



# **UNITED STATES ADULT SOCCER ASSOCIATION, INC.**

## **Bylaws**

**Revised: September 28, 2019**

## TABLE OF CONTENTS

<b>UNITED STATES ADULT SOCCER ASSOCIATION, INC.</b> .....	<b>1</b>
<b>TABLE OF CONTENTS</b> .....	<b>2</b>
<b>PART I: GENERAL</b> .....	<b>4</b>
<i>Bylaw 101. NAME</i> .....	4
<i>Bylaw 102. PURPOSES AND STATUS</i> .....	4
<i>Bylaw 103. SLOGAN, USE OF NAME AND LOGO AND COLORS</i> .....	4
<i>Bylaw 104. FEDERATION MEMBERSHIP</i> .....	4
<i>Bylaw 105. FISCAL YEAR</i> .....	4
<i>Bylaw 106. ROBERT'S RULES OF ORDER</i> .....	4
<i>Bylaw 107. DEFINITIONS</i> .....	<b>Error! Bookmark not defined.</b>
<b>PART II: ORGANIZATION AND MEMBERSHIP</b> .....	<b>6</b>
SUBPART A: GENERAL .....	6
<i>Bylaw 201. ELIGIBILITY</i> .....	6
<i>Bylaw 202. MEMBERSHIP CATEGORIES</i> .....	6
<i>Bylaw 203. REGIONS</i> .....	8
SUBPART B: ORGANIZATION MEMBERS .....	9
<i>Bylaw 211. ADMISSION TO MEMBERSHIP</i> .....	9
<i>Bylaw 212. GENERAL RESPONSIBILITIES</i> .....	11
<i>Bylaw 213. SUBMISSION OF FEES AND OTHER INFORMATION</i> .....	11
SUBPART C: SUSPENSIONS, FINES AND TERMINATIONS .....	12
<i>Bylaw 221. SUSPENSIONS, FINES, AND TERMINATIONS</i> .....	12
<b>PART III: NATIONAL AND REGIONAL COUNCILS</b> .....	<b>13</b>
SUBPART A: NATIONAL COUNCIL .....	13
<i>Bylaw 301. GENERAL AUTHORITY</i> .....	13
<i>Bylaw 302. COMPOSITION &amp; VOTING</i> .....	<b>Error! Bookmark not defined.</b>
<i>Bylaw 303. REGULAR MEETINGS</i> .....	14
<i>Bylaw 304. SPECIAL MEETINGS</i> .....	15
<i>Bylaw 305. QUORUM</i> .....	15
SUBPART B: REGIONAL COUNCILS.....	15
<i>Bylaw 311. STATUS &amp; GENERAL AUTHORITY</i> .....	15
<i>Bylaw 312. COMPOSITION &amp; VOTING</i> .....	16
<i>Bylaw 313. MEETINGS</i> .....	16
<b>PART IV: OFFICERS, BOARD OF DIRECTORS AND FEDERATION POSITIONS</b> .....	<b>16</b>
SUBPART A: OFFICERS / DIRECTORS .....	16
<i>Bylaw 401. OFFICERS / DIRECTORS</i> .....	16
<i>Bylaw 402. ELECTIONS OF OFFICERS AND DIRECTORS</i> .....	17
<i>Bylaw 403. RESPONSIBILITIES OF OFFICERS AND DIRECTORS</i> .....	19
<i>Bylaw 404. REMOVAL OF OFFICERS AND DIRECTORS</i> .....	22
SUBPART B: BOARD OF DIRECTORS.....	22
<i>Bylaw 411. COMPOSITION AND GENERAL AUTHORITY</i> .....	22
<i>Bylaw 412. COMPOSITION</i> .....	22
<i>Bylaw 413. MEETINGS AND VOTING</i> .....	22
SUBPART C: REGIONAL EXECUTIVE COMMITTEE.....	23
<i>Bylaw 421. COMPOSITION AND GENERAL AUTHORITY</i> .....	23
SUBPART D: EXECUTIVE DIRECTOR .....	23
<i>Bylaw 431. APPOINTMENT</i> .....	23
<i>Bylaw 432. RESPONSIBILITIES</i> .....	23
SUBPART E: FEDERATION COMMISSIONER POSITIONS .....	24
<i>Bylaw 441. PROCEDURES FOR FILLING COMMISSIONER POSITIONS</i> .....	24
<b>PART V: COMMITTEES</b> .....	<b>25</b>
SUBPART A: COMMITTEES .....	25
<i>Bylaw 501. COMMITTEES</i> .....	25
SUBPART B: CATEGORIES .....	26
<i>Bylaw 511. ADMINISTRATIVE COMMITTEES</i> .....	26
<i>Bylaw 512. COMPETITION COMMITTEES</i> .....	28

<i>Bylaw 513. SPECIAL, TECHNICAL &amp; ADVISORY COMMITTEES</i> .....	28
<i>Bylaw 514. HALL OF FAME COMMITTEE</i> .....	29
<b>PART VI: ADMINISTRATIVE</b> .....	<b>29</b>
SUBPART A: FINANCES .....	29
<i>Bylaw 601. FISCAL YEAR BUDGET</i> .....	29
<i>Bylaw 602. ACCOUNTS AND FINANCIAL STATEMENTS</i> .....	29
SUBPART B: POLICIES AND PROCEDURES .....	29
<i>Bylaw 611. PUBLICATION</i> .....	29
<i>Bylaw 612. ADOPTION</i> .....	29
SUBPART C: GRIEVANCES, DISPUTES AND APPEALS.....	30
<i>Bylaw 621. ORGANIZATION MEMBER REQUIREMENTS</i> .....	30
SUBPART D: APPEALS PROCEDURES BEFORE THE APPEALS COMMITTEE .....	30
<i>Bylaw 631. GENERAL AUTHORITY</i> .....	30
<i>Bylaw 632. FILING PROCEDURE</i> .....	30
<i>Bylaw 633. EXHAUSTION OF REMEDIES REQUIREMENT</i> .....	32
<b>PART VII: TEAM COMPOSITION, REGISTRATION AND GAME PLAY</b> .....	<b>32</b>
<i>Bylaw 701. REGISTRATION OF PLAYERS</i> .....	32
<i>Bylaw 702. REGISTRATION OF TEAMS</i> .....	33
<i>Bylaw 703. PLAYING RULES</i> .....	33
<i>Bylaw 704. TRAVEL</i> .....	33
<b>PART VIII: AMENDMENTS TO CHARTERS AND BYLAWS</b> .....	<b>34</b>
<i>Bylaw 801. PROPOSING AMENDMENTS</i> .....	34
<i>Bylaw 802. ADVANCE NOTICE</i> .....	34
<i>Bylaw 803. VOTING REQUIREMENTS</i> .....	34
<i>Bylaw 804. PRIORITY</i> .....	34
<i>Bylaw 805. EFFECTIVE DATE</i> .....	34

## **PART I: GENERAL**

### ***Bylaw 101. NAME***

This organization shall be incorporated as the “United States Adult Soccer Association, Inc.”.

### ***Bylaw 102. PURPOSES AND STATUS***

**Section 1.** The purposes of USASA are:

- 1) to develop, promote and administer the game of adult soccer within the United States through the following:
  - a) by fostering national and international amateur soccer competitions;
  - b) by promoting participation and physical fitness for all ages through instructional and educational programs;
  - c) by providing training and licensing of coaches and referees; and
  - d) by coordinating with and assisting member organizations.
- 2) to organize and provide the necessary support for the activities of USASA in order to develop, promote and administer the game of adult soccer and to encourage more active community wide support of adult soccer and physical fitness; and
- 3) to develop, strengthen and promote a unified soccer community and to do any other act consistent with the purposes stated herein.

**Section 2.** USASA is established as a nonprofit and educational institution.

### ***Bylaw 103. SLOGAN, USE OF NAME AND LOGO AND COLORS***

**Section 1.** The slogan of USASA is “*Soccer... Your Game for Life*”.

**Section 2.** No one may use the name or initials of USASA or any of its logos except as provided under these bylaws or except with the express written consent of USASA.

**Section 3.** The colors of USASA are red, white and blue.

### ***Bylaw 104. FEDERATION MEMBERSHIP***

USASA is a National Association member of the Federation and will comply with the authority of the Federation.

