



The Game for All Kids!®

BYLAWS

OF THE

UNITED STATES YOUTH SOCCER
ASSOCIATION, INC.

As of July 30, 2016

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1 **BYLAWS**
2 **OF THE**
3 **UNITED STATES YOUTH SOCCER ASSOCIATION, INC.**
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5
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
18 Federation.
19

20 **ARTICLE III**
21 **DEFINITIONS**
22

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

- 25 1. **“Amateur Sports Act”** means the Ted Stephens Olympic and Amateur Sports Act
26 (chapter 2205 of title 36, United States Code).
- 27 2. **“Board of Directors”** means the board of directors of USYSA established under
28 Article XIII.
- 29 3. **“Federation”** means the United States Soccer Federation, Inc.
- 30 4. **“FIFA”** means the Federation Internationale de Football Association of which the
31 Federation is the national association member for the United States.
- 32 5. **“Individual Member”** means an individual who is a member as provided under
33 Article IV.
- 34 6. **“National Council”** means the National Council of USYSA as provided under
35 Article XI.
- 36 7. **“Organization Member”** means an organization that is classified as such a
37 member of USYSA as provided under Article IV.
- 38 8. **“Region”** means one of the geographical areas composed of the State Association
39 members located in that area as provided under Article VIII.
- 40 9. **“Regional Chair”** means that person who is elected by the regional council to chair
41 meetings of the regional council and oversee regional operations in conjunction with
42 the chief executive officer of USYSA as provided under Article VIII.
- 43 10. **“Regional Council”** means an administrative body as provided under Article VIII.
- 44 11. **“Regional Representative”** means that person who is elected by the regional
45 council to represent the general membership on matters of interest or concern to the
46 board of directors as provided under Article VIII.

- 47 12. **“Regional Vice Chair”** means that person who is elected by the regional council to
 48 chair meetings of the regional council and oversee regional operations in
 49 conjunction with the chief executive officer of USYSA as provided under Article
 50 VIII for a region if the regional chair is absent or is unable or refuses to act.
- 51 13. **“Seasonal Year”** means that period of time beginning September 1 of one calendar
 52 year and ending on August 31 of the immediately following year.
- 53 14. **“Team”** means a group of soccer players playing on the same side in soccer games.
- 54 15. **“TOPSoccer”** means a community based soccer program that is designed to meet
 55 the needs of players with physical and/or mental disabilities. The program is geared
 56 toward player development. Athletes are placed on teams according to ability, not
 57 by age, and the rules of play, team formation, age restrictions are modified
 58 accordingly. Maximum age restrictions contained elsewhere in these bylaws and
 59 policies of USYSA do not apply to TOPSoccer program participants.
- 60 16. **“USYSA”** means the United States Youth Soccer Association, Inc.
- 61 17. **“USOC”** means the United States Olympic Committee that is the corporation
 62 established under the Amateur Sports Act to oversee all amateur athletic activity in
 63 the United States.
- 64 18. **“Youth Player”** means an individual who has not reached 19 years of age prior to
 65 August 1 immediately before the start of any seasonal year. A player who reaches
 66 19 years of age during a seasonal year is allowed to complete that seasonal year. A
 67 player who reaches 19 years of age during August of one seasonal year shall be
 68 allowed to complete all of the next seasonal year.

69
 70 **ARTICLE IV**
 71 **MEMBERSHIP**
 72

73 **Section 1. Eligibility.** The membership of USYSA is open to all soccer organizations and all
 74 soccer players, coaches, trainers, managers, administrators, and officials without
 75 discrimination on the basis of race, color, religion, age, sex, or national origin.

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

77 **A. Organization Members.**

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

88 **B. Individual Members.** An individual who is a player, coach, referee, or administrator
 89 is an individual member of USYSA:

- 90 1. through that individual’s membership or association with an organization member;
 91 2. as an elected officer or member of the board of directors;
 92 3. if the individual occupies an unpaid administrative position within USYSA;

- 93 4. as a committee member of USYSA; or
94 5. through the individual joining USYSA in compliance with the requirements
95 established by the board of directors.

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

101 **Section 3. Admission to Membership.**

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

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

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

115 **Section 4. Terms of Membership.**

116 **A. Membership Year.**

- 117 1. **Organization and Individual Member.** The term of membership of an
118 organization or individual member is for one seasonal year. However, if the
119 member is admitted and the membership is effective before the beginning of the
120 next seasonal year, the initial term of membership for that member is for the
121 balance of the seasonal year. Membership automatically renews each seasonal year
122 as long as the member remains in good standing with USYSA, which includes: (1)
123 being current with player registration fees, (2) not having any outstanding fines or
124 suspension, and (3) being compliant with USYSA policies.
- 125 2. **Sustaining Member.** The term of membership of a sustaining member is for one
126 year from the date their membership is effective. Membership automatically
127 renews on their membership anniversary date as long as the member remains in
128 good standing with USYSA, which includes: (1) being compliant with USYSA
129 policies and (2) not having any outstanding fines or suspension.

130 **B. Provisional Membership.**

- 131 1. For organization membership requiring National Council approval, the board of
132 directors may grant to, deny, or withdraw provisional membership from, an
133 applicant applying for organization membership until the next meeting of the
134 National Council. The application shall be submitted to the National Council at its
135 next meeting.
- 136 2. An applicant granted provisional membership as an organization member has all
137 the rights and responsibilities of that classification of organization member granted
138 except that the provisional member may not vote.

