



THE FIRST

AMENDED AND RESTATED

BYLAWS

OF THE

UNITED STATES YOUTH SOCCER
ASSOCIATION, INC.

Effective as of September 1, 2026

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THE FIRST AMENDED AND RESTATED BYLAWS OF THE UNITED STATES YOUTH SOCCER ASSOCIATION, INC. (A Tennessee Nonprofit Corporation)

10 Effective as of September 1, 2026, these First Amended and Restated Bylaws (the “Bylaws”) supersede and replace in their entirety the bylaws of United States Youth Soccer Association, Inc. (the “Corporation” or “USYSA”) previously adopted, including those dated July 27, 2024.

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ARTICLE I NAME

17 The name of the corporation is United States Youth Soccer Association, Inc., which may also be known as “U.S. Youth Soccer”, “USYSA” or “USYS,” as permitted by its charter and applicable law.

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ARTICLE II PURPOSE

24 **Section 1. Nonprofit Purposes.** The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, including the promotion, development, and governance of youth soccer in the United States.

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28 **Section 2. Specific Purposes.** Without limiting the generality of Section 1 in this Article, the purposes of the Corporation include: (a) fostering national youth soccer programs; (b) supporting State Associations and other sanctioned entities in organizing and administering youth soccer; (c) supporting the United States Soccer Federation, Inc., a New York not-for-profit corporation (“USSF”) as the national governing body for soccer in the United States; and (d) engaging in any other lawful activities consistent with the Corporation’s tax exempt purposes and its status as a national association member of USSF.

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ARTICLE III DEFINITIONS

Section 1. Defined Terms. Except as otherwise provided, these definitions apply to these Bylaws:

1. **“Act”** means the Tennessee Nonprofit Corporation Act, as amended.
2. **“Amateur Sports Act”** means the Ted Stephens Olympic and Amateur Sports Act 46 (chapter 2205 of title 36, United States Code).
3. **“Board” or “Board of Directors”** means the board of directors of USYSA as constituted under Article XIII.
4. **“Chair”** means the individual serving as chair of the Board under Article IX.
5. **“Corporation” or “USYSA”** means United States Youth Soccer Association, Inc.
6. **“National Council”** means the advisory body described in Article XI.
7. **“State Associations” and “Individuals,”** refer to constituencies or participation categories established under Article IV and Article VI, with the rights and responsibilities described therein, which do not constitute “members” of the Corporation under the Act.
8. **“Region”** means one of the geographical areas composed of the State Association members located in that area as provided under Article VIII.
9. **“Regional Council”** means an advisory body as provided under Article VIII.
10. **“Regional Representative”** means that person who is elected by the Regional Council to represent the general membership on matters of interest or concern to the Board of Directors as provided under Article VIII.
11. **“Reserves Committee”** means the committee described in Article XIV.
12. **“Seasonal Year”** means that period of time beginning September 1 of one calendar year and ending on August 31 of the immediately following calendar year.
13. **“USSF” or “Federation”** shall refer to the U.S. Soccer Federation, Inc.
14. **“Voting Member”** means the sole voting member of the Corporation, which is USSF, as provided under Article IV.

Section 2. Interpretation. References to “charter” include the Corporation’s charter, articles of incorporation, and any amendments or restatements. References to “bylaws” mean these Bylaws, as amended from time to time.

ARTICLE IV MEMBERSHIP

Section 1. Sole Governing Member.

A. Voting Member. The sole governing member of the Corporation, having all rights of “members” under the Act and these Bylaws, is the Voting Member, which shall act through its Chief Executive Officer or Chief Operating Officer.

Section 2. Voting Member Rights and Reserved Powers.

A. Reserved Powers Over Fundamental Decisions. In addition to any other rights set forth in these Bylaws, the following actions require the prior written approval of the Voting Member, subject to the rights enumerated for (i) the Board in Article XIII, Section 2 and (ii) the National Council in Article XI, which includes oversight, recommendation, and approval authority with respect to certain matters described in this Article:

1. Approval of the Corporation’s annual operating and capital budgets and any material revisions thereto;

2. Approval or material modification of any multi-year strategic plan or equivalent long-term plan;
3. Approval of any merger, consolidation, or reorganization involving the Corporation.
4. Approval of any sale, lease, transfer, encumbrance, or other disposition of all or substantially all of the Corporation's assets;
5. Approval of the CEO appointed by the Board;
6. Approval of any dissolution, liquidation, or winding up of the Corporation, or any filing of a voluntary petition in bankruptcy;
7. Approval of any issuance of membership interests or equity-like interests, or the creation of any class of statutory members other than the Voting Member;
8. Approval of any material affiliation or disaffiliation with USSF, including any material modifications to affiliation or standards arrangements that materially affect governance;
9. Approval of any material change in the Corporation's tax exempt purposes or primary lines of program activity as described in Article II; *provided*, that, until the second anniversary of the 2026 annual general meeting, the Voting Member may not make any material change to the Corporation's tax exempt purpose without the prior approval of a majority of the Board;
10. Approval of any changes or amendments to these Bylaws or the charter; *provided*, that until the second anniversary of the 2026 annual general meeting, the Voting Member will not make any further changes to the powers, size, or classification of the Board or National Council without the prior approval of a majority of the Board;
11. Approval over the admission, termination, or suspension of any State Association and Individual;
12. Approval of any liens or issuance of debt (other than trade debt);
13. Approval of any related party transactions;
14. Approval of the settlement or initiation of any litigations;
15. Approval of any changes to the fees charged to the State Associations; *provided*, that until the second anniversary of the 2026 annual general meeting, the Voting Member may not make any increases to the fees charged to the State Associations without the prior approval of a majority of the Board;
16. Approval of the annual insurance for the Corporation;
17. Ratification of the National Council's final approval of the recommendation of the Reserves Committee; *provided* that the Voting Member shall not override the National Council's final approval; and
18. Any other action that the Board or the Voting Member's governing body reasonably determines to be a "Major Corporate Transaction" or "Fundamental Decision" and designates in writing as subject to Voting Member approval.

