do the following:

6.3.1.2 Preside at all meetings of the Board of Directors and the general membership

6.3.1.3 Oversee and direct all activities of GSSA

6.3.1.4 Sign contracts as approved by the Board of Directors

6.3.1.5 Cast a deciding vote or vote by secret ballot.

6.3.1.6 Represent the Association in all matters that requires state representation

6.3.1.7 Submit an annual report at the Annual General Meeting

6.3.1.8 Appoint committees and positions (unless otherwise stated) with approval by a majority vote of the Board of Directors

6.3.2 Vice President-Adult

6.3.2.1 The Vice President-Adult shall be responsible for the following:

6.3.2.2 Promoting the interest of adult soccer within the Association

6.3.2.3 Serve as the Adult Council Chairperson

6.3.2.4 Serve as an advisor on all adult related Committees

6.3.2.5 Represent Association at USASA meetings and events and at the USSF AGM

6.3.2.6 Recommend or appoint committee chairs that oversee adult activities

6.3.2.7 Act as coordinator in the assignment and conduct of adult activities and programs

6.3.2.8 Coordinate the management and release of adult players with the State Registrar

6.3.2.9 Administering the suspension or curtailment of membership within the Adult Council

6.3.2.10 Assist in the organization and appoint the State Scout of the Adult Elite Player Program

6.3.2.11 Assist in the organization of any state adult tournament and competitions

6.3.2.12 Submission of an annual report to the Association at the Annual General Meeting.

6.3.3 Vice President-Youth

6.3.3.1 The Vice President-Youth shall be responsible for the following:

6.3.3.2 Promoting the interest of youth soccer within the Association

6.3.3.3 Serve as the Youth Council Chairperson

6.3.3.4 Serve as an advisor on all youth related committees

6.3.3.5 Representation at US Youth Soccer Regional and National meetings/events and at the USSF AGM.

- 6.3.3.6 Recommend or appoint committee chairs that oversee youth activities
- 6.3.3.7 Act as coordinator in the assignment and conduct of youth activities and programs
- 6.3.3.8 Coordinate the management and release of youth players with the State Registrar
- 6.3.3.9 Administering the suspension or curtailment of membership within the Youth Council
- 6.3.3.10 Assist in the organization of all state run youth tournaments
- 6.3.3.11 Submission of an annual report to the Association at the Annual General Meeting.

6.3.4 Treasurer

- 6.3.4.1 The Treasurer shall be responsible for the following:
- 6.3.4.2 Directing the keeping of full and accurate accounts of receipt and disbursements of the Association in accordance with the established financial policies
- 6.3.4.3 Act as Chairman of the Finance Committee
- 6.3.4.4 Prepare and submit an annual budget for approval by the voting membership at the SAGM.
- 6.3.4.5 Ensure that an independent annual audit is performed and a formal report be submitted to the membership at the AGM.
- 6.3.4.6 Submit a statement of financial condition at all Board of Director meetings
- 6.3.4.7 Report value of all Association-owned inventories
- 6.3.4.8 The preparation and submission of any and all paperwork required to meet all federal, state and local laws and regulations, including those related to GSSA's Articles of Incorporation and Tax Exempt Status.

6.3.5 Secretary

- 6.3.5.1 The Executive Director shall serve as the Secretary and as a non-voting member of the Board of Directors and shall be responsible for the following:
- 6.3.5.2 Shall compile and keep minutes of all board and Association meetings.
- 6.3.5.3 Receive all annual Affiliate applications for GSSA membership
- 6.3.5.4 Notify the membership (30) thirty days prior to an AGM and SAGM and provide copies of all proposed changes to GSSA rules, regulations, policies, and bylaws
- 6.3.5.5 Provide written notice of a called meeting of the Association to all Affiliates at least (30) thirty days in advance of the meeting date, and the purpose of the meeting shall be stated in the call.