139 3. Provisional membership is terminated at the end of the National Council meeting at
140 which the applicant's membership is considered unless the National Council
141 further extends the period of provisional membership or the applicant's application
142 for membership is approved by the National Council.

143 **C. Change in Status.** With the consent of the board of directors, an organization member
144 may change its organizational structure without losing its membership in USYSA.
145 However, if the change in the organizational structure is of such a nature that it would
146 change a member from one classification of organization member to another
147 classification of organization member, the member must apply for that new
148 classification of organization member of USYSA as a new member of USYSA.

149 **Section 5. Prohibition on Transferring and Assigning Membership.** Membership in
150 USYSA is not transferable or assignable. Membership terminates when USYSA dissolves, the
151 organization member or sustaining organization member dissolves, the individual or sustaining
152 individual member dies, or as otherwise provided under these bylaws.

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

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

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ARTICLE V ORGANIZATION MEMBERS

165 **Section 1. General Responsibilities.** Each organization member must do the following:
166 1. to the extent consistent with applicable law, comply with its bylaws and the bylaws
167 of USYSA and the Federation as they apply to the classification of member to
168 which the organization member belongs;
169 2. to the extent consistent with applicable law, comply with its policies and
170 procedures and the policies and procedures and requirements of USYSA with
171 respect to USYSA's internal operations and the administration of USYSA
172 programs;
173 3. pay fees due USYSA by the deadline the fees are required to be paid; and
174 4. comply with the Amateur Sports Act, to the extent applicable.

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

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ARTICLE VI STATE ASSOCIATION MEMBERS

181 **Section 1. General Responsibilities.** In addition to other requirements of these bylaws, each
182 state association shall:

- 183 1. adhere to its bylaws;
- 184 2. annually register with USYSA all of its players, coaches, and administrators;

- 185 3. provide USYSA at least once each seasonal year the names and information
186 required by policy for its players, coaches, and administrators;
187 4. require that each of its individual players, coaches, teams, and administrators that
188 are sponsored, financed, coached, organized, or administered by an organization
189 member register with USYSA;
190 5. provide and coordinate opportunities for every player under its jurisdiction to play
191 soccer at the developmental, intermediate, and advanced levels; and
192 6. comply with requirements pertaining to interstate, national, and international
193 competition and other competitions approved or sponsored by USYSA and as
194 required by the Federation.

195 **Section 2. Risk Management.**

- 196 **A.** USYSA and each state association are responsible for establishing and monitoring a
197 risk management program within its jurisdiction.
198 **B.** At a minimum, the risk management program must include:
199 1. use of an employment/volunteer disclosure statement for all volunteers, employees,
200 coaches, and program administrators who are involved with any approved or
201 sponsored program of USYSA or the state association or member of the state
202 association; and
203 2. identification of a risk management coordinator and an alternate for the
204 organization.
205

206 **ARTICLE VII**
207 **FEES AND DISCIPLINE**
208

209 **Section 1. Annual Fees.**

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

214 **Section 2. Suspensions and Terminations.**

- 215 **A. Suspension.**
216 1. **Failure to Pay Fees.** Any member failing to pay any fees due USYSA shall be
217 provided written notice of the delinquency. If those fees are not paid within 30 days
218 after the date of the notice of delinquency, the delinquent member may be
219 suspended from membership in USYSA after a proper hearing pursuant to
220 Subsection 3B of this Article. The member shall be notified in writing of any
221 suspension and the date on which membership will be terminated if the fees remain
222 unpaid.
223 2. **Due to Litigation.**
224 (a) Any person participating in a USYSA program, or in a program of a state
225 association or a program of a member of a state association, who becomes a
226 defendant in litigation detrimental to the welfare of youth players or litigation
227 based on activities detrimental to the welfare of youth players, shall be
228 suspended from all soccer-related activities. Suspensions under this bylaw shall
229 be determined by the appropriate state association or the USYSA Board of
230 Directors. Matters detrimental to the welfare of youth players shall include, but

231 not be limited to, crimes of moral turpitude and felonies. The person has a right
232 to appeal the suspension only over whether the matter which is the substance of
233 the accusation, if true, is detrimental to the welfare of youth players.

234 (b) On completion of the litigation, the suspended person may inform the body
235 suspending the person under Subsection 2A2(a) of this Article that the litigation
236 has been completed and request that the suspension be terminated and the
237 person reinstated. The suspending body may grant the request of the person or,
238 if the decision of the litigation was adverse to the person, may continue the
239 suspension for a period specified by the suspending body, fine the person,
240 terminate all membership of that person with the suspending body and its
241 members, or any combination of those authorized penalties.

242 **B. Termination.**

- 243 1. The membership of a state association may be terminated by the National Council
244 for cause by a two-thirds vote of the National Council.
- 245 2. If the membership of a state association is terminated either by resignation from
246 USYSA or under Subsection 2A1 or Subsection 2B1 of this Article, USYSA shall
247 immediately undertake actions to replace that organization with another
248 organization having the same USYSA jurisdiction as the organization whose
249 membership is terminated. That replacement organization may include an
250 organization established and temporarily operated by USYSA.
- 251 3. The board of directors may terminate the membership of a sustaining member as
252 prescribed in Section 3A of this Article.