B. Method of Voting Member Action. The Voting Member may act by written consent or at a meeting, as permitted by the Act and any governing documents of the Voting Member, and may act through authorized officers or representatives pursuant to resolutions of the Voting Member's board or applicable delegation.

Section 3. Other Constituencies.

A. State Associations and Individuals may be recognized under Articles V and VI for purposes of participation, eligibility, competition, and governance input.

130 **ARTICLE V**
131 **RECOGNITION AND ELIGIBILITY**
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133 **Section 1. Recognition and Eligibility.** The Voting Member may recognize State Associations
134 and Individuals as categories of participating organizations within USYSA. Such membership of
135 State Associations and Individuals is open to all soccer organizations and all soccer players,
136 coaches, trainers, managers, administrators, and officials without discrimination on the basis of
137 race, color, religion, age, sex, or national origin.

138 **A. State Associations.** To qualify as a State Association, an organization must be the
139 administrative body within a territory determined by the Voting Member to carry out
140 USYSA's programs for youth players. There shall be only one (1) State Association
141 serving a defined geographic area of the United States.

142 **B. Individuals.** An Individual is any person who is a player, coach, referee or administrator
143 within USYSA:

- 144 1. through the Individual's membership or association with a State Association;
- 145 2. any officer or director of the Corporation; or
- 146 3. if the person occupies any unpaid administrative position within the Corporation.

147 **Section 2. Rights and Responsibilities.** State Associations and Individuals shall have such
148 rights and responsibilities as the Voting Member may determine, including representation on the
149 National Council or other advisory bodies, eligibility for competitions or programs, and
150 obligations to comply with USYSA and USSF rules and policies.

151 **Section 3. Admission to Membership.**

152 **A. State Associations.** An organization desiring to become a State Association must submit
153 a written application for membership to the CEO, for approval by the Voting Member,
154 following consultation with the Board, which includes the following: copies of its charter,
155 articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing
156 documents appropriate to understanding the structure and activities of the organization.

157 **Section 4. Membership Term.** The term of membership for any State Association or Individual
158 is one Seasonal Year.

159 **Section 5. Prohibition on Transferring and Assigning Membership.** Membership in USYSA
160 is not transferable or assignable. Membership terminates when USYSA dissolves, the
161 State Association dissolves or the Individual dies.

162 **Section 6. Resignation.** Any State Association or Individual may resign from membership in
163 USYSA by submitting a written resignation to the Board of Directors. The resignation shall be
164 effective upon receipt by USYSA. Resignation does not relieve the State Association or
165 Individual of any obligation to pay any fees that had accrued and were unpaid before the
166 effective date of the resignation.

167 **ARTICLE VI**
168 **STATE ASSOCIATIONS**
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171 **Section 1. General Responsibilities.** Each State Association shall:

- 172 **A.** adhere to its bylaws, the Bylaws, and the bylaws of USSF; *provided* that, to the extent that
173 there is a conflict between the bylaws and policies of USSF and the Bylaws and policies
174 of USYSA, the bylaws and policies of USSF are controlling.

- B. comply with its policies and procedures, the policies and procedures of USYSA, and the policies and procedures of USSF;
- C. annually register with USYSA all of its players, coaches, and administrators;
- D. provide USYSA at least once each Seasonal Year, the names and information required by policy for its players, coaches, and administrators;
- E. pay fees due to USYSA on or prior to the applicable deadline;
- F. require that each of its individual players, coaches, teams, and administrators that are sponsored, financed, coached, organized, or administered by a State Association register with USYSA;
- G. provide and coordinate opportunities for every player under its jurisdiction to play soccer at the developmental, intermediate, and advanced levels;
- H. comply with the Amateur Sports Act, to the extent applicable; and
- I. comply with requirements pertaining to interstate, national, and international competition and other competitions approved or sponsored by USYSA and as required by USSF.

Section 2. Authority. Each State Association shall maintain its own autonomy except as otherwise provided in these Bylaws.

Section 3. Risk Management.

A. USYSA and each State Association are responsible for establishing and monitoring a risk management program within its jurisdiction.

B. At a minimum, the risk management program must include:

1. use of an employment/volunteer disclosure statement for all volunteers, employees, coaches, and program administrators who are involved with any approved or sponsored program of USYSA or the State Association; and
2. identification of a risk management coordinator and an alternate for the State Association.

Section 4. Advisory Role and Participation. State Associations may be represented on the National Council established under Article XI, and may exercise such rights as set forth in these Bylaws or otherwise as the Voting Member may determine.

