



# Bylaws

June 2010

## Revision History

<b>Date</b>	<b>Version</b>	<b>Author</b>	<b>Comments</b>
1983	V1		Original document
6/2010	V2	Greenberg	1. Combine the Constitute & Bylaws into new Bylaws document. Rewrote each article, eliminated duplicate paragraphs, updated articles with most current policy and practice, and other editorial changes. 2. Added revision history to track future changes

## **Article I – General Provisions**

### Section 1. Affiliation

The Maryland State Youth Soccer Association (MSYSA) shall be an affiliate of and comply with the authority of the United States Youth Soccer (USYS), and the United States Soccer Federation (USSF). MSYSA shall also be subject to the authority of the Fédération Internationale de Football Association (FIFA).

- a. To the extent permissible under applicable law, the MSYSA Bylaws shall be consistent with USSF and USYS articles of incorporation, bylaws, policies, and requirements. The USSF and USYS bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the MSYSA and its members to the extent applicable under Maryland state law.
- b. To the extent permissible under applicable law, MSYSA and its members will abide by the articles of incorporation, bylaws, policies, and requirements of USSF and USYS.
- c. MSYSA will not join any organization that has requirements that conflict with the USSF bylaws, policies or requirements.
- d. MSYSA shall provide annually to the Secretary General of USSF:
  1. any changes made to its bylaws and governing documents
  2. a report on the activities of the Association for the previous seasonal year
  3. its most recently completed financial statement no later than 90 days after the end of USSF's seasonal year. The Association shall make copies of the aforesaid documents and reports available to its members.
  4. MSYSA will allow the USSF to review the documents and procedures of the Association on request of USSF not less than once every 4 years, to determine compliance with USSF Bylaws.

### Section 2. Authority

MSYSA shall exercise through its Executive Board all such powers as may be required in the furtherance of its stated purpose, as are not inconsistent with the articles of incorporation, bylaws, rules, and requirements of US Youth Soccer, USSF, FIFA and/or the laws of relevant jurisdiction.

This Association shall operate under the auspices of the Official Administrative Rule Book as published by USSF – Youth Division, current edition, or such successor publication as shall from time to time be published by USSF as its Official Rule Book.

### Section 3. Non-Discrimination

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

The Association and its members will abide by USSF's articles of incorporation; bylaws, policies and requirements pertaining to interplay between USSF affiliated organizations. Neither MSYSA, nor its member organizations, shall discriminate against the participation of players and teams in their respective activities on the basis of that player or team's membership in, or affiliation with another organization, which is affiliated with USSF.

#### Section 4. Sexual and Physical Abuse

To the extent permissible under applicable law, the MSYSA shall adopt policies prohibiting sexual and physical abuse that are consistent with criteria established by the USSF.

#### Section 5. Tax Status

The MSYSA shall maintain its tax-exempt status under the Internal Revenue Code.

All players, coaches, teams, and administrators will be registered annually with USYSA and USSF. MSYSA will pay all dues and fees to US Youth Soccer and USSF on a timely basis.

### **Article II – Membership**

#### Section 1. Member Types

- a. Full voting membership in MSYSA shall be open to all clubs and leagues operating within the State of Maryland. Teams obtain membership in MSYSA through an affiliated club, league or recreational organization.
- b. Each member club and league shall retain its own autonomy but will adhere to the Bylaws and Rules/Regulations of this Association, US Youth Soccer and USSF.
- c. Associate membership in MSYSA, without voting rights, shall be available to other organizations in the state of Maryland who organize, sponsor or stage youth soccer activities or events in the state of Maryland. Personal individual membership may also be extended by the Executive Board as an honorary membership with no voting rights.