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

254 **A.** The board of directors may suspend, fine, terminate and/or impose any other penalty
255 on any member of USYSA, if the board determines that:

- 256 1. the conduct of the member is adverse to the best interests of soccer or USYSA; or
- 257 2. the member has not complied with the requirements of its membership in USYSA.

258 **B.** The board of directors may act under this Article only after a hearing, reasonable
259 notice to the member of the time and place of the hearing, and providing the member
260 with a reasonable opportunity to present evidence in support of the member's position.

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

265
266 **ARTICLE VIII**
267 **REGIONS**
268

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

270 **A.** Region I: Connecticut Junior Soccer Association, Delaware Youth Soccer Association,
271 Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth Soccer
272 Association, Maryland State Youth Soccer Association, Massachusetts Youth Soccer
273 Association, New Hampshire Soccer Association, New Jersey State Youth Soccer
274 Association, , New York State West Youth Soccer Association, , Pennsylvania West
275 Soccer Association, Soccer Rhode Island, United Soccer Federation of Maine,

- 276 Vermont Soccer Association, Virginia Youth Soccer Association, and West Virginia
277 Soccer Association.
- 278 **B.** Region II: Illinois Youth Soccer Association, Indiana Soccer Association, Iowa State
279 Youth Soccer Association, Kansas State Youth Soccer Association, Kentucky Youth
280 Soccer Association, Michigan State Youth Soccer Association, Minnesota Youth
281 Soccer Association, Missouri Youth Soccer Association, Nebraska State Soccer
282 Association, North Dakota Soccer Association, Ohio South Youth Soccer Association,
283 Ohio Youth Soccer Association – North, South Dakota Soccer Association, and
284 Wisconsin Youth Soccer Association.
- 285 **C.** Region III: Alabama Youth Soccer Association, Arkansas State Soccer Association,
286 Florida Youth Soccer Association, Georgia State Soccer Association, Louisiana Soccer
287 Association, Mississippi Youth Soccer Association, North Carolina Youth Soccer
288 Association, North Texas State Soccer Association, Oklahoma Soccer Association,
289 South Carolina Youth Soccer Association, South Texas Youth Soccer Association, and
290 Tennessee State Soccer Association.
- 291 **D.** Region IV: Alaska State Youth Soccer Association, Arizona Youth Soccer
292 Association, California Youth Soccer Association - North, California Youth Soccer
293 Association - South, Colorado Soccer Association, Hawaii Youth Soccer Association,
294 Idaho Youth Soccer Association, Montana Youth Soccer Association, , New Mexico
295 Youth Soccer Association, Oregon Youth Soccer Association, United States Youth
296 Soccer of Nevada, Utah Youth Soccer Association, Washington State Youth Soccer
297 Association, and Wyoming Youth Soccer Association.
- 298 **E.** The composition of regions may be amended by a majority vote of the National
299 Council.

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

- 301 **A.** have a regional council composed of at least one delegate from each state association
302 within the region as provided in Article XII, Section 1C and the chair, vice-chair and
303 regional representative of the respective region; however, each person serving as chair,
304 vice-chair and/or regional representative may have only one vote, even though serving
305 in two positions; and
- 306 **B.** ensure that voting will be as stated in Article XII.

307 **Section 3. Qualifications of Regional Chair and Vice-Chair.** The candidates for these
308 positions shall:

- 309 **A.** Be in good standing with USYSA or of any member; and
310 **B.** Not be a paid employee of USYSA or of any member.

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

- 312 **A.** comply with all bylaws, rules, policies, and requirements of USYSA;
313 **B.** elect a representative to the board of directors;
314 **C.** annually elect a chair from among the state associations of the regional council whose
315 duties are as follows:
316 1. serve as chair of all meetings of the regional council;
317 2. act as the liaison between the regional council and the chief executive officer of
318 USYSA;
319 3. execute instruments for the region in support of the programs and activities that the
320 region is administering, consistent with the budget of the region and the policies of
321 USYSA in consultation with the chief executive officer;

- 322 4. select regional administrative staff to be hired as USYSA employees in support of
323 the programs and activities administered by the region, in consultation with the
324 chief executive officer and in accordance with USYSA policies and procedures,
325 and manage the activities of those staff;
- 326 5. provide notice of the regional council meetings to the state associations within the
327 region no fewer than 45 days before the date of the meeting;
- 328 6. provide a proposed agenda with copies of any items proposed by the regional
329 council to be considered at each meeting at least 30 days before the date of the
330 meeting; and
- 331 7. if desired, vote only when the vote is by ballot, or in all other cases, to affect the
332 result of the vote.
- 333 **D.** Annually elect a vice-chair from among the state associations of the regional council
334 whose duties are as follows:
- 335 1. assist the chair; and
- 336 2. assume the responsibilities of the chair when the chair is absent, cannot act, or
337 refuses to act.
- 338 **E.** hold at least two (2) regional council meetings each seasonal year, with one meeting
339 held concurrently with the National Council meeting;
- 340 **F.** develop annually and submit to the Treasurer of USYSA at least 90 days prior to the
341 National Council meeting, a regional budget;
- 342 **G.** comply with all USYSA requirements in the keeping of full and accurate accounts of
343 receipts and disbursements;
- 344 **H.** within 30 days after any meeting or action approved without a meeting, submit to
345 USYSA any changes to its rules and policies, and report on any other actions taken;
- 346 **I.** administer, in compliance with the strategies, rules and policies of USYSA, and in
347 consultation with the USYSA Chief Executive Officer or the chief executive officer's
348 designee, national competitions at the regional level, a regional olympic development
349 program, and any league established by the regional council;
- 350 **J.** adhere to applicable law and all bylaws, rules, policies, and requirements of USYSA in
351 administering all funds generated through its regional programs and activities as
352 follows:
- 353 1. these funds are recognized as funds of the region;
- 354 2. these funds shall only be deposited in, or withdrawn from, financial institutions
355 approved by the board of directors; and
- 356 3. these funds must be used as preapproved through the budget process, and any
357 unapproved distribution or withdrawal may not be later ratified by the regional
358 council.
- 359 **K.** obtain preapproval from the board of directors for any expenditure not budgeted and
360 exceeding \$25,000.