Section 5. Eligibility and Standards. The Voting Member may establish and enforce eligibility and standards for State Associations, including compliance with USYSA and USSF rules and policies, participation in competitions, and adherence to governance and safeguarding standards, in an affiliation agreement between USYSA and each State Association.

ARTICLE VII FEES AND DISCIPLINE

Section 1. Annual Fees. Each State Association shall pay to USYSA annual fees as established in the policies of USYSA. Any changes to the annual fees may be recommended by the National Council and approved by the Voting Member. The annual fees for Individuals shall be as prescribed by the Voting Member.

Section 2. Player Registration Fees. Each State Association shall pay USYSA player registration fees established in the policies of USYSA. The Voting Member may not change the USYSA player registration fees without approval by a majority of the Board for a period of two (2) years from the 2026 annual general meeting.

Section 3. Suspensions and Terminations.

A. **Suspension.**

221 1. **Failure to Pay Fees.** Any State Association failing to pay any fees due to
222 USYSA shall be provided written notice of the delinquency. If the fees are not
223 paid within 30 days after the date of the notice of delinquency, the delinquent
224 member may be suspended from membership in USYSA, which includes
225 suspension from all of the privileges associated with USYSA (including, without
226 limitation, participation in USYSA produced events and competitions,
227 participation in the National Council, and access to any USYSA grants or funding,
228 if any) in accordance with the grievance, dispute, and resolution policies and
229 procedures then in effect. The State Association shall be notified in writing of any
230 suspension and the date on which membership will be terminated if the fees remain
231 unpaid.

232 2. **Due to Litigation.**

233 (a) Any person participating in a USYSA program, or in a program of a
234 State Association or a program of a member of a State Association, who
235 becomes a defendant in litigation detrimental to the welfare of youth players
236 or litigation based on activities detrimental to the welfare of youth players, shall
237 be suspended from all soccer-related activities. Suspensions under this
238 Article shall be determined by the State Association, if applicable, and
239 the Voting Member. Matters detrimental to the welfare of youth players shall
240 include, but not be limited to, crimes of moral turpitude and felonies. The
241 person has a right to appeal the suspension only over whether the matter which
242 is the substance of the accusation, if true, is detrimental to the welfare of youth
243 players.

244 (b) On completion of the litigation, the suspended person may inform the
245 body suspending the person that the litigation has been completed and request
246 that the suspension be terminated and the person reinstated. The suspending
247 body may grant the request of the person or, if the decision of the litigation
248 was adverse to the person, may continue the suspension for a period specified
249 by the suspending body, fine the person, terminate all membership of that
250 person with the suspending body and its members, or any combination of
251 those authorized penalties.

252 **B. Termination.**

253 1. The membership of a State Association may be terminated for cause by the
254 Voting Member. Failure to comply with these Bylaws, including failure to pay
255 fees, shall be deemed cause for the purposes of this provision. Upon termination,
256 the State Association relinquishes all rights and privileges of membership in
257 USYSA, including the right to participate in the National Council and to serve as
258 the State Association for its defined geographic area of the United States, right to
259 participate in USYSA produced events and competitions, and access to any USYSA
260 grants or funding, if any.

261 2. If the membership of a State Association is terminated either by resignation
262 from USYSA or under this Article, USYSA shall immediately undertake actions
263 to replace that organization with another organization having the same USYSA
264 jurisdiction as the organization whose membership is terminated. Such replacement
265 organization may include an organization established and temporarily operated by
266 USYSA.

267 **Section 4. Suspension, Termination and Other Penalties.**

268 **A.** At the request of the Voting Member, the Board may fine, terminate and/or
269 impose any other penalty on any State Association or Individual of USYSA, if the
270 Voting Member determines that:

271 1. the conduct of the State Association or Individual is adverse to the best interests
272 of soccer or USYSA; or

273 2. the State Association or Individual has not complied with the requirements of
274 its membership in USYSA.

275 **B.** Pursuant to such alleged violation, the Voting Member may act on Section 3.A.
276 above only after a hearing, reasonable notice to the State Association or Individual of
277 the time and place of the hearing, and providing the State Association or Individual
278 with a reasonable opportunity to present evidence in support of its position.

279 **C.** The Voting Member may immediately suspend any State Association or
280 Individual of USYSA when the State Association's or Individual's conduct is
281 determined by the Voting Member to be illegal or a violation of USYSA policy, the
282 Bylaws and/or the Code of Conduct. This immediate action must be followed by
283 a hearing held by the Board of Directors within 30 days of the notice of suspension
284 being provided to the State Association or Individual. The notice of suspension must
285 provide the time and place of a hearing and provide the State Association or
286 Individual notice with a reasonable opportunity to present evidence in support of
287 the member's position.

288 **D.** Any hearing must comply with USSF Bylaw 701, and an appeal allowed by USSF
289 Bylaw 704.

290 **Section 4. Effect.** A suspension or other disciplinary action imposed by USYSA in accordance
291 with the Bylaws shall be recognized by all State Associations and Individuals of USYSA on
292 notification by USYSA.