### ***Bylaw 105. FISCAL YEAR***

The fiscal year of USASA begins on January 1 and ends on December 31.

### ***Bylaw 106. ROBERT'S RULES OF ORDER***

Except as otherwise provided in these Bylaws, all meetings of USASA shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

## **Bylaw 107. DEFINITIONS**

Except as otherwise provided, the following definitions apply to these bylaws and all policies of USASA:

- 1) Affiliate A multi-sport or single sport organization that independently conducts soccer programs (a) in the United States at the national or lower level, or (b) outside the United States whose members consist of members of the United States Armed Forces, the United States Foreign Service or their dependents.
- 2) Amateur Sports Act Ted Stevens Olympic and Amateur Sports Act (Chapter 2205 of Title 36, United States Code).
- 3) Associate An organization formed to advance a particular aspect of amateur or adult soccer, but not responsible for recruiting, training, fielding and funding of players.
- 4) Board of Directors The Board of Directors of USASA established under Bylaw 411.
- 5) Club An organization of one or more soccer teams usually playing within a geographic area.
- 6) Executive Director The Executive Director is the Chief Executive Officer of USASA as provided under Bylaw 431.
- 7) Federation The United States Soccer Federation, Inc.
- 8) FIFA The Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- 9) Foreign game Any game between a United States and a non-United States team (or 2 or more non-United States teams when the game is played in the United States) that is not an international game.
- 10) Individual Member An individual who is a member as provided under Bylaw 202, Section 5
- 11) International Game A game arranged between the teams, which are members of the Federation and another FIFA national association or a team composed of players of more than one FIFA national association.
- 12) League An organization that conducts competition among soccer teams.
- 13) National Council The National Council of USASA as provided under Bylaw 301.
- 14) National Cups Those Cups provided for under the USASA policy on National Cups competitions.
- 15) USASA League A league classified as a USASA League under Bylaw 202, Section 2.
- 16) Organization Member An organization that is classified as such a member of USASA as provided by Bylaw 202.
- 17) Region One of the 4 regions established under Bylaw 203.
- 18) Regional Council A council referred to in Bylaw 311.
- 19) Regional Executive Committee The Regional Executive Committee of USASA established under Bylaw 421
- 20) State Association An organization member provided by Bylaw 202, Section 1.
- 21) Team A group of soccer players playing on the same side in soccer games.

22) USASA

The United States Adult Soccer Association, Inc.

23) USASA Affiliate

An organization member provided by Bylaw 202, Section 3.

## **PART II: ORGANIZATION AND MEMBERSHIP**

### **Subpart A: General**

#### ***Bylaw 201. ELIGIBILITY***

The membership of USASA is open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators and officials without discrimination on the basis of race, color, religion, age, sex or national origin.

#### **Bylaw 202. MEMBERSHIP CATEGORIES**

##### **Section 1. State Association**

- 1) is the administrative body within a territory determined by the National Council to carry out USASA's programs for adult players;
- 2) is an Organizational Member of the National Council and the respective Region of which it is located; and
- 3) is responsible for the administration and promotion of the game of soccer within its jurisdiction and for the registration of its leagues, teams, players and coaches.

##### **Section 2. USASA League**

- 1) is a league with teams composed of adult players competing among several State Associations;
- 2) is an Organizational Member of the National Council;
- 3) will register its teams, players and coaches directly with USASA;
- 4) will have its player registrations assigned to the respective State Association in which those players reside;
- 5) is subject to the standards and responsibilities established by USASA policy. The designated tier level for the league will be determined by the policy; and
- 6) is granted membership upon recommendation of the USASA Board of Directors and admitted by majority vote of the National Council.

##### **Section 3. USASA Affiliate**

- 1) is an association that independently conducts recreational competitions among several State Associations;
- 2) is an Organizational Member of the National Council;
- 3) is responsible for the registration of its teams, players and coaches;
- 4) is subject to the standards and responsibilities established by USASA policy; and
- 5) is granted membership upon recommendation of the USASA Board of Directors and admitted by majority vote of the National Council.

##### **Section 4. USASA Associate**

- 1) is an association formed to advance a particular aspect of adult soccer but not responsible for recruiting, training, fielding and funding of leagues, teams, players and

- coaches;
- 2) is a Member that may make or second motions and participate in debate in the National Council but is not entitled to a vote; and
  - 3) is granted membership upon recommendation of the USASA Board of Directors and admitted by majority vote of the National Council.

**Section 5. Individual Member**

- 1) The following are recognized as Individual Members of USASA:
  - a. Players, coaches, referees and administrators recognized as members of any of the membership categories stated above;
  - b. Individuals inducted into the USASA Hall of Fame
  - c. Elected officers of USASA and USASA Regions
  - d. Individuals appointed to USASA Committees
- 2) Individual Members are not granted voting rights at National Council Meetings unless acting in capacity as a delegate of an Organizational Member or as an elected officer of USASA or USASA Region.

## **Bylaw 203. REGIONS**

### **Section 1.**

- 1) USASA has the following four (4) administrative, geographic regions:
  - a) Region I
  - b) Region II
  - c) Region III
  - d) Region IV
- 2) Each State Association shall be a member of the region within whose geographic boundaries it is located.

### **Section 2.** Region I is composed of the following:

- 1) Connecticut State Soccer Association
- 2) Delaware Soccer Association
- 3) Eastern New York State Soccer Association
- 4) Eastern Pennsylvania Soccer Association
- 5) Maine Soccer Association
- 6) Maryland State Soccer Association
- 7) Massachusetts State Soccer Association
- 8) Metropolitan D.C.-Virginia Soccer Association
- 9) New Hampshire Soccer Association
- 10) New Jersey Soccer Association
- 11) Pennsylvania West Soccer Association
- 12) Rhode Island Soccer Association
- 13) Vermont State Soccer Association
- 14) West Virginia Soccer Association
- 15) Western New York Soccer Association
- 16) any Regional League that is a member of the region.

### **Section 3.** Region II is composed of the following:

- 1) Illinois State Soccer Association
- 2) Indiana Soccer Association
- 3) Iowa Soccer Association
- 4) Kansas Soccer Association
- 5) Kentucky Soccer Association
- 6) Michigan Soccer Association
- 7) Minnesota Soccer Association
- 8) Missouri Soccer Association
- 9) Nebraska State Soccer Association
- 10) North Dakota Soccer Association
- 11) Ohio Soccer Association North
- 12) South Dakota Adult Soccer Association
- 13) Southern Ohio Adult Soccer Association
- 14) Wisconsin Soccer Leagues
- 15) any Regional League that is a member of the region.



**Section 4.** Region III is composed of the following:

- 1) Alabama Soccer Association
- 2) Arkansas State Soccer Association
- 3) Florida State Soccer Association
- 4) Georgia State Soccer Association
- 5) Louisiana Soccer Association
- 6) Mississippi Soccer Association
- 7) North Carolina Adult Soccer Association
- 8) North Texas State Soccer Association
- 9) Oklahoma Soccer Association
- 10) South Carolina Amateur Soccer Association
- 11) Tennessee State Soccer Association
- 12) Texas State Soccer Association - South
- 13) any Regional League that is a member of the region.

**Section 5.** Region IV is composed of the following:

- 1) Alaska State Soccer Association
- 2) Amateur Soccer Association of Wyoming
- 3) Arizona State Soccer Association
- 4) California Soccer Association North
- 5) California State Soccer Association - South
- 6) Colorado Soccer Association
- 7) Hawaii Soccer Association
- 8) Idaho State Soccer Association
- 9) Montana Soccer Association
- 10) Nevada State Soccer Association
- 11) New Mexico State Soccer Association
- 12) Oregon Adult Soccer Association
- 13) Utah Soccer Association
- 14) Washington State Soccer Association
- 15) any Regional League that is a member of the region.

**Subpart B: Organization Members**

***Bylaw 211. ADMISSION TO MEMBERSHIP***

**Section 1.** An organization desiring to become an Organization Member must submit a written application for membership to the Executive Director. USASA shall establish and publish a policy outlining the procedure for application of new members to join the USASA and the process for consideration of said application.