361 **Section 5. Meetings.**

- 362 **A. Regular Meetings.** The regional council may designate any place as the place of the
363 meeting for a regional council meeting, with the exception of the meeting held during
364 the National Council which shall be determined by US Youth Soccer.
- 365 **B.** Any business item to be presented at a regular meeting must be submitted in writing to
366 the regional chair, vice chair, and regional representative at least 45 days before the
367 date of the meeting.

368 **C. Special meetings.**

- 369 1. Special meetings may be called at any time on the request of: 1) the chair of the
370 region; or 2) at least five state associations of the region.
371 2. The request for a special meeting shall state the business items to be considered at
372 the special meeting. No other items may be considered at the meeting.
373 3. Notice of a special meeting shall be provided to each state association of the region
374 within 14 days of the meeting. The meeting must be held within 60 days of the
375 request for the meeting.
376

377 **ARTICLE IX**
378 **OFFICERS**
379

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

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

- 383 1. Be in good standing with USYSA; and
384 2. Not be a paid employee of USYSA or of any member.
385 3. Not hold more than one (1) office or serve concurrently as an officer or director on
386 the board of directors of a member organization unless prescribed otherwise by
387 these bylaws.

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

- 390 **A.** The chair and secretary are elected at the annual general meetings held in the even-
391 numbered years. The regional representatives from regions II and IV are elected at the
392 regional council meeting held concurrently with the annual general meeting held in the
393 even-numbered years.
394 **B.** The vice-chair, member-at-large, and treasurer are elected at the annual general
395 meetings held in the odd-numbered years. The regional representatives from regions I
396 and III are elected at the regional council meeting held concurrently with the annual
397 general meeting held in the odd-numbered years.

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

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

- 414 **A. Duties of the Chair.** The chair:
- 415 1. shall serve as chair of all meetings of the National Council and board of directors;
- 416 2. may execute instruments for USYSA that the board of directors authorizes to be
- 417 executed;
- 418 3. oversee the activities of the chief executive officer and act as the liaison between
- 419 the board of directors and the chief executive officer; and
- 420 4. shall perform other responsibilities assigned by the board of directors.
- 421 **B. Duties of the Vice-Chair.** The vice-chair shall:
- 422 1. assist the chair;
- 423 2. assume the responsibilities of the chair when the chair is absent, cannot act, or
- 424 refuses to act; and
- 425 3. perform other responsibilities assigned by the board of directors or the chair.
- 426 **C. Duties of the Secretary.** The secretary shall:
- 427 1. ensure that minutes of meetings of the National Council and board of directors are
- 428 taken and published; and
- 429 2. perform other responsibilities assigned by the board of directors or the chair.
- 430 **D. Duties of the Treasurer.** The treasurer shall:
- 431 1. give general oversight to the management of all USYSA funds;
- 432 2. make a financial report to the board of directors at each meeting and at other times
- 433 when requested by the chair or board of directors;
- 434 3. in accordance with the financial policies of USYSA, cooperate with the audit
- 435 committee in such a manner as to enable timely completion of an independent audit
- 436 of the financial accounts and transactions of USYSA;
- 437 4. assist the board of directors in reviewing a proposed two-year budget for USYSA
- 438 in consultation with the chief executive officer; and
- 439 5. perform other responsibilities assigned by the board of directors or the chair.
- 440 **E. Duties of the Member-at-Large and Regional Representatives.** The member-at-
- 441 large and regional representatives shall:
- 442 1. represent the general membership on matters of interest or concern; and
- 443 2. perform other responsibilities assigned by the board of directors or the chair.
- 444 **Section 6. Removal from Office.** Any officer referred to in Article IX, Section 1 or director
- 445 referred to in Article XIII, Section 1 when serving as a member of the board of directors may
- 446 be removed from office by a majority vote of the members entitled to vote for that office.
- 447 **Section 7. Vacancy in Office.**
- 448 **A.** If the office of chair becomes vacant for any reason, the vice-chair shall become the
- 449 chair for the balance of the term.
- 450 **B.** If the office of vice-chair, secretary, treasurer, member-at-large, or independent
- 451 director becomes vacant for any reason, the remaining members of the board of
- 452 directors may elect an individual to the office or position to fill the vacancy until the
- 453 next National Council meeting.
- 454 **C.** If the office of a regional representative of a region becomes vacant, the regional
- 455 council of the region may elect an individual to fill the vacancy at the next regional
- 456 council meeting, for the balance of the term.
- 457 **D.** However, if a vacancy is caused by an election during a National Council meeting, the
- 458 election to fill the vacancy for the balance of the term shall occur during that National
- 459 Council meeting, or the next regional council meeting if applicable.