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294 **ARTICLE VIII**
295 **REGIONS**
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297 **Section 1. Composition of Regions.** Regions shall be composed as follows:

298 **A.** East Region: Connecticut Junior Soccer Association, Delaware Youth Soccer
299 Association, Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth Soccer
300 Association, Maryland State Youth Soccer Association, Massachusetts Youth Soccer
301 Association, New Hampshire Soccer Association, New Jersey Youth Soccer Association,
302 New York State West Youth Soccer Association, Pennsylvania West Soccer Association,
303 Soccer Rhode Island, Soccer Maine, Vermont Soccer Association, Virginia Youth Soccer
304 Association, and West Virginia Soccer Association.

305 **B.** Midwest Region: Illinois Youth Soccer Association, Indiana Soccer, Iowa Soccer
306 Association, Kansas State Youth Soccer Association, Kentucky Youth Soccer Association,
307 Michigan State Youth Soccer Association, Minnesota Youth Soccer Association, Missouri
308 Youth Soccer Association, Nebraska State Soccer Association, North Dakota Soccer
309 Association, Ohio Soccer Association, South Dakota State Soccer Association, and Wisconsin
310 Youth Soccer Association.

311 **C.** South Region: Alabama Soccer Association, Arkansas State Soccer Association, Florida
312 Youth Soccer Association, Georgia Soccer, Louisiana Soccer Association, Mississippi Soccer

Association, North Carolina Youth Soccer Association, North Texas State Soccer Association, Oklahoma Soccer Association, South Carolina Youth Soccer Association, South Texas Youth Soccer Association, and Tennessee State Soccer Association.

D. West Region: Alaska Youth Soccer Association, Arizona Youth Soccer Association, California Youth Soccer Association - North, California Youth Soccer Association - South, Colorado Soccer Association, Hawaii Youth Soccer Association, Idaho Youth Soccer Association, Montana Youth Soccer Association, New Mexico Youth Soccer Association, Oregon Youth Soccer Association, United States Youth Soccer of Nevada, Utah Youth Soccer Association, Washington Youth Soccer and Wyoming Youth Soccer.

Section 2. Changes to Regions. Any material change to the regional structure, including the creation or elimination of Regions or significant changes to regional boundaries or representation, requires approval of the Voting Member, following consultation with the Board.

Section 3. Regional Council. Each Region shall have a Regional Council composed of at least one (1) delegate from each State Association within the Region, a Regional Representative of the respective region, and at least one (1) representative designated by the Voting Member.

Section 4. Qualifications of Regional Representative. The candidate for this position shall:

A. Be in good standing with USYSA and the applicable State Association; and

B. Not be a paid employee of USYSA or of any State Association.

Section 5. Duties of the Regional Council. Each Regional Council shall:

A. comply with the Bylaws, rules, policies, and requirements of USYSA;

B. elect a Regional Representative whose duties are as follows:

1. Together with the applicable Voting Member representative, co-chair the meetings of the Regional Council;
2. Provide notice of the Regional Council meetings to the State Associations within the Region no fewer than 45 days before the date of the meeting; and
3. Provide a proposed agenda with copies of any items proposed by the Regional Council to be considered at each meeting at least 30 days before the date of the meeting.

C. hold at least two (2) Regional Council meetings each Seasonal Year, with one (1) meeting held concurrently with the National Council meeting.

Section 6. Meetings.

A. Any business item to be presented at a regular meeting must be submitted in writing to the Regional Representative at least 45 days before the date of the meeting.

B. Special Meetings.

1. Special meetings may be called at any time on the request of: 1) the Regional Representative of the Region; 2) at least five (5) State Associations of the Region or 3) the Voting Member representative for the Region.
2. The request for a special meeting shall state the items to be considered at the special meeting. No other items may be considered at the meeting.
3. Notice of a special meeting shall be provided to each State Association of the Region within 14 days of the meeting. The meeting must be held within 60 days of the request for the meeting.

ARTICLE IX OFFICERS

Section 1. Officers. The elected officers of USYSA shall be a Chair, vice-chair, secretary, and treasurer.

Section 2. Officer Qualifications. The candidates for elected office shall:

1. Be in good standing with USYSA;
2. Not be a paid employee of USYSA, a State Association or Individual; and
3. Not hold more than one (1) office or serve concurrently as an officer or director on the board of directors of a State Association unless prescribed otherwise by these Bylaws.

Section 3. Election and Term. All officers shall be elected by the Board in accordance with Article X, Section 2, subject to removal by the Board at any time, and subject to any Voting Member rights regarding director removal. Officers shall assume office at the start of the Seasonal Year following the annual general meeting at which they are elected. All officers elected at the 2026 annual general meeting shall serve for a term of two (2) years beginning on September 1, 2026 and concluding on August 31, 2028. All officers elected at the 2025 annual general meeting shall serve a term that began on September 1, 2025 and concludes on August 31, 2028.

Section 4. Duties of Officers. The officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws, by the Board of Directors, or in the adopted parliamentary authority.

A. Duties of the Chair. The Chair:

1. shall serve as the chair of all meetings of the Board and, except as otherwise provided, at meetings of the National Council;
2. may execute instruments for USYSA that the Board has the explicit power to authorize within these Bylaws to be executed;
3. has the voting rights specified in Article XII with respect to National Council votes and full voting rights as a director on Board matters; and
4. shall perform other responsibilities assigned by the Board.

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

1. assist the Chair;
2. assume the responsibilities of the Chair when the Chair is absent, cannot act, or refuses to act; and
3. perform other responsibilities assigned by the Board or the Chair.