**Section 2.** Acceptance of New Member

- 1) An applicant is admitted as a Member by majority vote of the National Council.
- 2) The Board of Directors may provisionally recognize an applicant as an Organization Member pending a report from the Rules Committee that the organization's application and accompanying documents comply with the requirements of USASA and the Federation. At the next scheduled meeting of the National Council, the application shall be voted upon.

### **Section 3. State Association Replacement**

- 1) In the event a State Association has voluntarily withdrawn its authority and jurisdiction of a territory previously determined by the National Council, the State Association has been found in bad standing or a vacancy is created by actions of the Federation, the Board of Directors at its discretion may undertake to administer that same territory for all purposes until an application is received, reviewed and approved to replace the withdrawn association.

## ***Bylaw 212. GENERAL RESPONSIBILITIES***

**Section 1.** As a condition for obtaining and maintaining membership in good standing with USASA each member shall satisfy all of the following requirements:

- 1) comply with all bylaws, policies and requirements of USASA and the U.S. Soccer Federation, to the extent applicable to that classification of membership.
- 2) submit to USASA any amendment to its charter or articles of incorporation, Bylaws, rules and regulations not later than 90 days after adoption of that amendment;
- 3) submit to USASA its most current annual reports and financial statements within 90 days after the start of its seasonal year;
- 4) pay fees due USASA by the required deadline;
- 5) submit all USASA required player registrations by the required deadlines; and
- 6) comply with the Amateur Sports Act, to the extent applicable.

**Section 2.** Each Organization Member shall retain its own autonomy except as otherwise provided in these bylaws.

## ***Bylaw 213. SUBMISSION OF FEES AND OTHER INFORMATION***

**Section 1.** To remain in good standing each Member shall submit annually to USASA the membership fee recommended by the Board of Directors and approved by the National Council and all documents and registration data as required under USASA Bylaws and Policies. The Board of Directors shall set the deadline for when the fees, documents and registration data are due.

**Section 2.** The Board of Directors shall recommend fees for player registration for approval by the National Council. The registration fees shall be submitted no later than sixty (60) days after registration of such players by the Organizational Member.

**Section 3.** Failure to submit any fees, documents or registration data in a timely manner set forth by the Board of Directors may result in loss of voting rights and may also result in a fine no greater than \$100 in relation to membership fees or submission of documents and registration data or no greater than \$1 per player for failure to submit the player registration fee.

### **Section 4.**

- 1) Fifty percent of the annual membership fee paid to USASA by a National League or a Regional League shall be distributed, on a pro-rated basis, to each of the regions in which teams of the League are domiciled. The team registration fees paid to USASA by a National or Regional League shall be distributed 50 percent to the regions and 50 percent to the State Associations in which the teams are domiciled.
- 2) Notwithstanding sections 2 and 3 of this bylaw, the fees referred to in this section must be paid to USASA at least 30 days before the first League game of the year.

## **Subpart C: Suspensions, Fines and Terminations**

### ***Bylaw 221. SUSPENSIONS, FINES, AND TERMINATIONS***

**Section 1.** An Organization Member failing to pay the required fees and to report the required registration data due to USASA shall be subject to sanctions as set forth in a policy to be established and published by USASA. Such sanctions can include suspension, fines and/or termination of membership.

**Section 2.** Notwithstanding Section 1 of this Bylaw, the membership of an Organization Member whose suspension is in effect on the last day of a fiscal year is terminated as of the first day of the next fiscal year unless the Board of Directors provides otherwise.

**Section 3.** Upon notice by USASA, a suspension or other disciplinary action imposed by USASA in accordance with these Bylaws shall be recognized by all members of USASA. Suspensions and other disciplinary actions imposed by members of USASA shall be recognized by USASA and all other USASA members on proper notification to USASA.

**Section 4.** Except as may be provided in Section 1 above, suspended or terminated members may apply to the Board of Directors for reinstatement.

## **PART III: NATIONAL AND REGIONAL COUNCILS**

### **Subpart A: National Council**

#### ***Bylaw 301. GENERAL AUTHORITY***

The National Council shall be the representative membership body of USASA and has the following authority:

- 1) to amend the charter and Bylaws of USASA;
- 2) to adopt the budget of USASA;
- 3) to elect the officers, the Directors-at-Large, and the Independent Directors of USASA;
- 4) to approve fees;
- 5) to approve membership applications of Organization Members;
- 6) to adopt and amend policies and to amend policies adopted by the Board of Directors;
- 7) to approve changes in the boundaries of State Associations; and
- 8) to ratify actions of the Board of Directors.

#### **Bylaw 302. COMPOSITION & VOTING**

##### **Section 1. Organization Members**

- 1) State Associations and **USASA Affiliates** are entitled to the following votes on the basis of the number of players registered and fees paid to USASA:
  - a) 0 to 44 players 0 votes
  - b) 45 to 750 players 1 vote
  - c) 751 to 1,700 players 2 votes
  - d) 1,701 to 3,400 players 3 votes
  - e) 3,401 to 8,500 players 4 votes
  - f) 8,501 to 15,000 players 5 votes
  - g) Over 15,000 players 6 votes
- 2) For purposes of determining the voting strength at Regional and National Councils, State Associations will include among its count those players registered by the State Association and players registered through USASA Leagues of which have been assigned to the respective State Association based on the residence of those players
- 3) Each USASA League is entitled to one (1) vote at the National Council
- 4) A USASA Associate is not entitled to vote. An Associate may make or second motions and participate in debate as a member of the National Council.

##### **Section 2. Officers, Directors and Past Presidents**

The following individuals are entitled to one vote:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

- 5) Director-at-Large
- 6) Independent Director
- 7) Regional Director
- 8) Regional Deputy Director
- 9) Regional Secretary
- 10) Regional Treasurer
- 11) Past Presidents of USASA

### **Section 3. Voting**

- 1) Organization Members, Officers, Directors and Past Presidents shall be members of the National Council and entitled to votes as prescribed in Sections 1 & 2.
- 2) USASA National Council Meetings – Delegates representing Organizational Members along with Officers, Directors and Past Presidents are entitled to vote on matters brought before National Council Meetings of USASA. In regards to elections, Officers, Directors and Past Presidents are not entitled to a vote.
- 3) Federation National & Adult Council Meetings – USASA will designate its Organization Members, Officers, Directors and Past Presidents as member delegates at meetings of the Federation’s National and Adult Councils entitled to vote as prescribed in Sections 1 & 2. The voting determination and weight allocated to USASA shall be specified by Federation bylaws. Delegates must register with the Federation for the meetings and may only register in one capacity.
- 4) An individual eligible to vote in more than one capacity may only vote in one of those capacities as selected by that individual.
- 5) Voting by proxy is not allowed.
- 6) Each Organization Member shall designate its representatives and alternates to a meeting. If the Organization Member has more than one vote at a meeting, it is entitled to have representatives and alternates at the meeting, each equal to the number of its votes at the meeting with each representative casting one of the votes. However, all votes of the Organization Member may be cast by the representatives present at the time of the vote, even if not all of its representatives are present.
- 6) Alternates to representatives may attend the meetings. Alternates shall not have a vote in the presence of the representatives but shall have the right to speak.
- 7) Players registered and fees paid to USASA are those registered and whose fees have been received by USASA during the previous calendar year prior to the Annual General Meeting. The registration shall be certified by the USASA Executive Director, received at the USASA office by December 31 in order for those players to be counted for voting purposes. The number of votes determined at the Annual General Meeting shall remain in effect until the next Annual General Meeting.

### ***Bylaw 303. REGULAR MEETINGS***

**Section 1.** The National Council shall hold an Annual General Meeting (AGM).

**Section 2.** Notice of a regular meeting shall be mailed by the Executive Director to the Secretary of each Organization Member, the Board of Directors, Regional Secretaries and Regional Treasurers at least 90 days before the date of the meeting.

**Section 3.** The order of business at the meeting shall be as follows:

- 1) Moment of Silence
- 2) Roll call.
- 3) Credentials.
- 4) Minutes.
- 5) Elections.
- 6) Communications.
- 7) Reports.
- 8) Unfinished business.
- 9) Amendments to the charter, Bylaws and policies.
- 10) New business.
- 11) Adjournment.