#### Section 2. Procedure for Obtaining Membership

Each application for membership shall be in a form approved by the Executive Board and shall affirm that the applicant agrees to abide by the Bylaws of this Association and the articles of incorporation, bylaws, policies and procedures of USSF and US Youth Soccer. The application form shall be signed by the applicant's principal officer and shall include:

- a. A listing of the applicant's Officers, providing their name, title, address, telephone numbers, and e-mail address;
- b. A listing of all affiliated club teams by name, age group, and gender;
- c. The seasons of play an principal geographic area served of the organization;
- d. Sponsorship, if any, including that by municipalities;

- e. A statement that all players participating in MSYSA activities will be registered with MSYSA and all soccer players in the organization will register either with MSYSA or another USSF member organization;
- f. A copy of the applicant's Bylaws and rules and regulations;
- g. The name, address, e-mail address and phone number of the applicant's designated representative to MSYSA to whom all meetings notices and other correspondence shall be addressed;
- h. Such additional information as may be required by the Executive Board;
- i. Submission of appropriate fees for affiliation as determined by the Executive Board;

All applications are to be filed with the Secretary of the Association, addressed to the Association's office. The Secretary shall immediately acknowledge receipt in writing or via e-mail. If an application is received by the first Wednesday of the month, the application should be voted on at the next Executive Board meeting. Affirmative votes of a majority of the Board members present are required for approval for membership.

### Section 3. Recommendation of Procedures, Rules and Fees

The Executive Board of MSYSA will annually recommend to the membership the procedures; rules and fees required for affiliation of leagues, clubs, and their affiliated teams.

### Section 4. Teams

A youth soccer team shall be deemed to be any group of not less than 7 persons/players under the age of 19 years as defined by the current USYSA age classification standards, all of whom shall be registered with MSYSA or other National State Associations in which they may register pursuant to USYSA rules and which is organized to compete as a team with a designated person responsible for its activities. A team shall be registered with MSYSA, rostered on the appropriate MSYSA forms, and be considered a MSYSA team, where at least 50% of the players on the team are initially registered through MSYSA.

There will be two classifications of youth teams in Maryland, as follows:

- a. Travel Team- this is a team which registers each team member on USSF/USYS/MSYSA approved player passes and a certified USYS/MSYSA roster. Travel teams are rostered by age groups as follows:
  - 1. U12 and younger- may have no more than 14 eligible players on their roster at any time during the seasonal year;
  - 2. U13 through U16- may have no more than 18 eligible players on their roster at any time during the seasonal year;
  - 3. U17 through U19 may have no more than 22 eligible players on their roster at any timer during the seasonal year. Teams in these age groups may play no more than 18 of the rostered players in any one match. Provisions and procedures for determining the 18 players to play in a given match shall be established by the organization under whose direct authority the subject match is being conducted.

- b. Recreation Team- this is a team comprised of players registered through an MSYSA member club or league that are not considered "travel players" and who are not registered on MSYSA travel team registration cards. Recreation teams may use MSYSA approved recreational player registration cards for purposes of identifying players.

#### Section 5. Leagues

There shall be two types of leagues for membership purposes:

- a. Travel League- comprised of teams who will register each team member on USSF/USYSA/MSYSA approved player passes and a certified USYSA/MSYSA roster prior to league play. The MSYSA Registrar or an Associate State Registrar shall certify rosters and player passes.
- b. Recreation League- comprised of teams who will register each team member with MSYSA through their respective clubs or recreational organization.

#### Section 6. Clubs

Member clubs shall be private or public organizations comprised of youth soccer teams, either travel or recreation. All players participating in MSYSA activities will be registered with MSYSA and all soccer players in the club will register either with MSYSA or another USSF member organization. All clubs with more than 3 travel teams or 50 recreational players are required to affiliate directly with MSYSA as a member club or league. All member clubs and shall register annually all of their MSYSA players, coaches, teams, and administrators with MSYSA and pay all registration fees to MSYSA on a timely basis.

### **ARTICLE III – Executive Board/Officers**

#### Section 1. Executive Board

The Executive Board consists of the President, Executive Vice-President, First Vice-President, Second Vice-President, Third Vice-President, Registrar, Secretary, Treasurer, the Region Commissioners, and four (4) At-large Directors. The immediate past President shall serve as a non-voting member of the Executive Board. Members of the Executive Board shall serve for a term of twenty-four (24) months or until their successors shall be elected.

The term of office for individuals elected to the Executive Board at the Association's Annual General Meeting shall begin immediately following the Annual General Meeting at which they were elected.

The President, First Vice-President, Treasurer, Registrar, Region Commissioner-North, Region Commissioner-South, Region Commissioner-Central East, and two At-Large Members shall be elected in odd numbered years. The Executive Vice-President, Second Vice-President, Third Vice-President, Secretary, Region Commissioner-East, Region Commissioner-West, Region Commissioner-Central West, and two At-Large members shall be elected in even numbered years. The president shall be limited to a maximum of three (3) consecutive full terms.