C. Duties of the Secretary. The secretary shall:

1. ensure that the corporate records and minutes of meetings of the National Council and Board are taken and published in accordance with these Bylaws and the Act; and
2. perform other responsibilities assigned by the Board or the Chair.

D. Duties of the Treasurer. The treasurer shall:

1. give general oversight to the management of all USYSA funds, including preparation of an annual budget for Board approval and subsequent submission to the Voting Member under 0, Section 2;
2. in accordance with the financial policies of USYSA, enable timely completion of an independent audit of the financial accounts and transactions of USYSA;
3. assist the Board in reviewing a proposed annual budget for USYSA in consultation with the chief financial officer; and
4. perform other responsibilities assigned by the Board or the Chair.

E. Chief Executive Officer. The Board may appoint a Chief Executive Officer (“CEO”), who shall be approved by the Voting Member and manage the day-to-day operations of the

Corporation under the oversight of the Board, and who may be given authority consistent with Article XVIII. The CEO shall receive a salary from the Corporation.

F. Duties of the Member-at-Large and Regional Representatives. The member at-large and Regional Representatives shall:

1. represent the general membership on matters of interest or concern; and
2. perform other responsibilities assigned by the Board, the Chair or the Voting Member.

G. Removal from Office. Any officer serving on the Board of Directors may be removed by a majority vote of the Board of Directors. For the avoidance of doubt, any such removed officer shall remain on the Board of Directors.

H. Vacancy in Office. The Board by majority vote has the power to fill any vacancies in the officers of the Board.

I. Restrictions. No officer referred to in Article IX, Section 1 or director referred to in Article XIII, Section 1 may:

1. Receive compensation (except for reimbursement of expenses) for services as an officer
2. be an officer or member of the board of directors of any State Association or USSF, except as provided otherwise in these Bylaws; or
3. be a paid employee of, or receive compensation (except reimbursement for expenses) from, USYSA, any State Association, or USSF.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. Election of Directors. Following the 2026 annual general meeting, any director vacancy shall be filled (or left vacant) in the discretion of the Voting Member, in accordance with Article XIII and any Voting Member procedure.

Section 2. Election of Officers. Officers, with the exception of the CEO, shall be elected by the Board from among its directors (unless otherwise permitted by the Act), upon nomination from the Board or from the floor, as the Board may determine.

ARTICLE XI NATIONAL COUNCIL AND MEETINGS

Section 1. Nature and Composition.

A. Advisory Body. The National Council is an advisory council to the Board and the Voting Member and has no statutory authority to bind the Corporation, the Board or the Voting Member unless as specified in these Bylaws.

B. Composition. The National Council is composed of representatives of State Associations and members of the Board.

Section 2. Advisory Authority and Functions. The National Council has the following advisory authority and functions with respect to USYSA:

A. Review and provide recommendations on proposed amendments to these Bylaws or the charter;

B. Review and provide recommendations on the annual budget, strategic plans, and major transactions;

- C. Provide input on prior actions of the Board and minutes of prior meetings;
- D. Provide recommendations regarding the election or appointment of officers and directors, as requested by the Board;
- E. Review and provide recommendations on player registration fees and other annual fees;
- F. Review and provide recommendations on the recognition and termination of State Associations;
- G. Approve or deny the recommendation of the Reserves Committee, so long as such recommendation has been previously approved by the Board; and
- H. Approve any change to Article XIV, Section 2.

With the exception of Sections 2G and 2H of this Article, all recommendations of the National Council are advisory and are subject to final approval by the Board and/or the Voting Member, as applicable, in accordance with the terms of these Bylaws. In addition, with respect to the USSF Youth Council, members of the National Council may nominate candidates for the USYSA-nominated commissioners of the USSF Youth Council Administrative Commission, which will then be voted on by the National Council at the applicable USSF Youth Council meeting.

Section 3. Regular Meeting.

- A. Annual General Meeting.** The National Council shall hold an annual general meeting during the period of June 1 through August 31, at a date and time determined by the Voting Member and approved by the Board, to receive reports, consider proposed amendments or policy changes, and conduct other business within its advisory authority.
- B. Notice of Meeting.** The Voting Member shall provide to each State Association and the Board of Directors no more than 60 days but no fewer than 45 days before the date of the annual general meeting, notice of the annual general meeting, giving the date, time and location of the annual general meeting; and at least 30 days before the date of the annual general meeting, a proposed agenda with copies of reports of officers and any items proposed to be considered at the annual general meeting.
- C. Business Items.** Any business item (other than proposed amendments to these Bylaws or the charter) to be presented at an annual general meeting must be submitted in writing to the Voting Member at least 60 days before the applicable annual general meeting.

Section 4. Special Meetings. A special meeting of the National Council may be called at any time on request of: (a) the Chair of USYSA; (b) a majority of the Board of Directors; or (c) the Voting Member. The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting. Notice of a special meeting shall be provided to each State Association and the Board of Directors and shall include the date, time, place, and location as well as the business item(s) to be considered. The meeting notice must be sent to the National Council members at least 30 days prior to the meeting date.

