

Minnesota Youth Soccer Association

Bylaws



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BYLAWS OF THE MINNESOTA YOUTH SOCCER ASSOCIATION

ARTICLE 1 GENERAL PROVISIONS

Section 1 General Provisions

1.101 Name

The name of this corporation is the Minnesota Youth Soccer Association ("MYSA").

1.102 Purpose

The purpose of the MYSA is to foster, promote and perpetuate the game of soccer for Minnesota's youth.

1.103 USSF Affiliation

The MYSA is the state youth association for the State of Minnesota for the United States Soccer Federation (USSF). As a USSF affiliate, the MYSA and its members, as defined in these bylaws, are subject to USSF's articles of incorporation, bylaws, policies and requirements, and USSF's articles of incorporation, bylaws, policies and requirements take precedence over and supercede the governing documents and decisions of the MYSA to the extent applicable under Minnesota law. The MYSA and its members will abide by USSF's articles of incorporation, bylaws, policies and requirements.

1.104 Soccer Year

The Soccer Year shall be from September 1 to August 31 of each year.

ARTICLE 2 MEMBERSHIP

Section 1 General

2.101 Open Membership

Membership in the MYSA shall be open to any soccer player, coach, trainer, manager, administrator and official not subject to suspension under Section 4 of USSF Bylaw 241 or the bylaws of the MYSA and to any amateur soccer organization within the territory of the MYSA.

2.102 No Discrimination

The MYSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

2.103 Categories of Membership

The members of the MYSA shall be designated as Affiliate Members, Extraterritorial Members, Participant Members, Individual Members and Associate Members, all as defined in this Article.

2.104 MYSA Authority

All members of the MYSA shall abide by its articles of incorporation, bylaws, rules, policies and requirements.

2.105 Registration

All members must register with the MYSA each Soccer Year, and must pay the fees required by the MYSA for such registration. Individuals affiliated in any manner with an Affiliate Member, Associate Member or Extraterritorial Member must register with the MYSA through such member. The MYSA may establish annual registration deadlines for any of the categories of its membership.

2.106 Fees

The MYSA shall establish registration fees for all categories of membership.

2.107 Good Standing

To remain in good standing, a member of the MYSA must be current in his, her or its financial obligations to the MYSA and must be in compliance with all other requirements of the articles of incorporation, bylaws, policies and rules of the MYSA and USSF.

2.108 Suspension of Membership

Any member of the MYSA not in good standing may be suspended by the MYSA or as otherwise provided in its policies and rules. A suspended member shall lose all benefits of membership, including any rights to vote, participate in any MYSA activity, and any other rights that may exist or be granted to members. Any member who is in default on his, her or its financial obligations to the MYSA for a period of 120 days shall be suspended until the default is cured.

2.109 Revocation of Membership

Any member failing to comply with the articles of incorporation, bylaws, policies or rules of the MYSA or USSF, may have its membership revoked by an affirmative vote of two-thirds of the Affiliate Members. A member whose membership has been revoked shall lose all benefits of membership, including any rights to vote, participate in any MYSA activity, and any other rights that may exist or be granted to members. A member whose membership has been revoked may reapply for membership in the MYSA after the completion of the next scheduled full soccer season.

2.110 Termination of Membership

Any member of the MYSA may terminate his, her or its membership at any time by so notifying the MYSA.

2.111 Comity

All members of the MYSA shall recognize suspensions and sanctions of any MYSA member by the MYSA, USSF or any other state association.

Section 2 Territory

2.201 General

The territory of the MYSA shall be the legal boundaries of the State of Minnesota.

2.202 Districts

The MYSA shall divide its territory into districts or sub-districts. The MYSA shall assign each of its Affiliate and Extraterritorial Members to a district or sub-district. Participant Members are assigned to a district or sub-district through their affiliation with an Affiliate or Extraterritorial Member. Individual and Associate Members may be assigned to a district or sub-district by the MYSA at its discretion.

Section 3 Affiliate Members

2.301 Defined

Affiliate Members of the MYSA are all youth amateur soccer organizations organized, domiciled and operating within the MYSA's territory, which are in good standing with the MYSA and USSF, and which are currently registered with the MYSA.

2.302 Application for Membership

A youth amateur soccer organization in the MYSA's territory may become an Affiliate Member of the MYSA by submitting a written application to the MYSA in the form prescribed by the MYSA, the acceptance of that application by the MYSA, and the payment of all fees required by the MYSA.