## Section 2. Executive Board, Authority and Responsibilities

The Executive Board shall be responsible for and have the final authority, except as otherwise provided, for:

- a. Enforcing and interpreting the Articles of Incorporation and the Bylaws.
- b. The establishment, enforcement and interpretation of regulations prescribing rules of play, player eligibility, and the conduct of players, teams, clubs, leagues, association and game officials, for matches either conducted or sanctioned by the Association.
- c. Approving all international youth games with a member's teams, or any team, which includes a registered player of any member.
- d. Approving any inter-district or inter-state competition.
- e. The establishment of rules or regulations for specific cases not provided for elsewhere, but which are deemed necessary by the Board to carry out the objectives of the Association.
- f. The review of member's Constitution, Bylaws, Rules and Regulations, in order to insure substantial consistency and compliance with the provisions of the Articles of Incorporation, Bylaws, Rules and Regulations of the Association, the US Youth Soccer Association and the United States Soccer Federation.
- g. The conduct of the day to day affairs of the Association pursuant to the directives of the membership.
- h. The ratification of appointments made by the President of officers, committee chairmen and agents of the Association.

## Section 3. Duties of the Executive Board

- a. The **President** shall conduct all meetings of the Executive Board and all general and special meetings of the membership. The President shall nominate individuals to fill any Executive Board vacancies and nominate individuals to fill all Committee Chair positions. The Executive Board by majority vote shall approve or disapprove these nominations. In all votes by the Executive Board, the president shall vote only in the event of a tie. The president represents this Association at US Youth Soccer regional and national meetings, conventions and workshops. The President shall serve as an ex-officio member of all committees and submit an annual report to US Youth Soccer and the General Membership of MSYSA at the Annual General Membership Meeting. The President shall be authorized to sign checks of the Association.
- b. The **Vice President** shall assume the duties of the President during the President's temporary absence or temporary inability to perform the functions of that office. The Vice President shall assist the President in performance of his/her duties and shall serve as parliamentarian for the Association. The Vice President shall assume all duties of the President in the unexpired term in the event of a vacancy in the office of the President. The Vice President shall perform such other duties as may be delegated by the President.
- c. The **Secretary** shall be responsible for handling all correspondence, giving notice of meetings, recording the minutes of the Maryland State Youth Soccer Association meetings and to report such actions taken at these meetings to all Association members. The Secretary shall maintain the official

registrar or roll of members and officers and their attendance at the Annual General Meeting. The Secretary shall perform such other duties as may be delegated.

- d. The **Treasurer** shall be responsible for overseeing the financial policies and procedures (including the budget process) for the Maryland State Youth Soccer Association and ensuring that detailed accounts are maintained in a suitable manner. The Treasurer is responsible for presenting a statement of account at every regular meeting of the MSYSA, as required by the President or by majority vote of the Board or the membership. The Treasurer is responsible for giving a full report at the Annual General Meeting. The Treasurer shall be authorized to sign checks of the Association. The Treasurer shall perform such other duties as may be delegated.
- e. The **State Registrar** shall be responsible for keeping a complete record of all teams and players for the purpose of player registration, team affiliation and fee assessment, by team and age group. The State Registrar is responsible for appointing associate registrars within each region or league throughout the state. The State Registrar is responsible for certifying all rosters of state teams entries into Regional and National competition and work with the State Office in reporting all players to the National Association. The State Registrar has final approval for all player transfers and all out of state travel. The State Registrar shall perform such other duties as may be delegated.
- f. The **State Cup Director** shall serve as the chair of the Maryland State Cup Committee and oversee and coordinate all aspects of State Cup at the State level of the US Youth Soccer National Championship Series. The State Cup Director shall perform such other duties as may be delegated.
- g. The **Regional Commissioners** shall be the direct link between the MSYSA and its affiliates. The Regional Commissioners are responsible for disseminating information from their regions to MSYSA and from MSYSA to their regions. Each Regional Commissioner is responsible for attending no fewer than two (2) member club/organizational meetings from their region. Each Regional Commissioner must attend the AGM as a representative for his/her region. Each Regional Commissioner must conduct at least one meeting annually on behalf of MSYSA. The Regional Commissioners are responsible for overseeing MSYSA proprietary programs in their region. These programs include but are not limited to, the Regional Training Program.
- h. The **At-Large Directors** shall be responsible for chairing the annual MSYSA Workshop committee and coordinating the MSYSA Year End Awards selection process. The At-Large directors should serve as a program chairperson. The At-Large Directors shall perform such other duties as may be delegated.