**Section 4.** Any business item (other than proposed amendments to the charter, Bylaws or policies of USASA) to be presented at a regular meeting of the National Council must be submitted in writing to the Executive Director at least 60 days before the meeting. In urgent cases and upon a two-thirds majority vote, the National Council may agree to consider such a business item not submitted on time.

#### ***Bylaw 304. SPECIAL MEETINGS***

**Section 1.** A special meeting of the National Council may be called at any time by:

- 1) the Board of Directors; or
- 2) written request to the Executive Director from more than 50 percent of the Organization Members.

**Section 2.** Notice of a special meeting shall be mailed by the Executive Director to the designated representatives of each Organization Member, the Board of Directors, Regional Secretaries and Regional Treasurers within 14 days of the call. The meeting must be held within 60 days of the call.

#### ***Bylaw 305. QUORUM***

A quorum at any meeting of the National Council shall be more than 50 percent of the total number of votes eligible to be cast.

#### **Subpart B: Regional Councils**

##### ***Bylaw 311. STATUS & GENERAL AUTHORITY***

The Regional Council shall be the representative membership body of the Region and has the following authority:

- 1) to adopt and amend regional policies;
- 2) to adopt the budget of the Region;
- 3) to elect the officers of the Region; and
- 4) to implement regional and national programs.

## **Bylaw 312. COMPOSITION & VOTING**

### **Section 1. Composition**

Each region shall have a Regional Council composed of the Regional Director, Regional Deputy Director, Regional Secretary, Regional Treasurer and representatives from each State Association within the Region.

### **Section 2. Voting**

- 1) State Associations and Regional Officers are entitled to votes as prescribed under Bylaw 302.
- 2) Regional Council Meetings – Delegates representing State Associations, Regional and National Leagues along with the Regional Officers are entitled to vote on matters brought before Regional Council Meetings. In regards to elections, Officers are not entitled to a vote. USASA leagues shall be entitled to one vote in each region in which they operate.
- 3) An individual eligible to vote in more than one capacity may only vote in one of those capacities as selected by that individual.
- 4) Voting by proxy is not allowed.
- 5) Each Organization Member shall designate its representatives and alternates to a meeting. If the Organization Member has more than one vote at a meeting, it is entitled to have representatives and alternates at the meeting, each equal to the number of its votes at the meeting with each representative casting one of the votes. However, all votes of the Organization Member may be cast by the representatives present at the time of the vote, even if not all of its representatives are present.
- 6) Alternates to representatives may attend the meetings. Alternates shall not have a vote in the presence of the representatives but shall have the right to speak.

## **Bylaw 313. MEETINGS**

Each region shall hold at least two (2) Regional Council meetings each year.

## **PART IV: OFFICERS, BOARD OF DIRECTORS AND FEDERATION POSITIONS**

### **Subpart A: Officers / Directors**

#### ***Bylaw 401. OFFICERS / DIRECTORS***

**Section 1.** The officers of USASA are the President, Vice President, Secretary and Treasurer

**Section 2.** Directors-at-Large, and Independent Directors are individuals who serve on the Board of Directors.

**Section 3.** The officers of a Region are its Regional Director, Regional Deputy Director, Regional Secretary and Regional Treasurer.



**Section 4.** An individual may only hold one of the positions named above.

## **Bylaw 402. ELECTIONS OF OFFICERS AND DIRECTORS**

### **Section 1. President**

- 1) The President of USASA shall be elected at the Annual General Meeting, for duration of two (2) successive AGM cycles, in even numbered years.
- 2) If for any reason the position of President becomes vacant, the Vice President shall become the President of USASA for the balance of the term of office. If the position of President becomes vacant when the position of Vice President is also vacant, the Board of Directors may appoint an individual to be Acting President until a meeting of the National Council can be held to fill the vacancy for the balance of the term.

### **Section 2. Vice President**

- 1) The Vice President of USASA shall be elected at the Annual General Meeting, for duration of two (2) successive AGM cycles, in odd-numbered years.
- 2) If for any reason the position of Vice President becomes vacant, the Board of Directors may appoint an individual to be Acting Vice President until a meeting of the National Council can be held to fill the vacancy for the balance of the term.
- 3) If an individual is appointed as Acting Vice President and the position of President then becomes vacant, the individual designated as Acting Vice President remains as Acting Vice President unless the Board of Directors acts under Section 1 of this bylaw to appoint that individual as Acting President.

### **Section 3. Secretary**

- 1) The Secretary of USASA shall be elected at the Annual General Meeting, for duration of two (2) successive AGM cycles, in even-numbered years.
- 2) If for any reason the position of Secretary becomes vacant, the Board of Directors shall appoint an individual to be Acting Secretary, until a meeting of the National Council can be held to fill the vacancy for the balance of the term.

### **Section 4. Treasurer**

- 1) The Treasurer of USASA shall be elected at the Annual General Meeting, for duration of two (2) successive AGM cycles, in odd-numbered years.
- 2) If for any reason the position of Treasurer becomes vacant, the Board of Directors shall appoint an Acting Treasurer, until a meeting of the National Council can be held to fill the vacancy for the balance of the term.

### **Section 5. Director-at-Large**

- 1) Each Director-at-Large shall be elected for a term of two (2) successive AGM cycles.
- 2) One Director-at-Large shall be elected in even-numbered years; the other shall be elected in odd-numbered years.
- 3) If for any reason the position of a Director-at-Large becomes vacant, the Board of Directors may appoint an individual to be Acting Director-at-Large until a meeting of the National Council can be held to fill the vacancy for the balance of the term.

## **Section 6. Independent Director**

- 1) Each Independent Director shall be elected for the duration of two (2) successive AGM cycles, with a limit of three consecutive terms.
- 2) One Independent Director shall be elected in even-numbered years; the other shall be elected in odd-numbered years.
- 3) The position(s) of Independent Director(s) shall be filled by qualified nominees. In the case of failure to elect an Independent Director, the position will remain vacant until a meeting of the National Council can be held.

### **Proviso:**

**The National Council may elect two independent directors at the 2017 annual council meeting as long as the candidate(s) and the election process complies with all aspects of these bylaws. Should the council elect an independent director during the 2017 annual meeting, the newly elected independent director's term will expire at the close of USASA's 2018 annual general meeting. If the council elects a second independent director during the 2017 annual meeting, the second newly elected independent director's term will expire at the close of USASA's 2019 annual general meeting.**

## **Section 7. Regional Director**

- 1) Each Regional Director shall be elected for duration of two (2) successive AGM cycles.
- 2) Regions I and III shall elect their Regional Directors at Regional Council meetings held during the annual general meeting of the National Council held in even-numbered.
- 3) Regions II and IV shall elect their Regional Directors at Regional Council meetings held during the annual general meeting of the National Council held in odd-numbered years.

## **Section 8. Regional Deputy Director**

- 1) Each Regional Deputy Director shall be elected for duration of two (2) successive AGM cycles.
  - a) Regions I and III shall elect their Regional Deputy Director at the Regional Council meeting held during the annual general meeting of the National Council held in odd-numbered years.
  - b) Regions II and IV shall elect their Regional Deputy Director at the Regional Council meeting held during the annual general meeting of the National Council held in even-numbered years.
- 2) If for any reason the position of Deputy Director becomes vacant, the Regional Executive Committee shall appoint an individual to be Acting Deputy Director, until a meeting of the Regional Council can be held to fill the vacancy for the balance of the term.

## **Section 9. Regional Secretary**

- 1) Each Regional Secretary shall be elected for duration of two (2) successive AGM cycles.
  - a) Regions I and III shall elect their Regional Secretary at the Regional Council meeting held during the annual general meeting of the National Council held in even-numbered years.
  - b) Regions II and IV shall elect their Regional Secretary at the Regional Council meeting held during the annual general meeting of the National Council held in odd-numbered years.

- 2) If for any reason the position of Secretary becomes vacant, the Regional Executive Committee shall appoint an individual to be Acting Secretary, until a meeting of the Regional Council can be held to fill the vacancy for the balance of the term.