2.303 Requirements for Membership

The MYSA may require that a youth amateur soccer organization seeking Affiliate Membership in the MYSA meet certain operating requirements, including without limitation, the availability of adequate fields and referees, the fielding of a sufficient number and certain categories of teams, and such other requirements as the MYSA may deem appropriate. The MYSA shall publish its requirements for Affiliate Membership in its policies and rules.

2.304 Registration

Each Soccer Year, an Affiliate Member must register with the MYSA: (1) itself; (2) all individuals involved in any manner in its activities; and (3) all teams that are sponsored, financed, coached, trained, administered by or otherwise affiliated with such Affiliate Member. Recreational programs are not required to register individual teams as long as all individuals participating in internal programs or receiving services are registered with the Affiliate Member.

2.305 Financial Obligations

Affiliate Members shall pay to the MYSA all fees, including affiliation and registration fees, as assessed by the MYSA, for itself and all individuals and teams specified in the preceding paragraph. Affiliate Members shall be responsible for all monies owed to the MYSA by it, its teams and all individuals involved in any manner in its activities.

2.306 Good Standing

To remain in good standing, an Affiliate Member must be current in its financial obligations to the MYSA and in compliance with registration requirements and all other requirements of the articles of incorporation, bylaws, policies and rules of the MYSA and USSF.

2.307 Termination of Membership

Any Affiliate Member that does not field any competitive teams, register any individuals or administer internal programs during the MYSA's fiscal year will be deemed to have voluntarily terminated its membership.

Section 4 Extraterritorial Members

2.401 Defined

An Extraterritorial Member is any youth amateur soccer organization organized, domiciled or operating outside of the MYSA's territory which is permitted to join the MYSA pursuant to a written agreement between the MYSA and such organization's home state soccer association.

2.402 Permissive Membership

At the discretion of the MYSA, any youth amateur soccer organization organized, domiciled or operating outside of the MYSA's territory, which desires to register all or some of its teams in the competitive leagues operated by the MYSA, may become an Extraterritorial Member of the MYSA, providing that such organization is in good standing with and has the permission of its home state soccer association and USSF.

2.403 Application for Membership

A youth amateur soccer organization organized, domiciled or operating outside of the MYSA's territory may become an Extraterritorial Member of the MYSA by submitting a written application to the MYSA in the form prescribed by the MYSA, the acceptance of that application by the MYSA, and the payment of all fees required by the MYSA.

2.404 Requirements for Membership

The MYSA may require that a youth amateur soccer organization seeking Extraterritorial Membership in the MYSA meet certain operating requirements, including without limitation, the availability of adequate fields and referees, the fielding of a sufficient number and certain categories of teams, and such other requirements as the MYSA may deem appropriate. The MYSA shall publish its requirements for Extraterritorial Membership in its policies and rules.

2.405 Registration

Each Soccer Year, an Extraterritorial Member must register with the MYSA, itself and all competitive teams that are sponsored, financed, coached, trained, administered or otherwise affiliated with such Extraterritorial Member for the purpose of participating in the MYSA's competitive leagues.

2.406 Financial Obligations

Extraterritorial Members shall pay to the MYSA all fees, including affiliation and registration fees, assessed by the MYSA, for itself and all individuals and teams specified in the preceding paragraph. Extraterritorial Members shall be responsible for all monies owed to the MYSA by it, its teams and all individuals involved in any manner in its activities.

2.407 Good Standing

To remain in good standing, an Extraterritorial Member must be current in its financial obligations to the MYSA and in compliance with registration requirements and all other requirements of the articles of incorporation, bylaws, policies and rules of the MYSA and USSF.

2.408 Termination of Membership

Any Extraterritorial Member that does not field any competitive teams during the MYSA's fiscal year will be deemed to have voluntarily terminated its membership.

2.409 Participation

With the permission of the MYSA, an Extraterritorial Member may participate in its activities.

Section 5 Participant Members

2.501 Defined

Participant Members of the MYSA are all soccer players, coaches, trainers, managers, administrators or officials who are currently registered with the MYSA by an Affiliate or Extraterritorial Member.

2.502 Restrictions

Participant Members may not vote at meetings of the MYSA membership, and may only participate in MYSA activities through his or her Affiliate or Extraterritorial Member.

2.503 Fees

Participant Members shall, through his or her Affiliate or Extraterritorial Member, pay to the MYSA all fees, including registration fees, assessed by the MYSA.

Section 6 Individual Members

2.601 Defined

Individual Members of the MYSA are all soccer players, coaches, trainers, managers, administrators or officials who are not Participant Members.