#### Section 4. Regional Commissioners

In order to properly represent all interest in the Association six (6) regional commissioners shall be elected who shall be members of the Executive Board. The six (6) regional commissioners are the following:

- a. North Commissioner, who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following



counties: Carroll, Baltimore, Harford, and the independent teams located within these counties.

- b. South Commissioner, who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Charles, Calvert, St. Mary's, and the independent teams located within these counties.
- c. East Commissioner, who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Cecil, Kent, Queen Anne's, Talbot, Caroline, Dorchester, Wicomico, Somerset, Worcester, and the independent teams located within these counties.
- d. West Commissioner, who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Frederick, Washington, Alleghany, Garrett, and the independent teams located within these counties.
- e. Central East Commissioner, who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Prince George's, Anne Arundel, and the independent teams located within these counties.
- f. Central West Commissioner, who shall be elected by those member leagues, clubs or associations having teams located in the area comprised of the following counties: Howard, Montgomery, and the independent teams located within these counties.

#### Section 5. Executive Director

The Board of Director shall employ an Executive Director. The duties of the Executive Committee are as follows:

- a. The conduct of business at the Maryland State Youth Soccer Association office shall be under the direction of the Executive Director.
- b. The Executive Director may employ additional staff as needed within the allowances of the annual budget.
- c. The Executive Director shall be an ex officio member without vote of the Board of Directors. Attendance of the Executive Director is expected at all board and executive committee meetings unless otherwise requested by the Board of Directors.
- d. Other duties of the Executive Director shall be determined by these Bylaws and by direction of the President. The Executive Board may direct the Executive Director to act on its behalf from time to time.

#### Section 6. Removal and Vacancies

Any member of the Executive Board, Officer or agent of the Association may be removed from office and relieved of his duties by a two-thirds vote of those members eligible to vote at a duly constituted membership meeting provided notice of proposed removal is given in the call of the meeting. Any member of the Executive Board may be removed as a member of the Executive Board by a majority vote of the Executive Board for missing two (2) consecutive Board meetings without excuse, as determined by the President. All vacancies among the

Executive Board, however occurring, may be filled by a majority vote of the remaining members of the Executive Board.

## **Article IV – Elections/Meetings**

### Section 1- Elections

Elections shall take place each year at the Annual Meeting of the MSYSA. The nominated candidate receiving the highest number of votes for each office shall be declared elected. In the absence of any opposing candidates, the entire slate may be elected with one vote. Voting may, but need not be, by ballot.

### Section 2- Annual General Meeting

The Annual General Meeting of the MSYSA shall be held before June 30<sup>th</sup> of each year. The primary business of the Annual Meeting shall be the election of officers, approval of the annual budget, and the adoption of amendments to the Bylaws, and the conduct of other business, as necessary. Only member leagues, clubs, and recreation organizations in good standing are eligible to vote at the Annual Meeting.

All affiliated organizations, as an obligation of affiliation, shall have a qualified representative present at the Annual Meeting. Organizations that have such representation present at the Annual Meeting shall have their respective affiliation fee returned. The Executive Board shall retain the right to review requests for exception from attendance based upon extraordinary circumstances.

### Section 3- Special Meetings

Special meetings of the membership may be called by the President, with concurrence of the majority of the members of the Executive Board, or by request made to the Secretary by members of the MSYSA in good standing constituting at least 50% of the votes eligible to be cast at any meeting of the membership.

### Section 4- Notice of Meetings

With respect to the Annual Meeting, written notice must be given at least 30 days in advance of the meeting date and include a recommended slate of candidates for elective office, any amendments proposed for the Bylaws, the agenda for the meeting and the number of votes which each member league, club, or recreation organization is eligible to cast.

With respect to a Special Meeting, the Secretary shall provide written notice of the meeting to all members of the MSYSA at least 10 days in advance of the meeting date and the notice shall specify an agenda for the meeting.