6.4 Duties of Directors

6.4.1 Director of Adult Competition

6.4.1.1 The Director of Adult Competition shall do the following:

6.4.1.2 Promote the interests of adult soccer within the Association

6.4.1.3 Assist in the assignment and conduct of all adult activities

6.4.1.4 Assist in the organization of all adult competitions

6.4.1.5 Act as Commissioner for the adult National Cup competition.

6.4.2 Director of Youth Recreation

6.4.2.1 The Director of Youth Recreation shall do the following:

6.4.2.2 Promote the interest of youth recreational soccer within the Association

6.4.2.3 Act as coordinator in the assignment and conduct of youth recreation activities

6.4.2.4 Chair the Youth Recreation Committee

6.4.2.5 Coordinate the management of youth recreational players with the State Registrar

6.4.2.6 Assist in the organization of youth recreational competition and tournaments.

6.4.3 Director of Youth Select

6.4.3.1 The Director of Youth Select shall do the following:

6.4.3.2 Promote the interests of youth select soccer within the Association

6.4.3.3 Act as coordinator in the assignment and conduct of activities of youth select play

6.4.3.4 Chair the Youth Select Committee

6.4.3.5 Coordinate the management and release of players with the Vice President-Youth and State Registrar

6.4.3.6 Assist in the organization of youth select competition and tournaments.

6.4.4 Director-Playing Athlete

6.4.4.1 The Director-Playing Athlete shall do the following:

6.4.4.2 Promote the interests of all athletes currently playing soccer within the Association

6.4.4.3 All other duties as assigned by the Board of Directors.

6.4.5 Director-At Large Representative

6.4.5.1 The Director-At Large Representative shall do the following:

6.4.5.2 Promote the interests of all soccer within the Association

6.4.5.3 All other duties as assigned by the Board of Directors.

6.4.6 Independent Directors

6.4.6.1 Independent Directors shall do the following:

6.4.6.2 Promote the interests of all soccer within the Association

6.4.6.3 All other duties as assigned by the Board of Directors.

6.4.6.4 Independent Director Position description:

The Independent Director will be filled by someone not actively or currently involved or associated with our affiliated programs, a soccer organization, or a soccer facility. The governing body should seek out people to serve as Independent Directors who can bring professional expertise in marketing, human resources, legal, medical, IT or accounting in order to provide the Georgia Soccer Board with professional input on critical issues. The list of nominees shall be vetted by the board of directors so that any potential candidate meets these requirements.

6.5 Nominations

The Nominating Committee shall nominate at least one candidate for each office to be filled at the Annual General Meeting. The Nominating Committee shall submit its list of candidates to the Secretary at least forty (40) days prior to the Annual General Meeting. No person's name may be placed on the ballot unless he or she has consented to be a candidate.

6.6 Ballot Election, Terms of Office

6.6.1 The officers and directors shall be elected by ballot (paper or electronic), and a majority vote shall constitute election to office. Election may be by voice vote if there is only one nominee for an office. Officers and directors shall be elected at the Annual General Meeting for terms of two years each with the exception of the Director-Player Athlete, who shall be elected annually. Terms of office shall begin at the next meeting of the Board of Directors following the Annual General Meeting at which officers and directors are elected.

6.6.2 Elections shall be by designated GSSA groups as follows:

<u>Position</u>	<u>Elected in</u>	<u>Elected by</u>
President	Odd-numbered years	General membership
Treasurer	Even-numbered years	General membership
Vice President-Adult	Even-numbered years	Adult affiliates
Vice President-Youth	Odd-numbered years	Youth affiliates
Director of Adult Competition	Odd-numbered years	Adult affiliates
Director of Youth Recreation	Odd-numbered years	Youth affiliates
Director of Youth Select	Even-numbered years	Youth affiliates
Director At-Large	Even-numbered years	General membership
Director-Player Athlete	Annual	Adult affiliates
Independent Directors-2	Odd-numbered years	General membership
Independent Directors-2	Even-numbered years	General membership

6.6.3 No elected officer or director shall serve simultaneously in more than one elected position or shall be a paid employee of GSSA except as otherwise noted herein.