ARTICLE XII VOTING BODY

Section 1. Composition of Voting Body (National Council Advisory Votes). For purposes of any vote or advisory vote from the National Council:

- A. State Associations.** Each recognized State Association shall be allocated a number of votes or advisory votes for National Council meetings and Regional Council meetings and votes at Federation National Council meetings as follows:

- (1) 100–1,000 players – 1 vote.
(2) 1,001–5,000 players – 2 votes.
(3) 5,001–25,000 players – 3 votes.
(4) 25,001–50,000 players – 4 votes.
(5) 50,001–100,000 players – 5 votes.
(6) 100,001 players and over – 6 votes.
- At each National Council meeting, the number of votes or advisory votes of a State Association is based on Section 1A of this Article. At each Regional Council meeting, the number of advisory votes of a State Association is based on Section 1A of this Article or based on one (1) vote for each State Association; provided, however, that for voting in any Regional Council elections, Section 1A must be followed. For the purposes of calculating the number of votes, the number of players is defined as the number of players registered by the State Association with USYSA for the immediate, prior Seasonal Year or the current Seasonal Year, whichever is greater. The determination of the number of votes or advisory votes for the current Seasonal Year shall be as of 30 days before the beginning of the National Council meeting or, if a mail vote, 30 days before the material on the mail vote is distributed.
- B. Officers and Board Members.** Each member of the Board of Directors, except the individual chairing the meeting, is entitled to one (1) advisory vote. The individual who is chairing a meeting of the National Council may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.
- C. Individuals.** Individuals are not entitled to vote.
- D. Advisory Vote Threshold.** Any vote or advisory vote of the National Council requires a two-thirds vote of the National Council.

ARTICLE XIII BOARD OF DIRECTORS

Section 1. Composition and Size. An election of the Board of Directors shall occur at the 2026 annual general meeting. The Board of Directors shall consist of the number of directors seated as of the conclusion of the 2026 annual general meeting plus a minimum of two (2) representatives of the Voting Member. All directors elected at the 2026 annual general meeting shall serve for a term of two (2) years beginning on September 1, 2026 and concluding on August 31, 2028. All directors elected at the 2025 annual general meeting shall serve a term beginning in July 2025 and concluding on August 31, 2028. With respect to the representatives of the Voting Member, the Voting Member shall provide the current Board a slate of a minimum of four (4) individuals, from which the current Board shall choose. Beginning on September 1, 2028, the Voting Member shall determine the size, identity and composition of the Board of Directors.

Section 2. Duties of the Board of Directors. The Board of Directors is responsible for the governance and oversight of the Corporation, subject to the reserved powers of the Voting Member set forth in 0. The Board’s responsibilities include providing votes or advisory guidance (as explicitly set forth below) to the Voting Member over the following:

- A.** enforcing these Bylaws, and the rules, policies and procedures of USYSA;
B. submitting to the National Council at each annual general meeting (approved by the Voting Member in each case):
1. a complete report on the activities of USYSA since the last annual general meeting;
and

2. a complete financial report of USYSA;
- C. adopting the report of the auditor annually;
- D. until the second anniversary of the 2026 annual general meeting, recommending a budget for each fiscal year to be submitted for recommendation by the National Council and approval by the Voting Member;
- E. until the second anniversary of the 2026 annual general meeting, approving any change proposed by the Voting Member to the fees paid by State Associations;
- F. until the second anniversary of the 2026 annual general meeting, approving any change in the tax-exempt purpose of USYSA, unless associated with a dissolution of the Corporation or merger of the Corporation into USSF;
- G. approving any change in the fiscal year of the Corporation;
- H. ensuring compliance with USSF bylaws and applicable law;
- I. adopt, rescind or amend policies (approved by the Voting Member in each case);
- J. overseeing strategic and financial planning in alignment with the Voting Member;
- K. appointing and supervising the CEO, who shall be approved by the Voting Member;
- L. determining award recipients for the USYSA awards;
- M. supporting the establishment of the place, date and time of annual general meetings as prescribed in these Bylaws;
- N. ensuring compliance with USSF requirements and applicable law;
- O. providing annual performance feedback to the Voting Member's executive team members working with USYSA;
- P. approve the recommendations of the Reserves Committee; and
- Q. exercise such other duties as prescribed for the Board of Directors in these Bylaws, in the USYSA policies and procedures, or in the adopted parliamentary authority.

Section 3. Independent Directors.

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

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

B. Duties of Independent Directors. The independent directors shall:

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

Section 4. Athlete Member

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

1. the individual is 18 years old or older;

2. the individual participated as an athlete in USYSA within 15 years of their initial election as a member of the USYSA Board of Directors;
3. the individual or the individual's immediate family member is not employed by or holds any governance position with any soccer organization;
4. the individual or the individual's immediate family member is not receiving any compensation (other than reimbursement of actual expenses) from any soccer organization; and
5. the individual or the individual's immediate family member is not a partner or has an ownership interest of five (5) percent or more in any soccer organization or any sponsor or vendor of any soccer organization.

B. Duties of the Athlete Member. The athlete member shall:

1. represent the general membership on matters of interest and concern; and
2. perform other responsibilities assigned by the Board or the Chair.

Section 5. Duties of Member-at-Large and Regional Representatives. The Member-at-Large and Regional Representatives shall:

1. represent the general membership on matters of interest and concern; and
2. perform other responsibilities assigned by the Board or the Chair.

Section 6. Chair and Vice-Chair of the Board of Directors.