#### **Section 10. Regional Treasurer**

- 1) Each Regional Treasurer shall be elected for duration of two (2) successive AGM cycles.
  - a) Regions I and III shall elect their Regional Treasurer at the Regional Council meeting held during the annual general meeting of the National Council held in odd-numbered years.
  - b) Regions II and IV shall elect their Regional Treasurer at the Regional Council meeting held during the annual general meeting of the National Council held in even-numbered years.
- 2) If for any reason the position of Treasurer becomes vacant, the Regional Executive Committee shall appoint an individual to be Acting Treasurer, until a meeting of the Regional Council can be held to fill the vacancy for the balance of the term.

**Section 11.** An officer referred to in this Bylaw shall commence a term of office after the adjournment of the meeting at which the officer was elected or appointed or immediately after a vacancy has occurred.

### ***Bylaw 403. RESPONSIBILITIES OF OFFICERS AND DIRECTORS***

**Section 1.** The President of USASA shall:

- 1) administer the affairs of USASA with the concurrence of the National Board of Directors and ensure the proper administration of Federation, USASA, State Association, National League, Regional League and Affiliate policies and rules;
- 2) serve as liaison between the Federation Board of Directors and USASA;
- 3) serve as the chairman of all meetings of the National Council and the National Board of Directors;
- 4) establish USASA committees and appoint committee chairmen as provided by Bylaws 501; and
- 5) serve as the general representative of USASA at Regional Council meetings.

**Section 2.** The Vice President of USASA shall:

- 1) assist the President of USASA;
- 2) assume the chair in the absence of the President;
- 3) serve
  - a) as a member of any committee by appointment, or
  - b) as designated by the President, as the representative of the National Board of Directors to the committee as a non-voting member;
- 4) serve as a general representative of USASA in the absence of the President;
- 5) initiate a first-level attempt to solve problems submitted by National and Regional Leagues working directly with the leagues to help them solve institutional and administrative problems that occur within the federation, such as problems with other leagues, USASA, other Federation National Associations and referees; and
- 6) perform other duties assigned by the National Board of Directors.

**Section 3.** The Secretary of USASA shall:

- 1) Coordinate the following duties with the Administrator:

- a) ensure that proper notice of all USASA meetings is given;
  - b) ensure an accurate recording and publishing of National Council and National Board of Directors meeting minutes to the members;
  - c) ensure that the minutes of the National Board of Directors meetings are reviewed for accuracy by the Executive Committee and that the National Board of Directors minutes must be approved and distributed to the membership within 30 days after each meeting;
  - d) ensure that the files and records of USASA are properly maintained; and
  - e) ensure the printing and distribution of USASA materials;
- 2) serve
- a) as a member of any committee by appointment, or
  - b) as designated by the President, as the representative of the National Board of Directors to the committee as a non-voting member; and
- 3) perform other duties assigned by the National Board of Directors or President.

**Section 4.** The Treasurer of USASA shall:

- 1) coordinate the following duties with the Administrator:
  - a) ensure the keeping of full and accurate accounts of receipts and disbursements of USASA;
  - b) ensure the preparation of financial statements on a monthly basis and their transmittal to all Organization Members within 30 days after the end of the reporting period; and
  - c) in accordance with the financial policies of USASA, secure an independent review of financial accounts and transactions of USASA, including all accounts and transactions of the regions;
- 2) assist the National Board of Directors in establishing a proposed budget and serve as an ex officio member of the Finance Committee;
- 3) except as otherwise provided in clause (2) of this subsection, serve
  - a) as a member of any other committee by appointment, or
  - b) as designated by the President, as the representative of the National Board of Directors to the committee as a non-voting member; and
- 4) perform other duties assigned by the National Board of Directors.

**Section 5.** The Directors-at-Large shall:

- 1) serve as a member of any committee by appointment or as designated by the President, as the representative of the National Board of Directors to the committee as a non-voting member;
- 2) perform other duties assigned by the Board of Directors or the President

**Section 6.** The Independent Directors shall:

- 1) serve as a member of any committee by appointment or as designated by the President, as the representative of the National Board of Directors to the committee as a non-voting member;
- 2) perform other duties assigned by the Board of Directors or the President.
- 3) An individual may not be an Independent Director if at any time during the five (5) years before commencing or during his or her term—
  - a. the individual was employed by or held any paid position or any volunteer governance position with USASA, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, outside counsel of USASA, or the Federation;
  - b. an immediate family member of the individual was employed by or held any paid

- position or any volunteer governance position with USASA, the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, outside counsel of USASA or the Federation;
- c. the individual or immediate family member receives compensation (other than reimbursement for actual expenses) directly or indirectly from USASA, the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of USASA or the Federation; or
  - d. the individual or immediate family member is a partner or has an ownership interest of 5 percent or more in an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of USASA or the Federation.
- 2) If an Independent Director position becomes vacant during a term of office, the remaining members of the Board of Directors may fill the position with a qualified candidate through the next annual general meeting of the National Council. The Council will then conduct an election for the remainder of the unexpired term, if any.
  - 3) Candidates for the position of Independent Director must submit a detailed resume and application form to the Executive Director of USASA no later than 90 days prior to the respective AGM.

**Section 7.** The Regional Director of each region shall:

- 1) serve as the chairman of the Regional Council;
- 2) coordinate and represent USASA in all matters pertaining to amateur adult soccer within the region; and
- 3) be responsible for the implementation of the policies of USASA.

**Section 8.** The Regional Deputy Director of each region shall:

- 1) assist the Regional Director;
- 2) represent the region at meetings in the absence of the Regional Director;
- 3) when the position of Regional Director becomes vacant, become the Regional Director for the balance of the term; and
- 4) perform other duties assigned by the Regional Director.

**Section 9.** The Regional Secretary of each region shall:

- 1) keep accurate minutes of all meetings of the members and officers of the region; and
- 2) perform other duties assigned to the Secretary by the Regional Director.

**Section 10.** The Regional Treasurer of each region shall, subject to the order of the Regional Council:

- 1) have the care and custody of the money, funds and documents of the region;
- 2) keep correct and complete books and records of accounts of the region's transactions, which shall be the property of the region;
- 3) render financial reports and statements on the condition of the region when so requested by the Regional Council or Regional Director; and
- 4) perform other duties assigned to the Treasurer by the Regional Director.

#### **Bylaw 404. REMOVAL OF OFFICERS AND DIRECTORS**

Any member referred to in Bylaw 401 may be removed from office for reasonable cause.

- 1) The President, Vice President, Secretary, Treasurer or Directors-at-Large or Independent Directors of USASA may be removed by a two-thirds vote at any National Council meeting.
- 2) The Regional Director, Regional Deputy Director, Regional Secretary or Regional Treasurer may be removed by a two-thirds vote at any Regional Council meeting of the region.
- 3) Removal under this Bylaw also simultaneously removes that individual from all other positions of USASA.

#### **Subpart B: Board of Directors**

#### **Bylaw 411. COMPOSITION AND GENERAL AUTHORITY**

**Section 1.** The USASA shall have a Board of Directors. Except as otherwise specifically provided by these bylaws, the Board of Directors shall have all governance and administrative authority of USASA as provided.

**Section 2.** Except as otherwise provided by these Bylaws, the Board of Directors is accountable for the governance of USASA. The Board of Directors shall adopt policies and resolutions to:

- 1) enforce the Bylaws, rules, policies and procedures of USASA;
- 2) approve all competitions under the direct auspices of USASA;
- 3) approve all programs under the auspices of USASA
- 4) approve all marketing, promotional and sponsorship agreements under the auspices of USASA
- 5) take other *governance* and oversight actions as may be required

#### **Bylaw 412. COMPOSITION**

##### **Section 1.**

The Board of Directors consists of the following:

- 1) President
- 2) Vice President
- 3) Treasurer
- 4) Secretary
- 5) Regional Directors
- 6) Directors-at-Large
- 7) Independent Directors

#### **Bylaw 413. MEETINGS AND VOTING**

**Section 1.** The Board of Directors shall meet at least 4 times each year. Special meetings may be called by the President or a majority of the Board of Directors.

##### **Section 2.**

- 1) The President, Vice President, Secretary and Treasurer of USASA, the Regional

Directors, Directors-at-Large, and Independent Directors shall each have one vote at all Board of Directors meetings.

- 2) Regional Deputy Directors may
  - a) attend board meetings
  - b) make and second motions
  - c) participate in debate, and
  - d) vote at Board of Directors meetings only in the absence of or in place of his/her respective Regional Director.