2.602 Restrictions

Individual Members may not vote at meetings of the MYSA membership, and may not, except as otherwise permitted by the MYSA, participate in MYSA activities.

2.603 Fees

Individual Members shall pay to the MYSA all fees, including registration fees, assessed by the MYSA.

Section 7 Associate Members

2.701 Defined

All amateur soccer organizations in the MYSA's territory which do not meet the requirements of Affiliate Members shall be Associate Members.

2.702 Restrictions

Associate Members may not participate in MYSA activities, and may not vote at meetings of the MYSA membership.

2.703 Fees

Associate Members shall pay to the MYSA all fees, including affiliation and registration fees, as assessed by the MYSA.

ARTICLE 3 BOARD OF DIRECTORS

Section 1 Management by Board of Directors

3.101 Board to Manage

The business and affairs of the MYSA shall be managed by or under the direction of a Board of Directors, subject to the rights of the members as provided in these bylaws or pursuant to Chapter 317A, Minnesota Statutes.

The Board of Directors shall be responsible for establishing and enforcing the rules, policies and procedures of the MYSA. The rules, policies and procedures as adopted by the Board of Directors are binding upon and shall be adhered to by the MYSA, its directors, officials, administrators and all other individuals acting on behalf of the MYSA.

As part of its duties and responsibilities, the Board of Directors shall publish on an annual basis the rules, policies and procedures of the MYSA.

3.102 Number of Directors

The number of directors on the Board of Directors shall not be greater than fifteen or lower than nine. The Board of Directors may, at any time, increase the number of directors up to the maximum or decrease the number of directors no lower than the minimum, except that any such decrease shall not result in the removal of a sitting director. The Board of Directors may create and/or abolish various director positions thereby increasing or decreasing the number of directors subject to the number limitations in this paragraph. The Board of Director's decision to create or abolish directorship(s) shall be effective upon the affirmative vote of the Affiliate Members at the Annual General Meeting.

3.103 Manner of Acting

Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

3.104 Presumption of Assent

A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

3.105 Absent Directors

A director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting. If the director is not present at the meeting, consent or opposition to a proposal shall not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 2 Composition of Board of Directors

3.201 Board of Directors and Voting

The Directors who shall comprise the Board of Directors of the MYSA shall be: the President, Vice President, Secretary, Treasurer, Competitive Director, Recreation Director, Development Director, Tournament Director, State Youth Referee Administrator and the Member Representatives (one from each of the six Districts). All members of the Board of Directors are entitled to vote in all matters coming before the Board of Directors. No Director may: 1) Receive compensation (except for reimbursement for expenses) for services as an officer; 2) Hold office with any Affiliate or Extraterritorial Member of MYSA; or 3) Be a paid employee of, or receive compensation (except reimbursement for expenses) from MYSA or any Affiliate or Extraterritorial Member of MYSA. This clause does not include independent contractors.

3.202 Election

Member Representatives shall be elected by the Affiliate Members in their District and ratified at the Annual General Meeting. Other directors shall be elected or ratified by the Affiliate Members at the Annual General Meeting. The following directors shall be elected or ratified in odd numbered years: President, Competitive Director, Recreation Director, Development Director and Tournament Director. The following directors shall be elected or ratified in even numbered years: Vice President, Secretary, Treasurer and State Youth Referee Administrator. Member Representatives are elected; half in even years and half in odd years. The election or appointment of a person as a director shall not, of itself, create contract rights.

3.203 Term of Office

Each director is elected to a two-year term, or until his or her earlier death, resignation, removal or disqualification.

3.204 Resignation

A director may resign at any time by giving written notice to the MYSA.

3.205 Removal or Suspension of a Director

Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Affiliate Members at a membership meeting, a quorum being present.

Any sitting director may be suspended or removed at any time, with or without cause, by the affirmative vote of a three-fourths majority of the members of the Board of Directors.

The Board of Directors, by majority vote of its members, may for good cause shown, reinstate a suspended director.

The Board of Directors, by a majority vote at a meeting where a quorum is present, may appoint an acting director to assume the responsibilities and perform the duties of a suspended director.

An acting director shall hold office until a qualified successor is elected by the Affiliate Members at the next regular or special meeting of the membership, or until his or her earlier death, resignation, removal or disqualification.

3.206 Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly-created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director appointed to fill a vacancy shall hold office until a qualified successor is elected by the Affiliate Members at the next regular or special meeting of the membership, or until his or her earlier death, resignation, removal or disqualification.