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

- 462 A. receive compensation (except for reimbursement for expenses) for services as an
463 officer or director;
- 464 B. be an officer or a member of the board of directors of any organization member of
465 USYSA or the Federation, except as provided otherwise in these bylaws; or
- 466 C. be a paid employee of, or receive compensation (except reimbursement for expenses)
467 from USYSA, any organization member of USYSA, or the Federation.

468
469 **ARTICLE X**
470 **NOMINATIONS AND ELECTIONS**

471
472 **Section 1. Governance and Nominating Committee.**

- 473 A. **Membership.** The governance and nominating committee shall consist of five (5)
474 members.
- 475 B. **Eligibility to Serve.** Current board members may not serve on the governance and
476 nominating committee. Governance and nominating committee members may only
477 serve one term.
- 478 C. **Term.** Governance and nominating committee members shall serve for two years.
- 479 D. **Election of Members.** Each regional council shall appoint one member of the
480 committee and the USYSA Chair, in consultation with the board of directors, shall
481 appoint one member of the governance and nominating committee who shall serve as
482 the committee chair. Regions II and IV shall appoint their members in odd years and
483 Regions I and III members and the Governance Committee Chair shall be appointed in
484 even years. (For transition purposes, only once and contrary to “Section C. Term”
485 above, the current members from Regions II and IV shall serve an additional one year
486 added to their current term).
- 487 E. **Vacancies.** Vacancies in the membership of the committee shall be filled in the same
488 manner specified in Section 1D of this Article.
- 489 F. **Duties.** When a board position is going to become available due to a current director’s
490 term ending, or becomes available due to the resignation or removal of a director, the
491 board shall have the right, but not the obligation, to provide the governance and
492 nominating committee with a written description of the skills and experiences the
493 board feels would be beneficial to the association in its next board member. The
494 governance and nominating committee shall recruit candidates and accept nominations
495 and consider the qualifications of candidates proposed by the membership or the
496 governance and nominating committee. Candidates proposed by the membership must
497 be submitted to the committee no later than 60 days prior to the annual meeting. The
498 governance and nominating committee shall provide to each member, at least 30 days
499 prior to the election, a written description setting forth the committee’s views regarding
500 the qualifications, skills, and experiences making each candidate a good selection for
501 the board. The governance and nominating committee shall submit at least one (1)
502 name for each office to be filled. The committee will bring forth all the names of
503 submitted candidates. At each annual meeting, the National Council shall vote upon
504 the candidate(s) as presented by the governance and nominating committee; in the

505 same manner, regional representatives shall be elected by the region. Election shall be
506 by majority vote.

507 **G. Nominations from the Floor.** Nominations from the floor are not allowed, unless
508 there are no candidates for an office to be elected.

509

510

ARTICLE XI NATIONAL COUNCIL AND MEETINGS

511

512

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

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

516 **A.** amend the charter and bylaws of USYSA;

517 **B.** approve an annual budget;

518 **C.** approve prior actions of the board of directors;

519 **D.** approve minutes of prior meetings;

520 **E.** elect all officers and independent directors, except the regional representatives;

521 **F.** elect commissioners of the Federation's Youth Council Administrative Commission,
522 and board of directors;

523 **G.** approve player registration fees;

524 **H.** approve applications of organization members; and

525 **I.** terminate memberships of organization members after a hearing.

526

Section 3. Regular Meeting.

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

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

531 1. no more than 60 days but no fewer than 45 days before the date of the meeting,
532 notice of the annual general meeting, giving the date, time, and location of the
533 meeting; and

534 2. at least 30 days before the date of the meeting, a proposed agenda with copies of
535 reports of officers and any items proposed to be considered at the meeting.

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

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

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

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

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

553
554 **ARTICLE XII**
555 **VOTING BODY**
556

557 **Section 1. State Associations.**

558 **A.** Each state association is entitled to vote at National Council meetings, regional council
559 meetings, and the Federation National Council meetings. A state association shall have
560 the following number of votes:

- 561 (1) 100–1,000 players – 1 vote.
- 562 (2) 1,001–5,000 players – 2 votes.
- 563 (3) 5,001–25,000 players – 3 votes.
- 564 (4) 25,001–50,000 players – 4 votes.
- 565 (5) 50,001–100,000 players – 5 votes.
- 566 (6) 100,001 players and over – 6 votes.

567 **B.** At each National Council meeting and regional council meeting, the number of votes
568 of a state association is based upon Section 1A of this Article unless prescribed
569 otherwise by Section 1C of this Article. For the purposes of calculating the number of
570 votes, the number of players is defined as the number of players registered by the state
571 association with USYSA for the immediate, prior seasonal year or the current seasonal
572 year, whichever is greater. The determination of the number of votes for the current
573 seasonal year shall be as of 30 days before the beginning of the National Council
574 meeting or, if a mail vote, 30 days before the material on the mail vote is distributed.