### Section 5- Executive Board Meeting

The Executive Board shall meet prior to each Annual Meeting and at other times upon the call of the President or a majority of the Board. The President shall determine the order of business and agenda. A majority of the membership of the Executive Board shall constitute a quorum in order for actions taken by the Executive Board at any meeting to become effective at the conclusion of such meeting. In the event a quorum is not present at any duly called meeting of the

Executive Board, either in person, or through telephone connection, the Executive Board members present may conduct business, but no action taken by the Executive Board at a meeting where a quorum is not present, shall become effective, until all absent members have had the opportunity to cast their vote by written or electronic means, and then only if a majority of the members of the Executive Board casting a vote on the subject action, either at the Executive Board meeting or by subsequent written or electronic means, have voted to approve such action, for the conduct of business. Each member on the Board shall be entitled to cast one vote on any matter of business before the Board except as otherwise provided. The Executive Board may act on a matter without a meeting with the consent of all Board members. All meetings of the Executive Board shall be open to all member leagues, clubs, and recreation organizations.

#### Section 6- Conduct of Business

All meetings of this Association shall be conducted in accordance with Roberts's Rules of Order, latest edition, except as modified herein.

The agenda of the Annual General Meeting will be:

- Call to Order
- Roll Call/Credentials
- Reading of the Minutes & Acceptance
- Reports of Committees
- Proposed Amendments to the Articles of Incorporation, Bylaws, and Policies
- Unfinished Business
- New Business
- Election of Officers
- Good of the Game

#### Section 7- Nominations

No person may be a candidate in an MSYSA election who has not been nominated. To be an eligible candidate for an MSYSA elective office, or Executive Board position, an individual must be, or have been within the previous 10 years, associated with an MSYSA affiliated club, league or recreation organization. No later than 60 days prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of representatives of the MSYSA for the purpose of nominating candidates for office who shall constitute the Executive Board.

The Nominating Committee shall nominate one or more candidates for each office. After securing the consent of the nominated individuals, the Committee shall immediately report their nominations to the Executive Board in writing, but in no case later than 45 days prior to the Annual Meeting.

- a. The names of individuals, other than those nominated by the Nominating Committee, may be placed in nomination for office of the MSYSA by written notice addressed to the Secretary of the MSYSA and delivered to the MSYSA's office no later than 10 days prior to the date of the Annual Meeting. The notice of nomination shall contain the name of the individual being nominated, their club, league, or recreation organization affiliation, the office

for which they are being nominated, evidence that the individual consents to be nominated, and a brief statement of the nominee's experience and qualifications. Individuals may nominate themselves by providing the above information.

- b. The Secretary of the MSYSA shall, in the notice of the Annual Meeting, notify all MSYSA members of the candidates for office nominated by the Nominating Committee. Seven days prior to the date of the Annual Meeting, the Secretary shall mail a Final Notice of the meeting to all member, listing all candidates nominated for offices of the MSYSA, together with brief statements, provided by the candidates, of the their experience and qualifications.
- c. No nominations may be made from the floor on the date of the Annual Meeting.

#### Section 8. Voting Rights

There will be 1 vote for each member league, club, and recreation organization. Each member with 5 or more teams will receive 1 additional vote for every 10 teams or portion thereof. (Example: 1-4 teams = 1 vote; 5-14 teams = 2 votes; 15-24 teams = 3 votes; 25-34 teams = 4 votes). For voting purposes only, the number of recreation teams in an organization will be determined by dividing the number of recreation players registered with the organization by 15. This number will be added to the number of "travel teams" registered with the member organization to determine the total number of teams in that organization for purposes of determining the number of votes to which the organization is entitled. For purposes of computing the number of votes for each member league, the number of teams in a member league shall be reduced by the number of teams that are affiliated with MSYSA. Each member in good standing with MSYSA, shall be entitled to cast their votes at each Annual Meeting, provided that such member is present. Officers of the MSYSA cannot act as voting representatives of a member league, club, or recreation organization. Voting by proxy shall not be permitted. The representative eligible to cast a vote at the Annual Meeting must be affiliated with a Maryland league, team, club, or recreation organization. No person may represent more than 1 vote. For purposes of voting at the Annual Meeting, or any other meeting of the membership, the number of affiliated teams per member league, club, or recreation organization, computed as aforesaid, shall be certified by the Registrar. A member who enrolls additional teams subsequent to September 1 of such year shall certify the additional teams to the Registrar and the Registrar shall certify that the teams are eligible to receive any additional votes to which they may be entitled.