3.207 Reimbursement of Expenses

By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and other such expenses determined by the Board of Directors to be reasonable and necessary.

Section 3 Officers and Directors

3.301 Duties of Officers and Directors

In addition to the specific duties prescribed in these bylaws, the officers and directors shall perform any other duties delegated to them by the Board of Directors.

3.302 President

The President shall be the chief officer of the corporation and:

(a) shall, when present, preside at all meetings of the Board of Directors and the Annual General Meeting;

(b) shall, with the Secretary or agents designated by the Board of Directors, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the MYSA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the President or the articles of incorporation or these bylaws or by the Board of Directors to some other officer or agent of the MYSA;

(c) may expressly delegate authority to sign contracts to one of the agents designated by the Board of Directors. The President is an ex-officio member of all committees; and

(d) shall provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.303 *Vice President*

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

The Vice President shall:

(a) oversee the rule making process and the MYSA Risk Management program; and

(b) provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.304 *Secretary*

The Secretary or agents designated by the Board of Directors shall:

(a) maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the MYSA;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) be custodian of the corporate records;

(d) oversee the credentials process at the Annual General Meeting;

(e) with the President, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the MYSA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or these bylaws or by the Board of Directors to some other officer or agent of the MYSA; and

(f) provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.305 *Treasurer*

The Treasurer shall be the chief financial officer of the MYSA and either he or she or his or her designated agent shall:

(a) ensure that accurate financial records for the MYSA are kept;

(b) deposit all monies, drafts and checks in the name of and to the credit of the MYSA in the banks and depositories designated by the Board of Directors;

(c) endorse for deposit all notes, checks and drafts received by the MYSA as ordered by the Board of Directors, making proper vouchers thereof;

(d) disburse the MYSA funds and issue checks and drafts in the name of the MYSA, as ordered by the Board of Directors;

(e) render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the MYSA;

(f) oversee the work of the Budget Committee;

(g) if required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine; and

(h) provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.306 Competitive Director

The Competitive Director shall:

- (a) chair the Competitive Committee;
- (b) be responsible for the uniform implementation of MYSA's rules, policies and procedures within the various districts of the MYSA;
- (c) be responsible for the financial operations of the districts;
- (d) serve as the liaison between the Competitive Committee and the Board of Directors;
- (e) have the authority to take such actions as may be necessary to carry out the responsibilities of the office and as may be directed by the Board of Directors; and
- (f) provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.307 Recreation Director

The Recreation Director shall:

- (a) chair the Recreation Committee;
- (b) serve as the liaison between the Recreation Committee and the Board of Directors;
- (c) have the authority to take such actions as may be necessary to carry out the responsibilities of the office and as may be directed by the Board of Directors; and
- (d) provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.308 Development Director

The Development Director shall:

- (a) chair the Development Committee;
- (b) oversee the District Select and Olympic Development Program;
- (c) oversee new program development as well as player and coaching education programs;
- (d) serve as the liaison between the Development Committee and the Board of Directors; and
- (e) provide a written report of their activities at all meetings of the Board of Directors and the Annual General Meeting.

3.309 Tournament Director

The Tournament Director shall oversee any and all sanctioned and sponsored MYSA tournaments.

3.310 State Youth Referee Administrator

The State Youth Referee Administrator or designee will be responsible for implementing and administering the national programs for the Recreational Youth Referee, Linesman and Referee for Small Sided Games level referees (grades 9, 10 & 11.) The SYRA or designee will also serve as registrar for the aforementioned grades.

3.311 Member Representatives

The Member Representatives will be the liaison between the clubs in each District and the Board of Directors. The Member Representatives will represent the issues presented to them by their District clubs on non-league related issues. They are to assist the clubs in their District with exploring opportunities available to them for the development of their clubs, teams, coaches, players and parents. The Member Representatives may work with the Board of Directors, MYSA committees and MYSA office staff to assist the clubs in these goals.

ARTICLE 4 COMMITTEES

Section 1 Standing Committees

4.101 Committee Appointment

The President, subject to approval of the Board of Directors, shall appoint annually the members of the following Standing Committees: Appeals, Budget, Development, Policy and Rules, and Technology & Registration.

4.102 Committee Members

Each Standing Committee shall have no less than three members. Except as provided otherwise in these bylaws, the President shall name the chairperson of each committee. The President shall be an ex-officio member of all committees.

4.103 Responsibilities & Authority

The Standing Committees shall have the areas of responsibility as further described in these bylaws or delegated to them by the Board of Directors. The committees shall report and make recommendations to the Board of Directors.