### **Subpart C: Regional Executive Committee**

#### ***Bylaw 421. COMPOSITION AND GENERAL AUTHORITY***

**Section 1.** USASA has four (4) Regions. The Regional Executive Committee is composed of the Regional Director, Regional Deputy Director, Regional Secretary and Regional Treasurer.

**Section 2.** Except as otherwise provided by these Bylaws, the Regional Executive Committee shall conduct all of the business affairs of its respective Region.

**Section 3.** The Regional Executive Committee shall have the authority to:

- 1) enforce the rules, policies and procedures of its Region;
- 2) approve all competitions under the direct auspices of its Region;
- 3) approve all promotional, educational and training programs under the auspices of its Region;
- 4) provide notice of policy changes to its membership within fifteen (15) days after adoption.

### **Subpart D: Executive Director**

#### ***Bylaw 431. APPOINTMENT***

USASA will have an Executive Director who shall be an employee of USASA and serves at the discretion of the Board of Directors. The Executive Director shall be selected by the President subject to the approval of the Board of Directors and shall serve as the Chief Executive Officer of the USASA with the authority to oversee the operations, management, and programs of the USASA.

#### ***Bylaw 432. RESPONSIBILITIES***

The Executive Director shall:

- 1) subject to the approval of the Board of Directors, maintain USASA staff that is provided under the USASA budget to carry out programs and daily operations of the USASA and the responsibilities of the Executive Director;
- 2) attend meetings of the National Council and the Board of Directors;
- 3) maintain the office, assets, records and correspondence of the USASA;
- 4) prepare and maintain financial reports of the USASA; ensure that notices and minutes of meetings are distributed in accordance with these bylaws;
- 5) prepare and distribute an annual report to the members of the National Council at least 30 days before the Annual General Meeting;
- 6) perform other duties assigned by the Board of Directors;



- 7) provide notice of policy changes to its membership within fifteen (15) days after adoption;
- 8) provide an updated copy of all USASA policies on the USASA web page within fifteen (15) days after adoption.

## **Subpart E: Federation Commissioner Positions**

### ***Bylaw 441. PROCEDURES FOR FILLING COMMISSIONER POSITIONS***

**Section 1.** This bylaw specifies, determines or governs the allocation and selection of USASA non-athlete Commissioner positions on the Federation's Adult Council's Administrative Commission. These Commissioners shall serve a term of two (2) successive AGM cycles, unless otherwise provided and shall be members of the Federation's National Board of Directors.

**Section 2.** The following individuals shall fill the Commissioner positions:

- 1) the President of USASA, ex officio, with terms expiring in even-numbered years.
- 2) the Vice President of USASA, ex officio, with terms expiring in odd-numbered years.
- 3) the 4 Regional Directors, ex officio, with the terms of the Region I and III Directors expiring in even numbered years and the terms of the Region II and Region IV Directors expiring in odd-numbered years.
- 4) 2 at large individuals elected by the National Council at its annual general meeting, with one individual being elected at meetings in odd-numbered years and the other individual being elected at meetings in even-numbered years.
- 5) If for any reason either one or both of the at-large positions becomes vacant, the Board of Directors shall appoint (an) individual(s) to be Acting At-Large Commissioner(s) until a meeting of the National Council can be held to fill the vacancy for the balance of the term.

### **Section 3.**

If the allocation of positions to USASA is less than 8 positions, the following procedures apply:

- 1) If the allocation is for 7 positions, then the position of the individual elected at large whose term expires in the year the allocation is for 7 positions is not filled as long as the number of positions allocated is 7 and the term of office of that individual as Commissioner is terminated.
- 2) If the allocation is for 6 positions, then both of the positions of the individuals elected at large are not filled as long as the number of positions allocated is 6 and the terms of office of those individuals as Commissioners are terminated.
- 3) If the allocation is for 5 positions, then both of the individuals elected at large and the ex officio position of Vice President are not filled as long as the number of positions allocated is five (5) and the terms of office of those individuals as Commissioners are terminated.



## **PART V: COMMITTEES**

### **Subpart A: Committees**

#### ***Bylaw 501. COMMITTEES***

**Section 1.** USASA shall establish committees that will assist in the administration of activities, programs and events of USASA

**Section 2.** The Committees of USASA shall be established in the following categories:

- 1) Administrative Committees
- 2) Competition Committees
- 3) Special, Technical & Advisory Committees
- 4) Hall of Fame Committee

**Section 3.** Appointments

- 1) The President shall annually appoint, subject to approval of the Board of Directors, by not later than the first Board meeting after the annual general meeting, the members of each committee. The exception will be that of the Hall of Fame Committee of which the composition of its members is prescribed in its bylaw section.
- 2) Each committee shall include at least one representative from each region.
- 3) These Appointments shall be made from nominations made by members of the Board of Directors and organizational members which shall include state associations, national/regional leagues and other affiliates. Individual members may seek nomination to committees or nominate other members.
- 4) The President shall name the chairperson of each committee from among the members of the committee, subject to approval of the Board of Directors.
- 5) An appointment may be made to a committee only after notification of the President of the State Association of the individual to be appointed.
- 6) Notification in writing of all committee appointments shall be made within 30 days.

**Section 4.** Responsibilities & Terms of Committees

- 1) The Board of Directors shall prescribe the responsibilities of each committee unless such are prescribed under these bylaws.
- 2) Committees shall be appointed annually. Members shall serve to the next annual general meeting and may be reappointed.
- 3) For committees established for a specific purpose, members may continue until that purpose has been fulfilled or the committee ceases to exist.
- 4) A committee member may be replaced at any time for cause (i.e., non-participation or nonperformance of duties). Removal of any committee member shall be put forth by the President and approved by the Board of Directors. Notification in writing of any removal shall be made forthwith

**Section 5.** Presidential Committees

- 1) The President, subject to approval of the Board of Directors, may establish committees as the President considers necessary, prescribe the responsibilities of each of those committees and appoint members to those committees.

- 2) The President shall include in the annual report the committees that are designated for the fiscal year and their purpose.
- 3) Budgets will be proposed for these committees.
- 4) Committees may be established after the annual general meeting that were not designated in the President's annual report.

## **Subpart B: Categories**

### **Bylaw 511. ADMINISTRATIVE COMMITTEES**

**Section 1.** USASA has the following administrative committees:

- 1) Appeals Committee
- 2) Finance Committee
- 3) Credentials Committee
- 4) Rules Committee
- 5) Governance Committee
- 6) Nominating Committee

**Section 2.** Composition & Duties

- 1) The Finance Committee shall also include the Treasurer of USASA as provided by section 4 of Bylaw 403.
- 2) Administrative committees shall carry out the responsibilities as prescribed in these bylaws or by the Board of Directors.
- 3) Administrative committees shall make reports to the President when requested and other reports and recommendations as the committee considers appropriate.
- 4) Administrative committees have authority to enforce all decisions approved by the Board of Directors within the scope of authority of the committee's responsibilities.
- 5) Administrative committees may not prescribe policies, rules and procedures without the express prior approval of the Board of Directors.

**Section 3.** The Appeals Committee

- 1) The Appeals Committee is responsible for considering and deciding appeals pertaining to the Bylaws, policies, rules and procedures of USASA and its members, except as otherwise provided by the Federation. The Committee shall consider appeals under procedures specified under subpart E of part VI of these Bylaws. All avenues of appeal must be exhausted at all levels below the Appeals Committee before the Appeals Committee will consider the appeal
- 2) The Appeals Committee shall only consider appeals from decisions of a State Association, National League, Regional League, Affiliate or any other decision-making body of USASA.
- 3) Each member of the Appeals Committee has one vote with the exception of the chairperson who may only vote to break a tie.
- 4) No member of the Appeals Committee shall participate in any other level of appeal or discipline.

**Section 4.** The Finance Committee

- 1) The Finance Committee shall develop an annual operating budget with the Treasurer and Executive Director for proposal to the Board of Directors.

- 2) The Finance Committee shall set long-range financial and investment goals for recommendation to the Board of Directors.