6.6.4 An officer or director may not be elected to the same office for more than two full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term may be elected for a maximum of two additional terms. After a break in service of at least four (4) years, a member may seek election in an office he/she has previously held.

6.6.5 The duties and powers of elected officers and directors shall cease at the end of the Annual General Meeting of the last year of their last term or upon their resignation or removal from office.

6.6.6 The duties and powers of appointed positions shall cease after they have made their annual reports to the Annual General Meeting.

6.7 Removal from Office

6.7.1 Members of the Board may be removed from office for failure to perform assigned duties.

6.7.2 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

6.7.3 A two-thirds vote of the Board of Directors shall be required to remove an elected member from the position.

ARTICLE VII - BOARD OF DIRECTORS

7.1 Composition

7.1.1 The Board of Directors shall comprise fourteen (14) voting members: the President, Vice President-Adult, Vice President-Youth, Treasurer, nine (9) Directors elected at the Annual General Meeting, and the Chair of the State Referee Committee.

7.1.2 The Board of Directors will appoint the Chair of the State Referee Committee to the Board of Directors and the position will serve as a voting member.

7.1.3 The Board of Directors will appoint the position of Secretary that will be served by the Executive Director and the position will serve as a non-voting member.

7.1.4 The Board of Directors may appoint additional members to the Board of Directors who shall be non-voting members.

7.2 Powers

The sole authority of this Corporation, except that which is herein otherwise delegated, shall be vested in a Board of Directors.

7.2.1 This Board shall have full authority to act for the Corporation in all matters of administration, and shall make a report to the membership at the Annual and Semi-Annual meetings of whatever business has been conducted by the Board of Directors.

7.2.2 This Board shall have power to incur pecuniary liabilities on behalf of the Corporation.

7.2.3 The Board of Directors will be responsible for enacting, reviewing and publishing policies to enable the Association to attain its stated goals. However, the Board of Directors shall not enact or publish policies that are in conflict with or change any published rules that have been previously enacted by vote of the youth and/or adult councils.

7.2.4 The Board of Directors will select and employ an Executive Director to administer the affairs and administrative functions of the Association. The Board of Directors will set the salary and establish the duties. The Executive Director will be directly responsible to the Board of Directors through a designee of the Board of Directors.

7.2.5 The Executive Director shall select and employ all necessary employees to administer the affairs of the Association's business, with at least one of the employees a Director of Coaching, with approval of the Board of Directors. The Board of Directors shall approve the budget from which the Executive Director will include all salaries and benefits for the coming year. Employees will be responsible to the Board of Directors through the Executive Director.

7.2.6 The Board of Directors shall set all salaries, compensations and benefits as provided in the GSSA Financial Policies Manual.

7.2.7 The Board of Directors shall appoint Committee and Sub-Committee Chairs as defined in Article X: Committees. The Board of Directors may dissolve any nonfunctioning committee as defined in Article 10: Committees.

7.3 Meetings

The Board shall meet monthly on the fourth Monday of each month, unless the Board of Directors directs otherwise, and at other times at the call of the President or a majority of the Board of Directors. The order of business and agenda shall be as determined by the President in consultation with the Secretary.

7.4 Electronic Meetings

The Board of Directors may act on any matter with the written consent of all Directors. The Board of Directors may conduct business via electronic meeting in accordance with the policies established by the Association.

7.5 Quorum

A majority of the voting members of the Board shall constitute a quorum to conduct business. Each member of the Board of Directors, excepting the Secretary, shall be entitled to cast one (1) vote on any matter of business before the Board of Directors. Voting by proxy shall not be allowed.

7.6 Restrictions

7.6.1 No Board members shall serve simultaneously in more than one elected position.

7.6.2 No Board Member, appointed official or committee member shall be a paid employee of GSSA except as noted otherwise herein.

