



**BYLAWS**

**OF THE**

**UNITED STATES YOUTH SOCCER**  
**ASSOCIATION, INC.**

*As of July 22, 2023*

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

6 **ARTICLE I**  
7 **NAME**  
8

9 This nonprofit educational organization shall be incorporated as United States Youth Soccer  
10 Association, Inc.  
11

12 **ARTICLE II**  
13 **PURPOSE**  
14

15 The purposes of this organization shall be as stated in the charter of the United States Youth  
16 Soccer Association, Inc., hereinafter referred to as USYSA. The organization is a national  
17 association member of the United States Soccer Federation, hereinafter referred to as Federation.  
18

19 **ARTICLE III**  
20 **DEFINITIONS**  
21

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

- 23 1. **“Amateur Sports Act”** means the Ted Stephens Olympic and Amateur Sports Act  
24 (chapter 2205 of title 36, United States Code).
- 25 2. **“Board of Directors”** means the board of directors of USYSA established under  
26 Article XIII.
- 27 3. **“Federation”** means the United States Soccer Federation, Inc.
- 28 4. **“FIFA”** means the Federation Internationale de Football Association of which the  
29 Federation is the national association member for the United States.
- 30 5. **“Individual Member”** means an individual who is a member as provided under  
31 Article IV.
- 32 6. **“National Council”** means the National Council of USYSA as provided under  
33 Article XI.
- 34 7. **“Organization Member”** means an organization that is classified as such a member  
35 of USYSA as provided under Article IV.
- 36 8. **“Region”** means one of the geographical areas composed of the State Association  
37 members located in that area as provided under Article VIII.
- 38 9. **“Regional Council”** means an advisory body as provided under Article VIII.
- 39 10. **“Regional Representative”** means that person who is elected by the regional council  
40 to represent the general membership on matters of interest or concern to the board of  
41 directors as provided under Article VIII.
- 42 11. **“Seasonal Year”** means that period of time beginning September 1 of one calendar  
43 year and ending on August 31 of the immediately following year.
- 44 12. **“Team”** means a group of soccer players playing on the same side in soccer games.
- 45 13. **“TOPSoccer”** means a community based soccer program that is designed to meet the  
46 needs of players with physical and/or mental disabilities. The program is geared

47 toward player development. Athletes are placed on teams according to ability, not by  
48 age, and the rules of play, team formation, age restrictions are modifies accordingly.  
49 Maximum age restrictions contained elsewhere in these bylaws and policies of  
50 USYSA do not apply to TOPSoccer program participants.

51 14. “USYSA” means the United States Youth Soccer Association, Inc.

52 15. “USOC” means the United States Olympic Committee that is the corporation  
53 established under the Amateur Sports Act to oversee all amateur athletic activity in  
54 the United States.

55 16. “Youth Player” means an individual who is an Amateur player and who has not  
56 reached 20 years of age prior to December 31 for the current seasonal year.

57  
58 **ARTICLE IV**  
59 **MEMBERSHIP**  
60

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

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

65 **A. Organization Members.**

66 1. **Affiliate.** To qualify for affiliate membership, an organization shall be a youth sports  
67 organization that conducts soccer programs in at least five (5) states of the United  
68 States.

69 2. **Associate.** To qualify for associate membership, an organization shall be an  
70 organization formed to advance a particular aspect of youth soccer, but not  
71 responsible for recruiting, training, fielding, and funding of players.

72 3. **State Association.** To qualify for state association membership, the organization  
73 must be the administrative body within a territory determined by the National  
74 Council to carry out USYSA’s programs for youth players.

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

77 1. through that individual’s membership or association with an organization member;

78 2. as an elected officer or member of the board of directors;

79 3. if the individual occupies an unpaid administrative position within USYSA;

80 4. as a committee member of USYSA; or

81 5. through the individual joining USYSA in compliance with the requirements  
82 established by the board of directors.

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

88 **Section 3. Admission to Membership.**

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

92 1. the classification of organization membership being applied for; and

93 2. copies of its charter, articles of incorporation, bylaws, rules, regulations, any rules of  
94 play, and other governing documents appropriate to understanding the structure and  
95 activities of the organization.

96 **B. State Associations.** There shall be only one state association serving a defined  
97 geographic area of the United States.

98 **Section 4. Terms of Membership.**

99 **A. Membership Year.**

100 1. **Organization and Individual Member.** The term of membership of an organization  
101 or individual member is for one seasonal year. However, if the member is admitted  
102 and the membership is effective before the beginning of the next seasonal year, the  
103 initial term of membership for that member is for the balance of the seasonal year.  
104 Membership automatically renews each seasonal year as long as the member remains  
105 in good standing with USYSA, which includes: (1) being current with player  
106 registration fees, (2) not having any outstanding fines or suspension, and (3) being  
107 compliant with USYSA policies.