**Section 5.** The Credentials Committee shall

- 1) establish a uniform procedure for submitting and certifying votes at National Council meetings.
- 2) report on the eligibility of representatives to the National Council and give its recommendations.
- 3) ensure that the National Council meeting delegate seating arrangements are made in advance
- 4) record and check the authenticity of votes cast at National Council meetings.

**Section 6.** The Rules Committee shall

- 1) review all proposals involving the USASA articles of incorporation, Bylaws and policies. After careful consideration, the Committee shall forward the amendments and/or changes to the National Conference with its recommendation to adopt or reject.
- 2) time the receipt of proposals and subsequent distribution to members as provided by Bylaw 802.
- 3) propose normal housekeeping amendments to USASA Bylaws and ensure that all applicants for Association membership be informed of membership requirements and any changes necessary to bring their application documents into compliance with USASA Bylaws, rules, policies or procedures.
- 4) propose amendments to these Bylaws subject to section 2 of Bylaw 802 requiring advance notice to members of the National Council
- 5) Keep the Federation Rules Committee and the President of USASA updated about consideration proposed bylaw amendments
- 6) Assist the Board of Directors in the interpretation and adoption of Bylaws, policies and rules requested by the Board of Directors.

**Section 7.** The Governance Committee shall

- 1) Engage in an on-going review of all USASA By-laws, Rules and Procedures
- 2) Provide the President and Board of a written summary of all of its meetings
- 3) Propose amendments to the Bylaws and Policies of USASA that provide necessary structures and rules that permit the organization to attain its stated goals of growth, efficiency and inclusion.
- 4) Submit to the Board annually an evaluation of the conformance of Bylaws, Policies and rules with USASA's goals.

**Section 8.** The Nominating Committee

- 1) The Nominating Committee is responsible for identifying, evaluating and recommending qualified candidates for Independent Director(s). The Committee shall conduct appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates, and recommend to the National Council, no later than 30 days in advance of the AGM, names of qualified persons to be nominated for election or re-election.
- 2) Nominations and applications from candidates must be submitted to the Nominating Committee, no later than 90 days prior to the respective AGM, for consideration.

## **Bylaw 512. COMPETITION COMMITTEES**

**Section 1.** USASA will form committees for the following competitions:

- 1) Co-ed Cup
- 2) National Cups.
- 3) Veteran's Cup
- 4) Other competitions

### **Section 2. Composition & Duties**

- 1) The President shall recommend the composition of each committee subject to approval of the Board of Directors. Competition committees shall carry out the responsibilities as prescribed by the policies of its competition or by the Board of Directors.
- 2) Competition committees shall make reports to the President when requested and other reports and recommendations as the committee considers appropriate.
- 3) Competition committees have authority to enforce all decisions approved by the Board of Directors within the scope of the committee's responsibilities.
- 4) Competition committees may not prescribe policies, rules and procedures without the express prior approval of the Board of Directors.

## **Bylaw 513. SPECIAL, TECHNICAL & ADVISORY COMMITTEES**

**Section 1.** The Board of Directors has authority to establish as necessary any special, technical and advisory committee to handle matters or assist the USASA staff in the following areas:

- 1) Development & Education including but not limited to:
  - a) Coaching Committee
  - b) Referee Committee
  - c) Women Committee
- 2) Membership & Sponsorship
- 3) Information Technology
- 4) Review & Evaluation including but not limited to:
  - a) Best Practices Committee
- 5) Other

### **Section 2. Composition & Duties**

- 1) The President shall recommend the composition of each committee subject to approval of the Board of Directors.
- 2) The committees shall carry out the responsibilities as prescribed by the Board of Directors.
- 3) Committee may be appointed for a prescribed period as necessary or until its purpose has been fulfilled.
- 4) Committees shall make reports to the President when requested and other reports and recommendations as the committee considers appropriate.
- 5) Committees have authority to enforce all decisions approved by the Board of Directors within the scope of the committee's responsibilities.
- 6) Committees may not prescribe policies, rules and procedures without the express prior approval of the Board of Directors.

## ***Bylaw 514. HALL OF FAME COMMITTEE***

**Section 1.** USASA shall have a Hall of Fame Committee, which shall be responsible for the nomination and selection of those individuals whose distinguished service to the USASA makes them eligible for induction into the United States Adult Soccer Association's Hall of Fame.

**Section 2.** The Chairperson of the Hall of Fame Committee is appointed biannually by the President of USASA, subject to the approval of the Board of Directors. The Chairperson shall be appointed in even-numbered years following the Annual General Meeting and shall be chosen from among the membership of the United States Adult Soccer Association's Hall of Fame.

**Section 3.** The Hall of Fame Committee shall also include eight additional members (2 from each Region) chosen by and from among the membership of the United States Adult Soccer Association's Hall of Fame, selected for two-year terms in alternating years.

## **PART VI: ADMINISTRATIVE**

### **Subpart A: Finances**

#### ***Bylaw 601. FISCAL YEAR BUDGET***

The Board of Directors shall prepare a proposed budget for the next fiscal year. The proposed budget shall be presented to the National Council at its annual general meeting for adoption as an item of new business. The Executive Director shall send copies of each proposed budget to each member of the National Council at least 30 days in advance of the annual general meeting. The budget shall require a majority vote of the National Council for its approval.

#### ***Bylaw 602. ACCOUNTS AND FINANCIAL STATEMENTS***

**Section 1.** The accounts and financial records of USASA shall be maintained at the USASA office to the extent approved by the Treasurer, in accordance with the financial policies of USASA.

**Section 2.** In addition to the financial statements required by section 4 of Bylaw 403, additional financial statements may be prepared at the direction of the Board of Directors.

### **Subpart B: Policies and Procedures**

#### ***Bylaw 611. PUBLICATION***

USASA shall publish annually its policies and procedures. These policies and procedures shall include:

- 1) National Cups rules.
- 2) Other policies and procedures established by USASA.

#### ***Bylaw 612. ADOPTION***

Adoption and amendment of all policies and procedures shall be by majority vote of the Board of

Directors or the National Council.

### **Subpart C: Grievances, Disputes and Appeals**

#### ***Bylaw 621. ORGANIZATION MEMBER REQUIREMENTS***

**Section 1.** Each Organization Member shall have provisions for the resolution and determination of grievances, disputes and appeals provisions in its governing documents, whether Bylaws, rules or other document, which clearly state the procedures under which adjudication of grievances, appeals and other disciplinary matters occur.

**Section 2.** If an Organization Member does not have those procedures required by Section 1 of this Bylaw, the following procedures apply (not inconsistent with Federation Bylaws, rules or policies):

- 1) All parties are entitled to a hearing with proper notification.
- 2) Once a grievance, dispute or appeal has been properly filed, the chairman of the appropriate entity of the Organization Member shall notify all involved parties within 5 days of receipt of the grievance, dispute or appeal, the nature of the grievance, dispute or appeal, the names of all parties, of 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 Organization Member.
- 4) A written record (called the "official record") shall be kept of the proceedings.
- 5) A written notification of the decision shall be sent to all involved or interested parties within 7 days of the hearing. This notice shall be sent by certified mail.
- 6) All hearings shall take place within 30 days of notice of the grievance, dispute or appeal.

### **Subpart D: Appeals Procedures Before the Appeals Committee**

#### ***Bylaw 631. GENERAL AUTHORITY***

**Section 1.** An appeal to the Appeals Committee shall be made in accordance with the policies and procedures established by the Board of Directors.

**Section 2.** The official record on appeal shall be limited to all of the material considered at the highest state or league level. No new material may be introduced, unless requested by the Appeals Committee.

**Section 3.** The line of authority for hearing an appeal from the decision of a State Association, National League, Regional League, Affiliate or any other decision-making body within USASA shall be as follows:

- 1) to the Federation Appeals Committee as provided by part VII of the Federation bylaws, including all decisions of State Associations that are also State Associations of the Federation.
- 2) to the USASA Appeals Committee for all other appeals.

#### ***Bylaw 632. FILING PROCEDURE***

**Section 1.** An appeal filed with the Appeals Committee must be in writing and submitted within 10 days from the date of official receipt of the decision by the party making the

appeal.