7.6.3 Members of the Board may be removed from office for failure to perform assigned duties.

7.6.4 Any officer absent for two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

7.7 Voting

A majority vote of the members of the Board of Directors shall approve actions. A two-thirds vote of the members of the Board of Directors shall be required to remove an elected member from their position.

7.8 Vacancies

The President shall nominate replacements to fill vacancies on the Board arising from removal, resignation or departure of the incumbent for any other reason. Upon approval by the Board of Directors, the nominee shall fill the remainder of the term with full voting rights until the next general membership meeting, when the position shall be filled by a vote of the appropriate membership group. Any such vacancies that arise during a general membership meeting shall be filled by election during that same meeting, provided the appropriate council session has not already adjourned.

7.9 Budget

The annual budget shall be determined by the Board of Directors and shall be approved by the general membership.

7.10 Reporting

The actions of the Board of Directors shall be presented to the membership at any general meeting.

ARTICLE VIII - MEETINGS

8.1 General Membership Meetings

8.1.1 There may be a semi-annual meeting of the GSSA membership.

8.1.2 The winter meeting of the Association shall be designated the Annual General Meeting (AGM).

8.1.3 The AGM shall be held during the first quarter of each year as designated by the Board of Directors at their October meeting.

8.1.4 The summer meeting of the Association shall be designated the Semi Annual General Meeting (SAGM).

8.1.5 The SAGM shall be held in June, July or August as designated by the Board of Directors at their April meeting.

8.1.6 It shall be the responsibility of each Affiliate to have in attendance at GSSA AGM, GSSA SAGM, and the Adult and Youth Council meetings, a minimum of one member to represent each of its Affiliate's interests. Affiliate representation is mandatory at all meetings.

8.2 Special Meetings

8.2.1 Special meetings of the Association shall be called by the President with the approval of the Board of Directors.

8.2.2 The President, at the request of a minimum of thirty three (33) percent of the eligible votes of Affiliates shall call a special meeting. The meeting must be called within 14 days and be held within 60 days.

8.2.3 The Secretary shall provide written notice of a called meeting of the Association to all Affiliates at least 30) thirty days in advance of the meeting date and the purpose of the meeting shall be stated in the call.

8.3 Quorum

8.3.1 The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership.

8.4 Call for the Meeting

8.4.1 The Secretary shall notify the affiliated membership 30 days prior to an AGM and SAGM and shall provide copies of all proposed changes to GSSA rules, regulations, policies, and bylaws.

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the "Eligible Votes." The total votes present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows

Youth Council: 50%

Adult Council: 50%

Life Members: 1 vote for each member present

Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein each Council's eligible votes will total 50% of the total votes. The highest number shall be divided by each of the individual Council's total votes to determine a Council Multiplier. Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.

8.5.4 Prior to the start of the GSSA membership meeting, credentials will be established to determine the Authorized votes. For any issue before the GSSA membership to be determined by vote, the Authorized votes will be used.

8.5.5 GSSA membership voting will be done by four (4) groups of membership including “Youth Council”, “Adult Council”, “Life Members” and members of the Board of Directors. An individual may only vote representing one group.

8.5.6 The determination of the Eligible votes will be established 14 days prior to the GSSA Council meetings and will use the following criteria:

Affiliate Type	Votes
Youth Affiliate with 50-499 players	1
Youth Affiliate with 500 to 999 players	2
Youth Affiliate with 1,000 to 1,499 players	3
Youth Affiliate with 1,500 or more players	4
Adult Affiliate with 25-99 players	1
Adult Affiliate with 100 to 250 players	2
Adult Affiliate with 251 to 400 players	3
Adult Affiliate with 401 or more players	4
Life Members (each)	1
Board of Directors (each)	1

8.5.7 Seven (7) days prior to each Annual General Meeting and Semi Annual General Meeting, the Secretary will inform the Affiliates of the number of votes each will be entitled to at the AGM or SAGM.