A. Chair. The Chair presides at meetings of the Board and, except as otherwise provided, at meetings of the National Council, and provides leadership to the Board. The Chair has the voting rights specified in Article XII with respect to National Council votes and full voting rights as a director on Board matters unless otherwise limited by Board policy.

B. Vice-Chair. The vice-chair shall act in place of the Chair when the Chair is absent or unable to act, and shall perform such duties as the Board may assign.

Section 7. Removal of Directors. Any director may be removed for cause by the Voting Member. The term "cause" in this Article shall mean, without limitation, if such director publicly maligns the Corporation or the Voting Member, engages in fraud or dishonesty, commits a crime of moral turpitude, commits a breach of her or his fiduciary duties, or commits gross misconduct.

Section 8. Terms and Vacancies of Directors. All directors seated as of the conclusion of the 2026 annual general meeting shall be entitled to serve until August 31, 2028. Beginning on September 1, 2028, the Voting Member shall be entitled to fill any vacancies in the directors at its sole discretion.

Section 9. Meetings and Voting. The Board shall meet no less than four (4) times per year to conduct business, with notice and quorum requirements established by Board policy consistent with the Act. Each director, including the Chair, has one vote on Board matters, and Board actions are taken by the affirmative vote of a majority of directors present at a meeting at which a quorum is present, unless a higher threshold is required by applicable law, the charter, these Bylaws, or the Voting Member.

Section 10. Proxies. Proxies are not permitted at meetings of the Board.

ARTICLE XIV COMMITTEES

Section 1. Committees. The Voting Member shall have the ability to appoint (or maintain existing) standing committees in consultation with the Board, including with respect to duties and charters of such committees. Each committee shall consist of a minimum of five (5) members.

Members of each committee shall be appointed annually. The Board shall also assign liaisons from the Board to assist in the facilitation of each committee. The CEO shall share an application with the State Associations in which the State Associations can indicate their interest in participating in certain committees by submitting the application to the CEO. The CEO and Board shall then appoint the chair and members of each committee from among those State Associations that have indicated interest. Each committee shall develop a charter, which is to be approved by the Board.

Section 2. Reserves Committee. One such committee that is required to be formed annually is a committee established to outline the use of USYSA's reserves (the "Reserves Committee"). None of the members of the Reserves Committee shall be members of the Board. On or before January 1, 2027, the Reserves Committee shall finalize its charter. On January 1 of each year, the CEO of USYSA shall inform the Reserves Committee of USYSA's total amount of reserves as of such date, which shall include assets classified as reserves or long-term savings of USYSA (the "Reserves"), providing reasonably sufficient financial materials to justify the calculation of the Reserves. Each year, beginning in 2027, a certain amount of the Reserves shall be made available for allocation or disbursement by the Reserves Committee (such amount, the "Allocable Reserves"). In 2027, the Allocable Reserves shall be equivalent to one-third of the Reserves. In subsequent years, the Allocable Reserves shall refer to the balance of Reserves available after retaining sufficient amounts for reasonable operating reserves and any potential future liabilities (e.g., pending or threatened litigation), which shall be mutually determined in good faith by the Voting Member and Board. Each year, the Reserves Committee shall make a recommendation, in line with its charter, for allocation or disbursement of the Allocable Reserves, which such recommendation shall then be submitted to the Board for approval/denial. In the event the Board approves the recommendation of the Reserves Committee with respect to the Allocable Reserves, then such recommendation shall be submitted to the National Council for final approval/denial, which shall be sought during the next annual general meeting or special meeting of the National Council. The first approval vote on the use of Allocable Reserves by the National Council shall occur in 2027.

ARTICLE XV FEDERATION POSITIONS

Section 1. Federation Representation. The Corporation may designate individuals to serve in positions within the USSF structure, including commissioners of the USSF Youth Council administrative bodies and directors on USSF boards, councils or committees, consistent with USSF rules.

Section 2. Appointment of USSF Youth Council Commissioners. With respect to the USYSA-nominated commissioners of the USSF Youth Council Administrative Committee, such individuals shall be nominated by members of the National Council and then voted on by the National Council at the applicable USSF Youth Council meeting. The Voting Member shall have no role in the recommendation or nomination process for the USYSA-nominated commissioners of USSF Youth Council Administrative Committee.

ARTICLE XVI ELECTRONIC MEETINGS AND COMMUNICATION

Section 1. Electronic Meetings. Meetings of the Voting Member, Board, and National Council shall be authorized to meet in person or by means of remote communication, including telephone or video conference, to the extent permitted by the Act and consistent with policies adopted by the Board.

Section 2. Electronic Notices and Consents. Notices and other communications may be given or transmitted by electronic means to the extent permitted by the Act, and any action that may be taken without a meeting may be taken by electronic written consent if permitted by law.

ARTICLE XVII GRIEVANCES, DISPUTES, AND APPEALS

Section 1. General Requirements.

A. Each State Association shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.

B. If a State Association does not have those procedures required by Section 1A of this Article, the following procedures apply:

1. All parties are entitled to a hearing with proper notification.
2. Once a grievance, dispute, or appeal has been properly filed, the chair of the appropriate entity of the State Association shall notify all involved parties within five (5) days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.
3. The conduct of the hearing shall be as determined by the rules of the State Association.
4. A record (called the official record) shall be kept of the proceedings.
5. A written notification of the decision shall be sent to all involved parties in a timely fashion.
6. All hearings shall be scheduled to be held within 30 days.