**Section 2.**

- 1) The appeals procedure before the USASA Appeals Committee is started by submitting 6 copies of a notice of appeal, supporting documents and a summary of the arguments to the Chairman of the Appeals Committee in care of the USASA office.
- 2) The party submitting the appeal shall mail copies of the appeal to all opposing parties and to the body whose decision is being appealed on the same day as the notice of appeal is sent to the Chairman of the Appeals Committee. The decision-making body from whom the matter has been appealed shall, within 10 days of receipt of the appeal, mail or deliver a copy of the official record of its decision to the Appeals Committee in care of the USASA office and to the interested parties to the appeal.
- 3) Within 10 days of the receipt of the official record, all opposing parties may submit to the Appeals Committee in care of the USASA office and to the interested parties to the appeal any written arguments they wish to make in opposition to the appeal.
- 4) Within 10 days of receipt of the written arguments in opposition to the appeal, the party submitting the appeal may submit any written argument that party may wish to make in support of the appeal.

**Section 3.** The appeals fee is \$200. The fee must accompany the notice of appeal. The fee shall be paid by money order, cashier's check or certified check made payable to "USASA".

**Section 4.** All materials previously submitted by all interested parties shall be deemed pertinent to the appeal and shall be made available to all parties involved. No party to the appeal shall be denied access to any information that could apply to the appeal.

**Section 5.** The Appeals Committee:

- 1) shall base its decision on the official record used by the body whose decision is being appealed; and
- 2) may not rehear the facts and circumstances but may remand the matter to the lower decision-making body for rehearing.

**Section 6.** The Appeals Committee may deny an appeal if:

- 1) the party submitting the appeal fails to submit the appropriate fee as specified by section 3 of this Bylaw;
- 2) the appeal goes beyond the scope of the official record or presentation of the original action or decision;
- 3) the appeal is filed by a party other than the original parties to the appeal;
- 4) the proper procedures have not been followed in appealing to the Appeals Committee; or
- 5) the information necessary to make a fair and just decision on the appeal has not been furnished.

**Section 7.** The Appeals Committee shall render its decision regarding the appeal and submit the decision in writing to all interested parties within 30 days after the date of the last submission by the parties as provided by section 2 of this Bylaw. If a written decision is not issued within a maximum of 60 days from the date of the official receipt of the original decision by the party making the appeal, the party making the appeal may submit the appeal to the next higher authority. When the Appeals Committee fails to issue a decision within that 60-day period, the Committee loses authority to determine the appeal and the appeal fee may be applied at the next level.



**Section 8.** A decision of the Appeals Committee, State Association, National League, Regional League, Affiliate or any other decision-making body within USASA shall stand and be in full force and effect, until changed by a higher authority.

**Section 9.** Failure to abide by any decision of the Appeals Committee is grounds for disciplinary action by the Board of Directors.

### ***Bylaw 633. EXHAUSTION OF REMEDIES REQUIREMENT***

**Section 1.** No State Association, National League, Regional League, Affiliate, official, club, league, team, coach, referee, player or the representative of any of them, may invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organization and as provided by this subpart.

**Section 2.** A party violating this Bylaw is subject to the penalties of suspension and fines and shall be liable to the USASA, the State Associations, the National and Regional Leagues and the Affiliates for expenses incurred by the USASA and their officers and by the State Associations, the National and Regional Leagues and the Affiliates and their officers, as appropriate, in defending each court action, including but not limited to the following:

- 1) court costs.
- 2) attorney fees.
- 3) reasonable compensation for time spent by USASA, State Association, National and Regional League and Affiliate officers and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances.
- 4) travel expenses.
- 5) expenses for holding National Council or other meetings necessitated by the court actions.

## **PART VII: TEAM COMPOSITION, REGISTRATION AND GAME PLAY**

### ***Bylaw 701. REGISTRATION OF PLAYERS***

**Section 1.** Each Organization Member must register annually its players with USASA. The Organization Member shall collect all required fees and forward them to USASA as set forth in Bylaw 215.

**Section 2.** Players may be registered:

- 1) Directly through an Organization Member (except an Associate Member, which may not register players);
- 2) Through the US Adult Soccer National Office on behalf of an Organization Member under a policy approved by the National Board of Directors and National Council.

**Section 3.** Each Organization Member shall submit annually to the USASA National Office the following required data in electronic form:

- 1) Player's last name



- 2) Player's first name
- 3) Player's date of birth
- 4) Player's gender
- 5) Player's e-mail address
- 6) Player's complete mailing address
- 7) Player's privacy selections (optional)

### ***Bylaw 702. REGISTRATION OF TEAMS***

**Section 1.** An Organization Member may register teams and may establish regulations for participation by players on teams within competitions governed by the Organization Member.

**Section 2.** Each Organization Member registering players shall allow a player to register on multiple teams.

**Section 3.** The maximum number of players allowed to register for a team within competitions governed by the Organization Member may be determined by the Organization Member.

**Section 4.** If a player is registered on more than one team that has entered the same National Cup competition, the multiple-registered player must declare his or her primary team at least one week prior to the beginning of the competition. Once the primary team has been declared, the player may not change teams in that National Cup competition until after the competition has been completed, if that player has actually played in the competition.

### ***Bylaw 703. PLAYING RULES***

**Section 1.** Except as provided by USASA or its members, the FIFA "Laws of the Game" apply to all competitions.

**Section 2.** An Organization Member and any of its members may not approve games or tournaments involving teams or players not properly registered and not in good standing with USASA, the Federation or FIFA.

### ***Bylaw 704. TRAVEL***

**Section 1.** A member of an Organization Member wishing to host teams from another Member of USASA, the Federation or a FIFA national association to play games must request written approval from its Organization Member. For a National League event, the Board of Directors has the authority to approve the event and for a Regional League event, the appropriate Regional Director has the authority to approve the event.

**Section 2.** A team wishing to play in an approved competition outside its jurisdiction must:

- 1) be a registered team or comprised of registered players; and
- 2) have written approval signed by its Organization Member. For a National League team, the Board of Directors has the authority to give the approval and for a Regional League team, the appropriate Regional Director has the authority to give the approval.

**Section 3.** A member of an Organization Member wishing to host a tournament must request written approval from its Organization Member. On approval, the hosting member must request and receive from each participating team written approval signed by its Organization Member, except that:

- 1) for a National League member, the Board of Directors has the authority to give the approval, and
- 2) for a Regional League member, the appropriate Regional Director has the authority to give the approval.

## **PART VIII: AMENDMENTS TO CHARTERS AND BYLAWS**

### ***Bylaw 801. PROPOSING AMENDMENTS***

Any amendment to the charter, Bylaws or policies of USASA may be proposed by:

- 1) an Organization Member.
- 2) a region of USASA.
- 3) the Board of Directors.
- 4) a member of the Board of Directors or a USASA officer.
- 5) a Regional Officer.
- 6) a committee of USASA.

### ***Bylaw 802. ADVANCE NOTICE***

**Section 1.** Any proposed amendment to the charter, Bylaws or policies of USASA must be submitted electronically or in writing to the Executive Director at least 90 days in advance of the National Council meeting, except those proposed by the Rules Committee.

**Section 2.** Each proposed amendment received in compliance with section 1 of this Bylaw shall be sent electronically or in writing by the Executive Director to the Executive Officers of each Organization Member, the Board of Directors, Regional Secretaries and Regional Treasurers at least 30 days in advance of the National Council meeting.

**Section 3.** A proposed amendment to the charter, Bylaws or policies of USASA not timely submitted in compliance with Section 1 of this Bylaw may be considered by the National Council if submitted in writing from the floor of the National Council meeting and, by a 90 percent vote, the National Council agrees to consider the amendment.

### ***Bylaw 803. VOTING REQUIREMENTS***

Any amendment to the charter or bylaws of USASA requires a two-thirds vote of the National Council, except an amendment to change the name of a State Association listed in Bylaw 203 only requires a majority vote and compliance with Federation Bylaws.

### ***Bylaw 804. PRIORITY***

An amendment that is inconsistent with the articles of incorporation, Bylaws, policies and requirements of the Federation may not be passed by USASA. In the event of a conflict, the articles, Bylaws, policies and requirements of the Federation govern.

### ***Bylaw 805. EFFECTIVE DATE***

Unless otherwise provided, any amendment to the articles of incorporation or Bylaws of USASA is effective immediately after the amendment is adopted.