8.6 Credentials

8.6.1 The State Registrar shall determine the number of players that an Affiliate has properly registered and for which it has submitted the appropriate payment. One or more representatives designated in writing by the Governing Authority of the Affiliate may cast votes for an Affiliate. These written credentials shall be presented to the Association’s Board of Directors at the AGM and the SAGM. A majority of the Board of Directors shall resolve any conflicts over credentials prior to conducting any other business.

8.6.2 Voting for Adult Council positions shall be determined by ballots designated specific to the Adult Council members.

8.6.3 Voting for Youth Council positions shall be determined by ballots designated specific to the Youth Council members.

ARTICLE IX - COMMITTEES

9.1 Committees

9.1.1 All committee appointments shall be annual appointments made by the appropriate officer as noted and approved by the Board of Directors, unless otherwise stated.

9.1.2 All committee appointments of individual Chairpersons shall not extend past a five (5) year period of appointment per committee.

9.1.3 All committee appointments shall take place at the first Board of Directors meeting following the Annual General Meeting. Any appointment for an empty committee position, regardless of the reason, may take place at the next appropriate board meeting. Any appointment made following the first meeting of the BOD following the AGM, will run for that portion of the year that remains on the committee term unless otherwise stated.

9.1.4 The President may dissolve any nonfunctioning committee with the approval of the Board of Directors.

9.2 Standing Committees

9.2.1 Bylaws and Policy Committee

9.2.1.1 The Committee shall be composed of four (4) Adult members appointed by the Vice President-Adult, four (4) Youth members appointed by the Vice President-Youth, and a Chair appointed by the President. This committee shall be responsible for reviewing the Bylaws and Policies and Procedures of GSSA. Proposed changes shall be presented in accordance with Article 9 of the GSSA Bylaws. This committee shall review all proposed changes properly submitted in accordance with Article 9 of the GSSA Bylaws prior to their distribution to the Affiliated Members, standing Committee Chairs and the GSSA Board of Directors. This committee shall be prepared to discuss all proposed changes at the Annual General Meeting (AGM) or at the Semi Annual General Meeting (SAGM), This committee shall also be responsible for ensuring that Bylaws add Policies and Procedures are all consistent with and in compliance with the same of US Youth Soccer, US Adult Soccer and USSF.

9.2.2 Rules Committee

9.2.2.1 Adult Rules Sub-Committee

The four (4) Adult members shall be the Adult Rules Sub-Committee of the Bylaws and Policy Committee and shall be responsible for reviewing the Adult procedures and rules. The Vice President-Adult shall designate one member as the Subcommittee Chair. Proposed rules shall be presented in accordance with Article 10 of the GSSA Bylaws. This Committee shall review all proposed changes properly submitted in accordance with Article 10 of the GSSA Bylaws prior to their distribution to the Affiliates, standing Committee Chairs and the GSSA Board of Directors. This committee shall be responsible for ensuring that the Adult procedures and specific rules are all consistent with and in compliance with the same of GSSA, US Adult Soccer Association and USSF.

9.2.2.2 Youth Rules Sub-Committee

The four (4) Youth members shall be the Youth Rules Sub-committee of the Bylaws and Policy committee and shall be responsible for reviewing the Youth procedures and rules. The Vice President-Youth shall designate one member as the Subcommittee Chair. Proposed rules shall be presented in accordance with Article 10 of the GSSA Bylaws. This Committee shall review all proposed changes properly submitted in accordance with Article 10 of the GSSA Bylaws prior to their distribution to the Affiliated Members, standing Committee Chairs and the GSSA Board of Directors. This committee shall be responsible for ensuring that the Youth procedures and specific rules are all consistent with and in compliance with the same of GSSA, US Youth Soccer Association and USSF.