#### Section 9- The MSYSA Year

The fiscal year of the MSYSA shall begin on September 1 and end on following August 31.

### **ARTICLE V-Committees**

The President, with approval of a majority of the members of the Executive Board, shall each year appoint such standing and special committees as may be necessary

to advance the work of the Association. The chair of each committee shall be designated by the President with approval of a majority of the members of the Executive Board. Any person appointed to a committee subject to this article may be removed for good cause by the vote of a majority of the members of the Executive Board.

The responsibilities of each committee established under this article shall be as determined by the Executive Board by resolution. All committee chairpersons shall upon request of the Executive Board prepare a proposed budget for the coming year and shall submit that budget to the Executive Board at such time as may be required. Committee chairpersons shall also prepare a written report for the annual meeting detailing the activities of the committee for the past year and projecting activities for the coming year.

## **ARTICLE VI – MSYSA SPONSORED COMPETITION**

### Section 1. Boys Division

- Under 13 Chuck Tanner Cup
- Under 14 John "Buck" Davidson Cup\* (also representative for National Youth Soccer National Cup Competition)
- Under 15 Dan Dobry Cup\* (also representative for National Adidas Cup Competition)
- Under 16 William Stubbins Cup\* (also representative for National D.J. Niotis Cup Competition)
- Under 17 Tom Bailey Cup\* (also representative for the National Don Greer Cup Competition)
- Under 18 Chris Basileo Cup\* (also representative for National Andy Stone Cup Competition)
- Under 19 Benjamin Freeburger Cup\* (also representative for National James P. McGuire Cup Competition)

### Section 2. Girls Division

- Under 13 Terry Kulback Cup
- Under 14 Patricia Libercci Cup
- Under 15 Mavis Derflinger Cup
- Under 16 Gene Ringsdorf Cup\* (also representative for the National Patricia L. Masotto Cup Competition)
- Under 17 Charlotte Moran Cup\* (also representative for the National Laura Moynihan Cup Competition)
- Under 18 Robin Miller Cup\* (also representative for National Francis J. "Frank" Kelly Cup Competition)
- Under 19 Dorothy Inglehart Cup\* (also representative for National Ross Stewart Cup Competition)

\*Winners in these age groups represent Maryland in Region I and as part of the National Championship Series Tournament

### Section 3. Regional Representatives

The winners of State Cup Competitions in those age groups of competition in the Region I Tournament of Champions and National competition will be entitled to and obligated to represent this State Association at any such competition by USYS. Failure to meet this obligation may be punishable by suspension, fine (or both) or other disciplinary action as deemed appropriate by the Executive Board.

## **Article VII- Regions**

The Executive Board may create geographical subdivisions within the state known as Regions. The boundaries of these regions shall be determined by the Executive Board.

A Region Commissioner shall be elected to administer each region and his/her election shall confer upon him/her a voting seat on the Executive Board. The eligible voting members of his/her respective Region shall elect a region Commissioner for a period of 2 years, to represent his/her Region on the Executive Board of this Association.

### Section 1. Election of Region Commissioners

Each member league, club, and recreation organization within a particular Region shall have 1 vote for itself. Each member league, club and recreation organization with 5 or more teams will receive 1 additional vote for every 10 duly affiliated teams, or portion thereof.

The Region Commissioner shall be elected to coincide with the election of the general membership for the Executive Board, as specified in Article III, Section 1.

### Section 2. Removal of a Region Commissioner

Voting members of a Region may request a hearing for the removal of their Region Commissioner at any time. A Region Commissioner may be removed, for just cause, by a majority vote of the eligible voting members of the Region and with the approval of the Executive Board of this Association.

### Section 3. Region Commissioner Vacancy

When a Region Commissioner's position is declared vacant, the Executive Board may call for an election of a new Region Commissioner within a period of 60 days of said declaration. If such election is not held, or if an impasse is reached, the Executive Board of this Association shall appoint a Region Commissioner for said vacancy. The newly elected/appointed Region Commissioner shall serve out the remainder of the unexpired term of the office of the Region Commissioner who has left office.