4.104 Duties of the Standing Committees

4.104.1 APPEALS COMMITTEE

The Appeals Committee shall be responsible for---

- (a) considering and acting on appeals from decisions rendered by the Hearing Committee;
- (b) considering and acting on appeals in accordance with the MYSA policies and rules and;
- (c) reporting decisions to the Board of Directors in a timely manner.

4.104.2 BUDGET COMMITTEE

The Budget Committee is responsible for---

- (a) gathering of all the cost data to the appropriate financial requirements for the MYSA programs;
- (b) acquiring detailed cost data to the appropriate budget to be submitted to the Board of Directors for approval and;
- (c) ranking all program requests and preparing an itemized budget to be submitted to the Board of Directors and membership for approval.

4.104.3 DEVELOPMENT COMMITTEE

The Development Committee shall be responsible for--

- (a) supervising the State Select/Olympic Development Program;
- (b) reporting on the program to the Board of Directors and;
- (c) recommending rule, policy or procedural changes in the program.

4.104.4 POLICY AND RULES COMMITTEE

The Policy and Rules Committee shall be responsible for---

- (a) reviewing all proposals involving any amendments to the bylaws, policies and rules and give due and careful consideration to same before submitting said proposals to the Board of Directors;
- (b) ensuring that each applicant for membership submits copies of their policies, rules and bylaws for approval. Any subsequent changes, additions or amendments to an

Affiliate or Extraterritorial Member's policies, rules and bylaws must be submitted and approved by the Policy and Rules Committee and;

(c) reviewing proposed policies and procedures, and amendments to those policies and procedures, before adoption by the Board of Directors, or the membership, as the case may be, to determine their consistency with the bylaws, policies and rules of the MYSA and to make a report on its review with comments and recommendations it considers appropriate.

4.104.5 TECHNOLOGY & REGISTRATION COMMITTEE

The Technology & Registration Committee shall be responsible for---

(a) promoting the use of new technologies by the MYSA and its members for registration, information, education and communication purposes.

Section 2 Elected Committees

4.201 COMPETITIVE COMMITTEE

The Competitive Committee shall consist of the Competitive Director and the Competitive Representatives. Each District shall elect two Competitive Representatives (one for boys and one for girls) who will serve staggered two-year terms. A Competitive Representative shall not hold an elected office in any Affiliate or Extraterritorial Member. The duty of the Competitive Committee shall be to consistently administer MYSA competitive programs in accordance with the rules, policies and procedures of the MYSA.

4.202 RECREATION COMMITTEE

The Recreation Committee shall consist of the Recreation Director and the Recreation Representatives. Each District shall elect a Recreation Representative who will serve a two-year term. A Recreation Representative shall not hold an elected office in any Affiliate or Extraterritorial Member. The duty of the Recreation Committee shall be to consistently administer MYSA recreation and recreation-plus programs in accordance with the rules, policies and procedures of the MYSA.

Section 3 Special Committees

4.301

The Board of Directors may establish such special committees as it deems necessary or advisable in the best interests of the MYSA. The President, subject to approval of the Board of Directors, shall appoint members to special committees. The special committees shall have the duties delegated to them by the Board of Directors.

Section 4 General Provisions

4.401 Removal of Committee Members

The Board of Directors may remove a committee member if it finds that the member is not fulfilling his or her duties. A two-thirds majority affirmative vote of the Board of Directors shall be required to remove a committee member.

4.402 Vacancies on Committees

The President, subject to the approval of the Board of Directors, may appoint a person to fill a vacancy on any committee of the MYSA.

ARTICLE 5 VOTING

Section 1 Membership Meetings

5.101 Who May Vote

Affiliate Members and directors attending the meeting shall have the right to vote at membership meetings.

5.102 Number of Votes

Directors attending the meeting shall each have one vote. Affiliate Members shall elect delegates to represent the members at the membership meeting. The number of delegates each Affiliate Member has shall be determined by dividing the total number of unduplicated registered players by 100 as of August 31 of the previous year, up to a maximum of ten (10) delegates.

1-100 players	1 vote
101-200 players	2 votes
201-300 players	3 votes
301-400 players	4 votes
401-500 players	5 votes
501-600 players	6 votes
601-700 players	7 votes
701-800 players	8 votes
801-900 players	9 votes
901-1000 players	10 votes

Directors may not be delegates for Affiliate Members and no individual may be a delegate for more than one Affiliate Member.