9.2.3 Appeals Committee

9.2.3.1 This committee shall hear appeals of the rulings of the Discipline and Protest Committees and Ethics and Grievance Committees in matters pertaining to the Association and rule on such appeals in accordance with GSSA By-laws, US Youth Soccer, USASA and USSF. The Chair of this committee shall be responsible for notifying, in writing, the Board of Directors of any committee rulings. This committee's ruling may be appealed. The Appeals Committee shall be composed of the Chair and a minimum of three (3) other members, not to exceed five (5) members, appointed by the Chair for each hearing, of whom, no more than one member can be from the same Affiliate and who shall be selected from a pool of prospective volunteers maintained by GSSA. Any member of the Appeals Committee who was involved at a lower level of the current matter being appealed must recuse themselves from consideration of the current matter.

9.2.4 Discipline & Protest Committees – Adult & Youth

9.2.4.1 These committees or any constituent sub-committee(s) or designee(s) of the Chair(s) of these committees shall hear appeals and protests that are directly related to game incidents and rule on such matters in accordance with the By-laws, general procedures of GSSA, US Youth Soccer, US Adult Soccer and USSF. They shall meet as necessary to address allegations of misconduct and the protest of games within their appropriate jurisdiction. The Chair of these committees must provide, in writing, the rulings of the committee to the Executive Director for appropriate record keeping. The hearings conducted by these committees shall be composed of a Chair and at least three (3) other members, not to exceed five (5) members, appointed by the Chair for each hearing, of whom not more than one can be from the same Affiliate, and who shall be selected from a pool of prospective volunteers maintained by GSSA. This committee shall adhere to and comply with all the requirements of, as appropriate, GSSA, US Youth Soccer, US Adult Soccer and USSF. The Chair of the committee will be appointed by the President from nominees provided by the appropriate Vice President and as approved by the Board of Directors.

9.2.5 Ethics and Grievance Committees – Adult and Youth

9.2.5.1 These committees shall hear all grievances and questions of an ethical nature. These committees will meet upon a grievance being submitted if such grievance meets the definition required as outlined, respectively, in the Youth and Adult Council Policies and/or Rules and Regulations. The Chair of these committees must provide, in writing, the rulings of the committee to the Executive Director for appropriate record keeping. This committee shall adhere to and comply with all the requirements, as appropriate, of GSSA, US Youth Soccer, US Adult Soccer and USSF. Each Ethics and Grievance Committee shall be composed of a Chair and a minimum of two (2) other members not to exceed five (5) members for each hearing, of whom no more than one member can be from the same affiliate, and who shall be selected from a pool of prospective volunteers maintained by GSSA. The Chair and members of the committee will be appointed by the President from nominees provided by the appropriate Vice President and as approved by the Board of Directors.

9.2.6 Finance Committee

9.2.6.1 The Finance Committee shall be chaired by the Treasurer and shall be composed of the Treasurer, an appointment by the Vice President-Youth and an appointment by the Vice President-Adult. This committee will meet at least thirty (30) days prior the AGM and SAGM and as needed to review and recommend the budget for approval. The Committee shall review and make recommendations regarding the financial policies and procedures of the Association to the Board of Directors.

9.2.7 Nominating Committee

9.2.7.1 No later than November 15th, the President shall appoint a Nominating Committee consisting of five (5) members. Two (2) of the five shall be recommended by the Vice President-Adult, two (2) of the five shall be recommended by the Vice President-Youth, and one (1) shall be appointed as chair by the President and approved by the Board of Directors.

9.2.8 State Referee Committee

9.2.8.1 The State Referee Committee shall oversee the administration of the Federation Referee Program within its respective State Association including the training, development, instruction, assignment, and assessment of referees for all forms of competition overseen by the Federation. The State Referee Committee shall develop the appropriate procedures and policies for oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the State Associations. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.