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

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

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

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

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

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

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

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

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

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

602

603

604

605

ARTICLE XIII BOARD OF DIRECTORS

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

607 A. the chair;

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

609 C. the vice-chair;

610 D. the secretary

611 E. the treasurer;

612 F. the member-at-large;

613 G. four (4) regional representatives;

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

615 I. the chief executive officer, ex officio, non-voting.

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

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

620 A. enforce the bylaws, rules, policies, and procedures of USYSA;

621 B. submit to the National Council at each annual meeting:

622 1. a complete report on the activities of USYSA since the last annual meeting; and

623 2. a complete financial report;

624 C. propose a budget for each fiscal year to be submitted for approval by the National
625 Council;

626 D. adopt the report of the auditor annually;

627 E. make employment and compensation decisions concerning the USYSA Chief
628 Executive Officer;

629 F. adopt policies regarding the management, compensation, and fringe benefits provided
630 to USYSA personnel;

631 G. analyze at least annually, the organization's progress in achieving its objectives and
632 report the findings to the membership;

633 H. set the place, date, and time of meetings as prescribed in these bylaws;

634 I. establish fees as prescribed in these bylaws or USYSA policies and procedures;

635 J. fill vacancies as provided in these bylaws, with at least 24 hours notice; and

636 K. exercise such other duties as prescribed for the board of directors in these bylaws, by
637 the National Council, in the USYSA policies and procedures, or in the adopted
638 parliamentary authority.

639 **Section 3. Immediate Past Chair.** The Immediate Past Chair of USYSA shall serve a two-
640 year term on the board of directors on the expiration of the individual's term as chair. An
641 individual removed as chair or immediate past chair under Article IX, Section 6 is not a

¹ See provisos

642 member of the board of directors, and the position of immediate past chair remains vacant on
643 the board.

644 **Section 4. Independent Directors.**

645 **A. Qualifications.** An individual qualifies to be an independent director if that individual
646 meets the following criteria and maintains these criteria while holding his or her
647 position as independent director:

- 648 1. the individual or the individual's immediate family member has not been employed
649 or held any governance position within the last five (5) years with any soccer
650 organization;
- 651 2. the individual or the individual's immediate family member has not received any
652 compensation (other than reimbursement of actual expenses) within the last five (5)
653 years from any soccer organization; and
- 654 3. the individual or the individual's immediate family member has not been a partner
655 or had an ownership interest of five (5) percent or more in any soccer organization
656 or any sponsor or vendor of a soccer organization within the last five (5) years.

657 **B. Election.** Two individuals will be elected by majority vote by the National Council as
658 independent directors. One independent director will be elected at each annual general
659 meeting. These individuals will serve as elected volunteer members of the board of
660 directors but not as officers of USYSA.

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

670 **D. Duties of Independent Directors.** The independent directors shall:

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

673 **Section 5. Meetings.**

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

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

684 **Section 6. Voting.** Each voting member of the board of directors has one vote, except that the
685 individual presiding at a board meeting may vote only when the vote is by ballot or, in any
686 other case, to affect the result of the vote.

687 **Section 7. Quorum.** A quorum for any board meeting shall be a majority of the total number
688 of eligible voting members in office immediately before a meeting begins.

689 **Section 8. Proxies.** Proxies are not permitted at meetings of the board of directors.

690

691

ARTICLE XIV COMMITTEES

692

693

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

695 **A.** Audit Committee; and

696 **B.** Governance and Nominating Committee.

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

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

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

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

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

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

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

716

717

ARTICLE XV FEDERATION POSITIONS

718

719

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

721 **A.** USYSA has the opportunity to elect Commissioners to the Federation's Youth Council
722 Administrative Commission. This bylaw applies to individuals:

723 1. who are selected by USYSA to serve on the Administrative Commission for two-
724 year terms; and

725 2. serving on the Administrative Commission and are then elected by the Youth
726 Council to serve on the Federation's Board of Directors.

727 **B.** Individuals to be commissioners for the positions allocated to USYSA are selected as
728 follows:

729 1. the Chair of USYSA, ex officio, with terms expiring in even-numbered years.

730 2. the Vice-Chair of USYSA, ex officio, with terms expiring in odd-numbered years.

731 3. the two Regional Representatives of USYSA, ex officio, with terms expiring in
732 even-numbered years.

- 733 4. the two Regional Representatives of USYSA, ex officio, with terms expiring in odd-
734 numbered years.
735 5. the Secretary of USYSA, ex officio, with term expiring in even-numbered years
736 6. the Treasurer of USYSA, ex officio, with term expiring in odd-numbered years.
737 **C.** If the allocation of positions to USYSA is less than eight (8) positions, the following
738 procedures apply:
739 1. If the allocation for a year is for seven (7) positions, then the allocated
740 Commissioner positions are filled by the officers or directors referred to in Sections
741 B1 through B5 of this Article, effective for the period the seven (7) positions are
742 allocated.
743 2. If the allocation is for six (6) positions, then the allocated Commissioner positions
744 are filled by the officers or directors referred to in Sections B1 through B4 of this
745 Article, effective for the period the six (6) positions are allocated.
746 3. If the allocation is for five (5) positions, then the allocated Commissioner positions
747 are filled by the officers or directors referred to in Sections B1, B3, and B4 of this
748 Article, effective for the period the five (5) positions are allocated.
749 **D.** Any individual holding a USYSA position referred to in clauses 1 through 6 of Section
750 B of this Article serves as a Commissioner on the Youth Council Administrative
751 Commission for only as long as the individual holds that USYSA position. If such an
752 individual also holds a position on the Federation Board of Directors, that individual
753 holds the position on the Federation Board for only as long as that individual holds the
754 USYSA position.
755