Section 2. Resolution of Disputes.

A. A dispute between or among State Associations shall be resolved by the Board of Directors as follows:

1. Any State Association involved in a dispute between or among State Associations shall submit a written petition to the Board of Directors for the resolution of the dispute.
2. The Board of Directors may prescribe appropriate procedures for resolving the dispute, except that a hearing shall be conducted within 90 days of receipt of the petition, and a written decision or resolution shall be issued within 120 days of receipt of the petition.
4. The decision of the Board of Directors is final and binding on all parties.
5. The Board of Directors may require the disputing parties to participate in mediation, in which case the deadlines provided in paragraph 2 are extended by not more than 30 days.

B. With respect to all other disputes, USYSA:

1. favors the resolution of disputes through mediation whenever possible;
2. shall provide for the prompt resolution of disputes; and
3. shall prescribe policies to carry out this section.

Section 3. Appeals.

A. Except as otherwise provided by USSF Bylaw 705 or other USSF bylaw or policy, appeals of USYSA matters shall be as follows:

1. A matter that may be appealed from a level below the national level may be appealed to the appropriate body or the Board of Directors; and
2. For all other matters, the matter may be appealed to the Board of Directors.
- B.** The Board of Directors shall prescribe a policy to carry out appeals, including the amount of the appeals fee.

Section 4. Exhaustion of Remedies.

- A.** No member of USYSA, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts of the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations, and as provided within USYSA.
- B.** For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to USYSA for all expenses incurred by USYSA and its officers and members of the Board of Directors in defending each court action, including the following:
1. court costs;
 2. attorney's fees;
 3. reasonable compensation for time spent by USYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
 4. travel expenses; and
 5. expenses for holding special National Council meetings necessitated by court action.

ARTICLE XVIII ADMINISTRATIVE OPERATIONS

Section 1. Fiscal Year and Records. The Board shall establish the Corporation's fiscal year and adopt policies regarding the maintenance of books and records, internal controls, and financial reporting, including annual audits. USYSA shall maintain adequate and correct accounts, books, and records of its business and properties.

Section 2. Delegation to CEO. The Board may delegate to the CEO and staff such authority as is necessary for day-to-day operations, subject to Board oversight and the Voting Member's reserved powers.

Section 3. Equal Opportunity. USYSA shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions. Individuals serving on the Board of Directors of USYSA shall be selected without regard to that individual's race, color, religion, national origin, or sex. USYSA may not have eligibility criteria relating to amateur status more restrictive than those of USSF.

Section 4. Seasonal Year. The Seasonal Year shall be from September 1 of a calendar year through August 31 of the subsequent calendar year.

ARTICLE XIX INDEMNIFICATION

Section 1. Indemnification. To the fullest extent permitted by the Act, the Corporation shall defend and indemnify each of the Voting Member, its present or former directors, officers and employees against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, a party because that person is or

was serving in such a capacity. This right of indemnification may also apply to expenses of any litigation which is compromised or settled, including amounts paid in settlement, if USYSA approves the settlement as provided in Section 2 of this Article. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of USYSA. The termination of any litigation, judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of USYSA.

Section 2. Advancement of Expenses. The Voting Member may advance expenses to the indemnitees listed in Section 1 above in connection with proceedings arising out of their service, subject to receiving an undertaking to repay if required by law.

Section 3. Insurance. The Corporation may purchase and maintain insurance to protect the Corporation and the indemnitees listed in Section 1 against liability asserted against or incurred by such person, whether or not the Corporation would have the power to indemnify such person under the Act.

ARTICLE XX PARLIAMENTARY AUTHORITY

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

ARTICLE XXI AMENDMENT OF CHARTER AND BYLAWS

Section 1. Proposing Amendments. Any proposed amendment to the charter or Bylaws of the Corporation may be initiated by: (1) the Voting Member subject to the limitations on such amendments set forth in these Bylaws; (2) the Board of Directors; (3) a member of the Board of Directors; or (4) the CEO (through the Board).

Section 2. Advance Notice and Consultation.

A. Submission to the CEO. Any proposed amendment to the charter or Bylaws of USYSA by parties other than the Voting Member must be submitted in writing to the CEO at least 90 days in advance of a National Council meeting at which the amendment is proposed to be discussed.

B. Notice to Advisory Constituencies. Each proposed amendment received in compliance with Section 2A of this Article shall be sent in writing by the Corporation to the members of the National Council at least 30 days in advance of the National Council meeting at which the amendment is proposed to be discussed.

C. National Council Advisory Review. The National Council shall be given an opportunity at its annual general meeting or a special meeting to discuss and provide advisory recommendations on proposed amendments, which shall be provided to the Board and the Voting Member.

Section 3. Approval of Amendments. All amendments to the charter or these Bylaws require the approval of the Voting Member; provided, however that any amendment to Article XIV,

817 Section 2 also requires the approval of the National Council. The Board shall review and
818 recommend, or oppose, proposed amendments prior to submission to the Voting Member, except
819 where the Voting Member acts on its own initiative.

820 **Section 4. Effective Date.** Unless otherwise specified by the Voting Member at the time of
821 approval, any amendment to these Bylaws shall become effective as of the date of the meeting
822 that the amendment is adopted.