9.2.8.2 The President, based on a recommendation of the State Referee Committee (SRC), shall appoint the chair of the committee with the approval of the Board of Directors. The SRC Chairperson shall be appointed for a specified two (2) year term and may be reappointed. A specific SRC Chairperson may serve as a member of the Board of Directors for only four (4) consecutive years

9.2.8.3 The Vice President-Adult and the Vice President-Youth, based on a recommendation of the SRC, will jointly appoint, with the approval of the Board of Directors, the State Referee Administrator (SRA) to the Committee. The SRA shall be appointed for a specified two (2) year term and may be reappointed. The SRA may be a member of the State Board, but shall not be the President or Executive Director of the State Association. A specific SRA may serve as a member of the Board of Directors for only four (4) consecutive years.

9.2.8.4 The Vice President-Youth, based on a recommendation of the SRC, will appoint, with the approval of the Board of Directors, the State Youth Referee Administrator (SYRA) to the Committee. The SYRA shall be appointed for a specified two (2) year term and may be reappointed. The SYRA may be a member of the State Board, but shall not be the President or Executive Director of the State Association. A specific SYRA may serve as a member of the Board of Directors for only four (4) years.

9.2.8.5 The State Referee Administrator and State Youth Referee Administrator shall be members of this committee and with the State Referee Committee Chairperson shall nominate candidates for the State Director of Assessment, State Director of Instruction and State Director of Assignment, all of whom shall become members of this committee after approval by the Board of Directors. They shall be appointed for a specified two (2) year term and may be reappointed.

9.2.8.6 The Vice President-Adult shall be a Committee member or he can appoint someone with approval by the Board of Directors.

9.2.8.7 The State Vice President-Youth shall be a Committee member or he can appoint someone with approval by the Board of Directors.

9.2.8.8 The SRC will meet quarterly or as needed.

9.2.8.9 All SRC appointments shall take place at the first Board of Directors meeting following the Annual General Meeting. The SRA is appointed in odd years while the SYRA is appointed in even years. All other members are appointed annually.

9.2.9 Youth Recreation Committee

9.2.9.1 The Director of Youth Recreation will serve as Chair of this Committee.

9.2.9.2 The Chair of the Committee will appoint committee members with the approval of the Vice President-Youth.

9.2.9.3 A Sub-Committee for Special Programs designed for disadvantaged and disabled players will exist within this Committee.

9.2.9.4 The Committee will oversee all youth recreation activities and make recommendations on policies and rules to the Vice President-Youth.

9.2.10 Youth Select Committee

9.2.10.1 The Director of Youth Select will serve as Chair of this Committee.

9.2.10.2 The Chair of the Committee will appoint members with the approval of the Vice President-Youth.

9.2.10.3 The Committee will oversee that Youth Select program activities and make recommendations to the Vice President-Youth and the Youth Council on policies and rules and regulations.

9.2.10.4 The Youth Select Committee will meet at least two (2) times per year.

9.3 Special Committees

9.3.1 The President may establish special committees with the approval of the Board of Directors to accomplish a special purpose. The membership and structure of these committees will be determined at the time they are formed.

9.4 Ex-Officio Members

9.4.1 The President shall be an ex-officio member of all committees except the Nominating Committee.

9.5 Non-Voting Members

9.5.1 The Vice President-Adult shall be a non-voting member of all Adult/Adult member specific committees.

9.5.2 The Vice President-Youth shall be a non-voting member of all Youth member specific committees.

ARTICLE X - DISCIPLINE

10.1 Suspension of Membership

10.1.1 Any Affiliate may be determined to be in bad standing for cause and placed in suspension. Cause shall be defined by but not limited to the following:

10.1.1.1 Failure to pay registration fees

10.1.1.2 Failure to pay fees or fines assessed against the Affiliate

10.1.1.3 Violations of Bylaws or Policies.

10.1.2 An Affiliate in bad standing shall not receive any privileges and/or benefits of membership.

10.1.3 The Vice President-Adult shall be responsible for administering the suspension or curtailment of membership within the Adult Council.

10.1.4 The Vice President-Youth shall be responsible for administering the suspension or curtailment of membership within the Youth Council.