756 **ARTICLE XVI**
757 **ELECTRONIC MEETINGS AND COMMUNICATION**
758

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

763 **Section 2. Communication.** Unless members indicate otherwise to USYSA, all
764 communication required in these bylaws, including meeting notices, may be sent electronically.
765

766 **ARTICLE XVII**
767 **GRIEVANCES, DISPUTES, AND APPEALS**
768

769 **Section 1. General Requirements.**

770 **A.** Each organization member shall have grievances, disputes, and appeals provisions in its
771 bylaws, rules, or other document that clearly states the procedures under which
772 adjudication of appeals and other disciplinary matters shall occur.

773 **B.** If an organization member does not have those procedures required by Section A of this
774 Article, the following procedures apply:

- 775 1. All parties are entitled to a hearing with proper notification.
776 2. Once a grievance, dispute, or appeal has been properly filed, the chair of the
777 appropriate entity of the organization member shall notify all involved parties
778 within five (5) days of receipt of the grievance, dispute, or appeal, the nature of the

- 779 grievance, dispute, or appeal, the names of all parties, a copy of the grievance,
780 dispute, or appeal, and the date, time, and place of the hearing.
781 3. The conduct of the hearing shall be as determined by the rules of the organization
782 member.
783 4. A record (called the official record) shall be kept of the proceedings.
784 5. A written notification of the decision shall be sent to all involved parties in a timely
785 fashion. This notice shall be sent by certified mail.
786 6. All hearings shall be scheduled to be held within 30 days.

787 **Section 2. Resolution of Disputes.**

- 788 **A.** A dispute between or among organization members shall be resolved by a special
789 commission of the board of directors as follows:
790 1. Any organization member involved in a dispute between or among organization
791 members shall submit a written petition to the board of directors for the resolution
792 of the dispute.
793 2. Within 30 days of receiving the petition, the Chair of USYSA, in consultation with
794 the board of directors, shall appoint a special commission composed of three (3) or
795 five (5) members.
796 3. Each special commission may prescribe appropriate procedures for resolving the
797 dispute, except that a hearing shall be conducted within 90 days of receipt of the
798 petition, and a written decision or resolution shall be issued within 120 days of
799 receipt of the petition.
800 4. The decision of the special commission is final and binding on all parties.
801 5. The USYSA Chair may require the disputing parties to participate in mediation
802 before the appointment of the special commission, in which case the deadlines
803 provided in paragraph 3 are extended by not more than 30 days.
804 **B.** With respect to all other disputes, USYSA:
805 1. favors the resolution of disputes through mediation whenever possible;
806 2. shall provide for the prompt resolution of disputes; and
807 3. shall prescribe policies to carry out this section.

808 **Section 3. Appeals.**

- 809 **A.** Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or
810 policy, appeals of USYSA matters shall be as follows:
811 1. A matter that may be appealed from a level below the national level may be
812 appealed to the appropriate body or a special committee established by the board of
813 directors as the case may be, and then to the board of directors; and
814 2. For all other matters, the matter may be appealed to the board of directors.
815 **B.** The board of directors shall prescribe a policy to carry out this bylaw, including the
816 amount of the appeals fee.

817 **Section 4. Exhaustion of Remedies.**

- 818 **A.** No member of USYSA, official, league, club, team, player, coach, administrator or
819 referee may invoke the aid of the courts of the United States or of a state without first
820 exhausting all available remedies within the appropriate soccer organizations, and as
821 provided within USYSA.
822 **B.** For a violation of this bylaw, the offending party shall be subject to suspension and
823 fines, and shall be liable to USYSA for all expenses incurred by USYSA and its officers

- 824 and members of the board of directors in defending each court action, including the
825 following:
- 826 1. court costs;
 - 827 2. attorney's fees;
 - 828 3. reasonable compensation for time spent by USYSA officials and employees in
829 responding to and defending against allegations in the action, including responses to
830 discovery and court appearances;
 - 831 4. travel expenses; and
 - 832 5. expenses for holding special National Council meetings necessitated by court
833 action.

834
835 **ARTICLE XVIII**
836 **ADMINISTRATIVE OPERATIONS**
837

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

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

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

- 843 1. be responsible for the complete management of the operations of the organization
844 under the direction of the USYSA Chair;
- 845 2. be responsible for the employment of such personnel as required to carry out the
846 operations of USYSA provided that such employment falls within the constraints
847 established by the budget and personnel policies established by the USYSA Board
848 of Directors;
- 849 3. establish committees and committee members as needed, with consultation from
850 the USYSA Chair and approval of the board, in accordance with Article XIV,
851 Sections 3 and 4;
- 852 4. hire regional administrative staff, with consultation from and approval of the
853 regional council;
- 854 5. serve as an ex-officio member of all committees, except the governance and
855 nominating committee; and
- 856 6. perform such other duties as may be stated in these bylaws and other USYSA
857 governing documents, the policies and procedures, the personnel policies
858 established by the board of directors, and as may be directed by this board or the
859 USYSA Chair.