5.103 Cumulative Voting

Each delegate may cast one vote, or, in the event an Affiliate Member has more votes than the number of delegates in attendance at the meeting, the delegates present at the meeting may cast as many votes as the Affiliate Member has.

Section 2 District Meetings

5.201 Voting

Each Affiliate or Extraterritorial Member of a District may cast one vote on District issues and for the election of Competitive Representatives and Recreation Representatives. Each Affiliate Member may cast one vote for the election of Member Representatives. An individual may represent only one Affiliate and/or Extraterritorial Member at a District Meeting.

Section 3 Committee Meetings

5.301 Voting

In all meetings of a Standing, Elected or Special Committee of the MYSA, each committee member present at the meeting shall have one vote. All Standing, Elected and Special Committees must within two weeks of any meeting post on the MYSA website written minutes of that meeting. Draft minutes may be posted pending formal approval.

Section 4 General Rules

5.401 Proxy Voting Prohibited

Proxy voting is prohibited.

ARTICLE 6 MEETINGS

Section 1 Membership Meetings

6.101 Annual General Meeting

The Members of the MYSA shall meet once per year at a date and time determined by the Board of Directors no less than 90 days in advance of the meeting. This meeting shall be known as the Annual General Meeting (AGM). Actions and policies adopted by the Board of Directors and the MYSA officers and directors shall be reported to the membership at the AGM. Notice of the AGM and the agenda shall be given to the membership at least 15 days in advance of the meeting.

6.102 Special Membership Meetings

Special Membership Meetings may be called as follows:

- (a) by a majority of the Board of Directors; or
- (b) by the signature of a majority of the delegates to the preceding Annual General Meeting.

In the event a Special Membership Meeting is called, the members shall receive at least thirty (30) days notice of such special meeting.

Section 2 Meetings

6.201 Board of Directors

The Board of Directors will hold regularly scheduled meetings during the year. The Board of Directors shall meet regularly, as necessary, upon seven days notice prior to the date of the meeting to members by the President. Special meetings may be called by any Board member by giving 14 days advance notice of the meeting date to the other Board members.

6.202 Competitive Committee

The Competitive Committee shall hold a minimum of eight regularly-scheduled meetings each year on dates established by the Competitive Director. Special meetings of the Competitive Committee may be made by a Competitive Committee member by giving 14 days advance notice of the meeting date to the other Competitive Committee members.

6.203 Recreation Committee

The Recreation Committee shall hold a minimum of four regularly-scheduled meetings each year on dates established by the Recreation Director. Special meetings of the Recreation Committee may be made by a Recreation Committee member by giving 14 days advance notice of the meeting date to the other Recreation Committee members.

6.204 Standing and Special Committees

The Standing and Special Committees shall meet as necessary to fulfill their responsibilities on seven days prior notice to the committee's members by the chairperson. Special meetings may be called by a committee member or a director having oversight responsibility for such committee upon 14 days prior notice to the committee's members.

6.205 Emergency Meetings

In the event of an emergency, meetings may be called upon 48 hours notice by any technological means available.

Section 3 General Policies and Rules

6.301 Notices

Except where otherwise required, notice of a meeting may be made by telephone, e-mail, fax or any other technological means available.

6.302 Quorum

In all meetings of the Board of Directors, Standing, Elected or Special Committees of the MYSA, a quorum shall consist of a majority of the total number of such committee's members. In all meetings of the membership, a quorum shall consist of a simple majority of the total number of votes held by Affiliate Members and directors in that year. In all District meetings, a quorum shall consist of one-third of the District's Affiliate and Extraterritorial Members.

6.303 Minutes

Minutes shall be kept at every membership, Board of Directors and committee meeting. Copies of the minutes shall be kept at the MYSA's office and be made available.

6.304 Robert's Rules of Order

Except as otherwise provided in these bylaws or the MYSA rules, policies or procedures, meetings shall be conducted in accordance with Robert's Rules of Order as most recently revised.

6.305 Order of Business

The recommended order of business for meetings is:

- (a) Roll Call
- (b) Minutes of Previous Meeting
- (c) Correspondence
- (d) Committee Reports
- (e) Treasurer's Report
- (f) Unfinished Business
- (g) New Business
- (h) Elections
- (l) Bylaw and Rule Changes
- (j) Adjournment

ARTICLE 7 PLAY AND PLAYERS

Section 1 Policies and Rules of Play

7.101 Playing Rules

FIFA "Laws of the Game" shall apply to all games played within the jurisdiction of the MYSA, except as specifically modified by USSF and the MYSA policies and rules. The Board of Directors may, in its discretion, permit recreational programs to modify their rules of play.