10.1.5 Any suspension or expulsion shall be subject to appeal to the appropriate appellate authority

ARTICLE XI - LITIGATION

11.1 Litigation

No GSSA Affiliate, or member, official, league, club, team, player, coach, administrator or referee of a GSSA Affiliate may invoke the aid of the courts in the United States or of any State if any potential remedy is or was available through any hearing, appeal, or grievances process of any US Soccer Federation member or the Federation. This Article does not apply to the commencement of an arbitration proceeding under these Bylaws, The Federation Bylaws, the USOC bylaws or court action taken to enforce a decision of the Federation, USOC, CAS, or FIFA.

- 11.2. For a violation of this Article, the offending party shall be subject to suspension and fines, and shall be liable to GSSA or the responding party for all expenses incurred by GSSA or the responding party and their officers in defending each court action, including but not limited to the following:
- (1) court costs
 - (2) attorneys' fees
 - (3) reasonable compensation for time spent by officials and employees in defending the action, including the preparation of responses to discovery and court appearances
 - (4) travel expenses, and
 - (5) expenses for holding special meetings necessitated by the court action.

ARTICLE XII - PARLIAMENTARY AUTHORITY

12.1 Parliamentary Authority

11.1.1 All meetings of this Association shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, except as otherwise provided in these Bylaws, any adopted special rules of order, standing rules and the Policies and Procedures of this Association.

ARTICLE XIII - AMENDMENT OF BYLAWS

13.1 Bylaw Amendments

12.1.1 The Bylaws may be amended by a two-thirds vote of the affiliated members in good standing at any duly authorized meeting of the Association. Proposals for amendment of the Bylaws must be made in writing and submitted to the GSSA Secretary so as to allow thirty (30) days notice to all Affiliates prior to consideration of such proposals at any meeting. Affiliates, Board Members and Life Members may propose Bylaw changes.

12.1.2 The Board of Directors may, by a two-thirds vote, renumber existing articles or sections of these bylaws and correct typographical errors.

13.2 Association Responsibilities:

12.2.1 Provide annually to the Federation copies of its Bylaws and other governing documents

12.2.2 Submit changes to those documents to the USSF, United States Adult Soccer Association and U S Youth Soccer Association for approval no later than ninety (90) days after adoption.

12.2.3 Upon reasonable request make copies of those documents available to Affiliates.

13.3 Rules and Special Regulation Changes

12.3.1 Rules and Regulations of the Adult Council may be amended by a majority of the votes cast by the Adult Affiliates in good standing at any duly authorized meeting of the general membership.

12.3.2 Rules and Regulations of the Youth Council may be amended by a majority of the votes cast by the Youth Affiliates in good standing at any duly authorized meeting of the general membership.

12.3.3 Proposals for changes must be made on the proper form to the appropriate Rules Sub-Committee Chair so as to allow thirty (30) days notice to all Affiliates prior to consideration. Affiliates, Committee Chairs, and members of the Board of Directors may make proposals for changes.

12.3.4 The Board of Directors may by a two thirds (2/3) vote amend either the Adult or Youth Rules & Regulations at the request of the Adult or Youth Rules Sub-Committee in order to provide clarification and administrative corrections, provided the amendment is submitted in writing in time to notify the Board not less than ten (10) days prior to a regular or special meeting.

ARTICLE XIV - INDEMNIFICATIONS

14.1 Indemnifications

13.1.1 The Association shall indemnify to the fullest extent permitted by law its Officers, Directors, employees and other representatives against any loss, liability, costs or expense including attorney fees in any way arising out of any act or omission taken by or omitted in good faith belief that such act or omission was lawful and in furtherance of the Association's purpose.

ARTICLE XV - DISSOLUTION

15.1 Dissolution

14.1.1 In the event the Association disbands, after liabilities and obligations are satisfied in accordance with government regulations, any remaining monies in the GSSA treasury shall be dispersed as determined by the Board of Directors, in accordance with the Articles of Incorporation of GSSA. None of the funds will be used for the benefit of individual members.

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