### Section 4. Assistant Region Commissioners

The Region Commissioner shall represent his/her Region to the MSYSA.

Within any Region, the Region Commissioner may designate assistants to aid him/her in the performance of his/her duties. In the absence of the Region Commissioner, his/her designated Assistant Region Commissioner may vote at a

meeting of the Executive Board. The Region Commissioner shall submit a list of his/her assistants to the Secretary of this Association for inclusion in the Association Directory.

## **Article VIII- Budget and Fees**

The Treasurer, in conjunction with the Executive Director, shall prepare a proposed annual budget and a proposed schedule of affiliation and registration fees for review by the Executive Board. The annual budget and proposed affiliation and registration fees will be presented at the AGM for approval by a majority vote of the membership.

All player registration fees are due and payable to the State Registrar prior to the beginning of league play on a seasonal year basis unless otherwise provided for by the Executive Board.

## **Article IX- Adjudication**

MSYSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the U. S. Soccer Federation and MSYSA and its members may be appealed to the USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

### Section 1. Jurisdiction of the Adjudication Committee

The Executive Board shall establish an Adjudication Committee and may delegate to such Committee by resolution, such authority as the Board shall deem necessary to carry out the provisions of this Article.

- a. The Adjudication Committee shall have the following jurisdiction:
  1. to consider and adjudicate decisions of members of the association;
  2. to consider and adjudicate decisions of any individual, committee, or group having responsibility for administering an activity conducted or sponsored by the Association; and
  3. to consider and adjudicate allegations of assaults and abuses on referees as provided under USSF policies
- b. All decisions of the Adjudication Committee shall be by a majority vote of those Committee members present and voting. All decisions shall be in writing and shall be made available to all parties in interest in a timely fashion.
- c. All decisions of the Adjudication Committee are the final decisions of the Association. These decisions may only be appealed to the US Soccer Federation's Appeals Committee that shall have jurisdiction to approve, modify, remand or reverse the decision.

### Section 2. Jurisdiction of the Executive Board

- a. The Executive Board shall have original jurisdiction over matters relating to

the accomplishment of its purposes as set forth in, and the enforcement of, its articles of incorporation, bylaws, and rules and policies and the rules, and policies of USSF.

- b. Except as provided in section 1 of this article, the Board of Directors shall have the sole right and authority to suspend, expel, or otherwise discipline for violating the Association's articles of incorporation, bylaws, rules, and policies or for other misconduct, the following:
  1. any member, player, coach, manager, or other principal of any component or affiliate of a member;
  2. any official of a member or a member's affiliates;
  3. any official of the Association; and
  4. any spectator at a function sponsored or conducted by the Association or a member of the Association.
- c. Disciplinary action taken by the Executive Board shall be by majority vote in writing.
- d. A decision of the Executive Board under this section is a final decision of the Association. The decision may be appealed only to the US Soccer Federation's Appeals Committee.
- e. The Executive Board may grant to the Adjudication Committee the authority to exercise initial review of matters pertaining to the above-delineated jurisdiction, while retaining final, discretionary authority to review the decisions of such Committee.
- f. A party involved in a proceeding before MSYSA member organization must exhaust all protest and appeal procedures of such member organization prior to bringing an appeal to MSYSA.
- g. The Association retains the authority to initiate proceedings at its own initiative in all matters relating to alleged violations of its rules, policies and procedures.
- h. All decisions of the Executive Board relating to actions taken pursuant to this Article shall be by majority vote of the Executive Board present and voting. Final decisions shall be in writing and shall be made available to all parties in interest.

### Section 3. Procedure for Protests and Appeals

All protests and appeals to this Association shall be filed in writing with the Secretary (or with such other person as the Executive Board may designate) and shall be postmarked no later than 48 hours after notification of the decision or action from which the protest or appeal is taken. The appropriate protest and appeal fee shall accompany the written protest or appeal. The notice of protest or appeal filed with this Association shall describe specifically the decision or action being protested or appealed and shall contain a detailed statement of the basis or grounds for the protest or appeal.