Section 2 Classification

7.201 Player Classification

Players are classified as amateur and youth.

7.202 Amateur Defined

An amateur does not receive a wage or salary for playing soccer.

7.203 Youth Defined

A youth has not reached the age of 19 years before August 1 immediately preceding the start of the Soccer Year. A youth who reaches age 19 on or after August 1 shall be allowed to complete that Soccer Year.

Section 3 Player Registration

7.301 Registration Required

A player must register with an Affiliate or Extraterritorial Member. A player must not register with more than one Affiliate or Extraterritorial Member during an MYSA-sanctioned soccer season.

7.302 When Registered

A player is registered the moment the player (or for a player less than 18 years of age, the player's parent or guardian) personally or electronically signs the registration form and submits the fees required by the Affiliate or Extraterritorial Member.

7.303 Registration Binds Player

Once registered, a player is bound to that Affiliate or Extraterritorial Member for that soccer season, except as provided in 7.304 and 7.305.

7.304 Player Transfers

A registered player may request a transfer from an Affiliate or Extraterritorial Member in accordance with the MYSA policies and rules.

7.305 Player Releases

A registered player not placed on a team by his or her Affiliate or Extraterritorial Member must be released by such member.

ARTICLE 8 FINANCES

Section 1 General Policies and Rules

8.101 Fiscal Year

The MYSA's fiscal year shall be from September 1 to August 31 of each year.

8.102 Prohibited Transactions

The MYSA, its officers, directors, members and any persons acting in or on its behalf, shall take no actions which may adversely affect the MYSA's tax exempt status under Section 501 (c) of the Internal Revenue Code or which may otherwise violate any state or federal law.

8.103 Contracts and Banking

The Board of Directors, except as may otherwise be required by law, the articles of incorporation or these bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the MYSA and such authority may be general or confined to specific instances.

8.104 Acceptance of Gifts

The Board of Directors may accept on behalf of the MYSA any contribution, gift, bequest or device for the general purpose or any special purpose of the MYSA.

8.105 Annual Audits

An annual audit shall be conducted of the financial records of the MYSA. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and submitted to the Board of Directors for its review within 60 days of the close of the fiscal year. Such audit shall be available for review by an Affiliate Member upon request.

8.106 Distribution of Funds Upon Dissolution

In the event of the dissolution or final liquidation of the MYSA, none of the funds held by the MYSA shall be distributed to any director or member or individual. The policies and rules of USSF shall determine the disbursement of such funds, except that all disbursements must be to an organization which qualifies as a tax exempt entity under Section 501(c) of the Internal Revenue Code as it may be amended from time to time.

ARTICLE 9 AMENDMENT OF BYLAWS, POLICIES, AND RULES

Section 1 Amendment of Bylaws

9.101 Proposal to Amend

Any Affiliate member, Extraterritorial member, director or committee of the MYSA may propose to amend the MYSA bylaws, policies and rules by delivering the proposal in writing on the prescribed form to the Policy and Rules Committee not less than 89 days prior to the Annual General Meeting or a Special Membership Meeting. The proposal must be received in the MYSA office no later than 5:00 p.m. on the 89th day before said meeting.

9.102 Review of the Proposed Amendment

The Policy and Rules Committee shall review the proposed amendment for form and for any conflict with the existing articles of incorporation, bylaws, policies and rules of the MYSA, USSF and other MYSA-affiliated organizations. The Policy and Rules Committee shall report its recommendation regarding the proposed bylaw amendment to the Board of Directors, and shall include a detailed explanation as to why it is recommending to adopt or reject the proposed rule. The Board of Directors will review the proposed bylaw amendment and report its recommendation to the membership.

9.103 Publication

The proposed amendment and the recommendation of the Board of Directors shall be published in an official MYSA publication no less than 45 days prior to the Annual General Meeting or Special Membership Meeting.

9.104 Voting

Amendments to the bylaws may be made by the affirmative vote of two-thirds of the votes cast, which must also be two-thirds of the required quorum.

Section 2 Amendment of Business Items by Members

9.201 Proposal to Amend

Any member may propose to amend or add an MYSA policy, rule or procedure by delivering the proposal in writing to the Policy and Rules Committee not less than 89 days prior to the Annual General Meeting or Special Membership Meeting. The proposal must be received in the MYSA office no later than 5:00 p.m. on the 89th day before said meeting.