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

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

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

868 **Section 5. Accounts, Books, and Records.** USYSA shall maintain adequate and correct
869 accounts, books, and records of its business and properties. All of those accounts, books, and

870 records shall be kept at the national office of USYSA. All accounts, books, and records of
871 USYSA are open for inspection by members of the board of directors and members of USYSA
872 in the manner provided for in the Tennessee Nonprofit Corporation Act. A state association is
873 entitled to examine executed, non-confidential contracts made by USYSA.

874 **ARTICLE XIX**
875 **INDEMNIFICATION**
876

877 **Section 1.** USYSA shall indemnify each of its present or former directors, officers, employees,
878 committee members, agents, and other persons specified from time to time by the board of
879 directors, against all expenses actually and reasonably incurred by the person (including
880 judgments, costs, and counsel fees) in connection with the defense of any pending or threatened
881 litigation to which that person is, or is threatened to be made, a party because that person is or
882 was serving in such a capacity. This right of indemnification may also apply to expenses of
883 litigation which is compromised or settled, including amounts paid in settlement, if USYSA
884 approves the settlement as provided in section 2 of this Article. Such a person shall be
885 indemnified if the person acted in good faith and in a manner the person reasonably believed to
886 be in or not opposed to the best interests of USYSA. The termination of any litigation by
887 judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not,
888 of itself, create a presumption that the person did not act in good faith or in a manner the person
889 reasonably believed to be in or not opposed to the best interests of USYSA.

890 **Section 2.** Any amount payable as indemnification under this bylaw may be paid by USYSA
891 on a determination by the board of directors, not including those members who have incurred
892 expenses in connection with the litigation for which indemnification is sought, that the person
893 in question met the standard of conduct provided for under section 1 of this Article. If no such
894 disinterested board members are available, the required determination shall be made by a
895 majority vote of the National Council.

896 **Section 3.** Any expenses incurred by a qualified person in connection with the defense of any
897 litigation may be paid by USYSA in advance of a final disposition of the litigation on receipt of
898 a written commitment by that person to repay the amount advanced if it is determined under
899 Section 2 of this Article that that person is not entitled to indemnification under this bylaw.

900 **Section 4.** The board of directors may authorize the purchase of insurance on behalf of any
901 person that may potentially be indemnified under this bylaw. That insurance may include
902 indemnification for those persons for expenses of a kind not subject to indemnification under
903 this bylaw.

904
905 **ARTICLE XX**
906 **PARLIAMENTARY AUTHORITY**
907

908 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
909 govern USYSA in all cases to which they are applicable and in which they are not inconsistent
910 with these bylaws and any special rules of order that USYSA may adopt. The parliamentary
911 authority of USYSA shall be adopted by each of its affiliates.
912

ARTICLE XXI
AMENDMENT OF CHARTER AND BYLAWS

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

Section 2. Advance Notice.

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

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

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

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

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

Provisos to the Bylaws

1. Provided, That those in the office of regional director at the time of adoption of this revision will assume the duties of regional chair and regional representatives until the earliest of the following: the expiration of their current term, their death, their resignation, or their removal from office. Upon the occurrence of a vacancy in the position of regional director, the regional councils shall, in accordance with these Bylaws, elect a regional chair, vice chair, and a regional representative.

2. Provided, That those in the office of regional deputy director at the time of the adoption of this revision will remain in that position until the expiration of their current term, their death, their resignation, or their removal from office. The regional deputy director shall fulfill the duties assigned to them by the regional director and thereafter by the regional chair.

3. Provided, That those in the office of regional director at the time of adoption of this revision serving as USYSA representatives on the Federation National Youth Council shall continue in such positions until they cease serving as regional director; whereupon new representatives to the Federation National Youth Council shall be elected as provided in Article XV.

4. Provided, That those other than regional directors serving as USYSA representatives on the Federation National Youth Council shall serve the balance of their existing term on the Federation National Youth Council; whereupon new representatives to the Federation National Youth Council shall be elected as provided in Article XV.

- 959 5. **Provided**, That the president of the organization prior to the adoption of these Bylaws shall
960 become the Chair of USYSA on the adoption of these Bylaws and his term of office shall
961 expire at the adjournment of the meeting at which these Bylaws were adopted. If eligible
962 under the preceding set of USYSA Bylaws, the individual serving as president will be
963 eligible for election as Chair of USYSA for the remaining number of terms to which he is
964 eligible.
- 965 6. **Provided**, That the vice president of the organization prior to the adoption of these Bylaws
966 shall become the Vice Chair of USYSA on the adoption of these Bylaws and her term shall
967 expire at the conclusion of the 2015 Annual General Meeting of the organization.
- 968 7. **Provided**, That the secretary of the organization prior to the adoption of these Bylaws shall
969 become the Secretary of USYSA on the adoption of these Bylaws and his term of office
970 shall expire at the adjournment of the meeting at which these Bylaws were adopted.
- 971 8. **Provided**, That the treasurer of the organization prior to the adoption of these Bylaws shall
972 become the Treasurer of USYSA on the adoption of these Bylaws and his term shall expire
973 at the conclusion of the 2015 Annual General Meeting of the organization.
- 974 9. **Provided**, That these revised bylaws will take effect on September 1, 2014.
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976 As Amended on July 26, 2014.