Upon receipt of a written notice, initial authority to review and/or hear the protest or appeal shall rest with the Adjudication Committee, if one has been appointed; otherwise all protests and appeals shall be heard as designated by the Executive Board. The Adjudication Committee or such other body hearing a protest or appeal shall render a decision as soon as practicable under the circumstances. In the case



of an appeal from the decision of a member of the Association, the Adjudication Committee or such other body designated to hear the protest or appeal. If a hearing is not held, the Adjudication Committee or the Executive Board (or the Committee) may afford all parties in interest an opportunity to submit appropriate information for consideration by the Adjudication Committee or Executive Board in ruling on the protest or appeal. The Adjudication Committee or Executive Board may return the protest and appeal fee, in whole or in part, depending on the outcome of the appeal.

The Executive Board shall establish by resolution the appropriate protest and appeal fee.

#### Section 4. Instituting Legal Proceedings

No member organization, league, club, team, player, coach, administrator, spectator, or referee under the jurisdiction of this Association may invoke the aid of the courts of the United States without first exhausting all administrative remedies made available by the Association, USYS and the USSF.

#### Section 5. Indemnification.

Every trustee, officer, member of the Executive Board, committee member, employee, or agent of MSYSA, and other persons specified from time to time by the Board, shall be indemnified by MSYSA against all expenses and liabilities, including legal fees, reasonably incurred or imposed in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a trustee, officer, Board member, committee member, employee, or agent of MSYSA, except those matters to which the trustee, officer, Board member, committee member, employee, or agent is adjudged to be liable for gross negligence or misconduct in the performance of his or her duties to MSYSA. A conviction or judgment (whether based on a guilty plea or plea of nolo contendere or its equivalent, or after trial) in a criminal action, suit, or proceeding shall not be deemed an adjudication of liability for gross negligence or misconduct in the performance of duty to MSYSA if the trustee, officer, Board member, committee member, employee, or agent acted in good faith in what he or she considered to be the best interests of MSYSA and with no reasonable cause to believe that the action was illegal.

#### Section 6. Recognition of Disciplinary Actions.

- a. Any disciplinary action imposed by MSYSA shall be recognized by every member, official, and employee of MSYSA.
- b. Any disciplinary action taken by a member of MSYSA within its jurisdiction shall be recognized by MSYSA and its officials and employees and every other member of MSYSA if—
  1. the party on whom the discipline is imposed has been provided in substance with the opportunity to have a hearing and procedural rights provided by Bylaw 701 of the United States Soccer Federation;
  2. the penalty imposed is reasonable, fair, customary, and consistent;
  3. the party has been informed in writing of the party's rights to appeal any final decision of the member to the MSYSA Adjudication Committee;

4. the party's time to file an appeal with the Adjudication Committee has expired;
5. the member provides to MSYSA in writing, within 10 days after the party's time to file an appeal has expired:
  - (i) a request that the disciplinary action be recognized;
  - (ii) information about the disciplinary action that is to be recognized; and
  - (iii) information showing that clauses (1) and (3) of this subsection have been satisfied; and

## **Article X- Colors and Insignia**

The representative colors of this Association shall be black, gold, red, white or any combination thereof. The insignia of the Association may be reproduced, displayed, or otherwise used only as provided by the Executive Board.

## **Article XI- Amendment, Repeal of Suspension**

Articles of Incorporation of the Association may be submitted in writing at any time. All proposed amendments to the Articles of Incorporation shall be submitted to the General Membership of this Association at least 30 days prior to the Annual General Meeting or Special Meeting of the Membership at which the proposed amendments are to be considered. A proposed amendment will be adopted if it is approved by a 2/3 vote of the eligible voting members of the Association in attendance at the Annual General Meeting or Special Meeting of the Membership.

Amendments to the Bylaws of the Association may be submitted in writing at any time. All proposed amendments to the Bylaws shall be submitted to the General Membership of this Association at least 30 days prior to the Annual General Meeting or Special Meeting of the Membership at which the proposed amendments are to be considered. A proposed amendment will be adopted if it is approved by a majority vote of the eligible voting members of the Association in attendance at the Annual General Meeting or Special Meeting of the Membership.

## **Article XII- Dissolution**

The Association may be dissolved at any time by the written consent of no less than two-thirds of the members in accordance with the Articles of Incorporation.