9.202 Review of Proposed Amendment or Addition

The Policy and Rules Committee shall review the proposed amendment or addition for form and for any conflict with existing articles of incorporation, bylaws, policies, procedures or rules of the MYSA, USSF and other MYSA-affiliated organizations. The Policy and Rules Committee shall report its recommendation regarding the proposed policy, rule or procedure amendment or addition to the Board of Directors and shall include a detailed explanation as to why it is recommending to adopt or reject the proposed rule. The Board of Directors shall review the proposed amendment or addition and report its recommendation to the Membership.

9.203 Publication

The proposed policy, rule or procedure amendment or addition and Board of Director's recommendation shall be published in an official MYSA publication no less than 45 days prior to the Annual General Meeting or Special Membership Meeting.

9.204 Voting

A policy, rule or procedure amendment or addition may be made by the affirmative vote of two-thirds of the votes present at a membership meeting, a quorum being present.

Section 3 Amendment of Policies and Rules by Board of Directors

9.301 Proposal to Amend

Except in the case of an emergency, a director or committee of the MYSA may propose to amend or add an MYSA rule by delivering the proposal in writing to the Policy and Rules Committee. In the case of an emergency, a director or committee may present the proposed policy, rule or procedure amendment or addition to the Board of Directors.

9.302 Policy and Rules Committee Review

Except in the case of an emergency, the Policy and Rules Committee shall review the proposed amendment or addition for form and for any conflict with existing articles of incorporation, bylaws, policies and rules of the MYSA, USSF and other MYSA-affiliated organizations. The Policy and Rules Committee shall report its recommendation regarding the proposed amendment or addition to the Board of Directors, and shall include a detailed explanation as to why it is recommending to adopt or reject the proposed rule. In the case of an emergency, no Policy and Rules Committee review is required.

9.303 Voting

Any amendment or addition to a rule proposed by a director or committee may be made by the affirmative vote of two-thirds of the votes present at a Board of Directors meeting, a quorum being present.

9.304 Publication

Notice of the enactment of an amended or added rule shall be published and distributed within 15 days to Affiliate and Extraterritorial Members and any other entities affected by the policy, rule or procedure amendment or addition.

9.305 Ratification

A policy, rule or procedure amendment or addition enacted by the Board of Directors shall be presented to the Affiliate Members for ratification by the affirmative vote of two-thirds of the votes cast at the next membership meeting which must also be two-thirds of the required quorum. In the event the policy, rule or procedure amendment or addition is not ratified by the Affiliate Members, the policy, rule or procedure amendment or addition is repealed. The amended rule shall return to the language it had prior to its amendment and an added rule shall be deleted in its entirety. The failure to ratify a policy, rule or procedure amendment or addition does not invalidate any actions taken pursuant to such amended or added rule prior to its nonratification.

ARTICLE 10 RELATIONSHIP WITH UNITED STATES SOCCER FEDERATION

10.101 Registration

MYSA shall once a year register all of its players, coaches, teams, referees and administrators with USSF.

10.102 Pay Annual Dues

MYSA shall pay annual dues and fees in a timely manner to USSF.

10.103 Interplay

MYSA and its members will abide by USSF's articles, bylaws, policies and requirements on interplay.

10.104 Annual Reports

MYSA shall provide to the Secretary General of USSF an annual report on its activities and provide copies of its most current annual financial statements within 90 days after the start of USSF's seasonal year.

10.105 Governing Documents

MYSA will provide annually to USSF copies of its constitution, bylaws, policies and other governing documents; submit changes to those documents to USSF for approval not later than 90 days after adoption; and make copies of those documents available to its members.

10.106 Hearing Procedures

The MYSA will provide equitable and prompt hearing and appeal procedures to its members in order to guarantee the rights of individuals to participate and compete in activities sponsored by USSF and MYSA and any of MYSA's members. A member adversely affected by an action taken by MYSA or one of its members involving an individual's right to participate and compete in any activity sponsored by USSF, MYSA or one of its members may appeal such action, once final, to the USSF's Appeals Committee, which has the jurisdiction to approve, modify or reverse such action.

10.107 Sexual and Physical Abuse Policies

The MYSA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USSF (subject to any contrary requirements contained in state or local law applicable to the MYSA).

10.108 USSF Review

The MYSA will allow USSF to review its documents and procedures upon request, not less than once every four years, to determine compliance with USSF's bylaws.

10.109 Conflicting Organizations

The MYSA will not join any organization that has requirements that conflict with USSF's articles, bylaws, policies and requirements.