108 2. **Sustaining Member.** The term of membership of a sustaining member is for one  
109 year from the date their membership is effective. Membership automatically renews  
110 on their membership anniversary date as long as the member remains in good  
111 standing with USYSA, which includes: (1) being compliant with USYSA policies  
112 and (2) not having any outstanding fines or suspension.

113 **B. Provisional Membership.**

114 1. For organization membership requiring National Council approval, the board of  
115 directors may grant to, deny, or withdraw provisional membership from, an applicant  
116 applying for organization membership until the next meeting of the National  
117 Council. The application shall be submitted to the National Council at its next  
118 meeting.

119 2. An applicant granted provisional membership as an organization member has all the  
120 rights and responsibilities of that classification of organization member granted  
121 except that the provisional member may not vote.

122 3. Provisional membership is terminated at the end of the National Council meeting at  
123 which the applicant's membership is considered unless the National Council further  
124 extends the period of provisional membership or the applicant's application for  
125 membership is approved by the National Council.

126 **C. Change in Status.** With the consent of the board of directors, an organization member  
127 may change its organizational structure without losing its membership in USYSA.  
128 However, if the change in the organizational structure is of such a nature that it would  
129 change a member from one classification of organization member to another  
130 classification of organization member, the member must apply for that new classification  
131 of organization member of USYSA as a new member of USYSA. For any merger of  
132 state associations or any change in geographic boundaries within one or more state  
133 associations, the impacted state association(s) must submit a formal application for  
134 approval by the National Council.

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

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

144 **Section 7. Reinstatement.** A suspended member of USYSA may submit a written request for  
145 reinstatement. The board of directors may reinstate the membership of a suspended member on  
146 reasonable terms that the board considers appropriate.  
147

148 **ARTICLE V**  
149 **ORGANIZATION MEMBERS**  
150

151 **Section 1. General Responsibilities.** Each organization member must do the following:  
152 1. to the extent consistent with applicable law, comply with its bylaws and the bylaws  
153 of USYSA and the Federation as they apply to the classification of member to which  
154 the organization member belongs;  
155 2. to the extent consistent with applicable law, comply with its policies and procedures  
156 and the policies and procedures and requirements of USYSA with respect to  
157 USYSA’s internal operations and the administration of USYSA programs;  
158 3. pay fees due USYSA by the deadline the fees are required to be paid; and  
159 4. comply with the Amateur Sports Act, to the extent applicable.

160 **Section 2. Authority.** Each organization member shall retain its own autonomy except as  
161 otherwise provided in these bylaws.  
162

163 **ARTICLE VI**  
164 **STATE ASSOCIATION MEMBERS**  
165

166 **Section 1. General Responsibilities.** In addition to other requirements of these bylaws, each  
167 state association shall:  
168 1. adhere to its bylaws;  
169 2. annually register with USYSA all of its players, coaches, and administrators;  
170 3. provide USYSA at least once each seasonal year the names and information required  
171 by policy for its players, coaches, and administrators;  
172 4. require that each of its individual players, coaches, teams, and administrators that are  
173 sponsored, financed, coached, organized, or administered by an organization  
174 member register with USYSA;  
175 5. provide and coordinate opportunities for every player under its jurisdiction to play  
176 soccer at the developmental, intermediate, and advanced levels; and  
177 6. comply with requirements pertaining to interstate, national, and international  
178 competition and other competitions approved or sponsored by USYSA and as  
179 required by the Federation.

180 **Section 2. Risk Management.**  
181 **A.** USYSA and each state association are responsible for establishing and monitoring a risk  
182 management program within its jurisdiction.  
183 **B.** At a minimum, the risk management program must include:

- 184 1. use of an employment/volunteer disclosure statement for all volunteers, employees,  
185 coaches, and program administrators who are involved with any approved or  
186 sponsored program of USYSA or the state association or member of the state  
187 association; and  
188 2. identification of a risk management coordinator and an alternate for the organization.  
189

190 **ARTICLE VII**  
191 **FEES AND DISCIPLINE**

192  
193 **Section 1. Annual Fees.**

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

198 **Section 2. Suspensions and Terminations.**

199 **A. Suspension.**

- 200 1. **Failure to Pay Fees.** Any member failing to pay any fees due USYSA shall be  
201 provided written notice of the delinquency. If those fees are not paid within 30 days  
202 after the date of the notice of delinquency, the delinquent member may be suspended  
203 from membership in USYSA after a proper hearing pursuant to Subsection 3B of  
204 this Article. The member shall be notified in writing of any suspension and the date  
205 on which membership will be terminated if the fees remain unpaid.  
206 2. **Due to Litigation.**  
207 (a) Any person participating in a USYSA program, or in a program of a state  
208 association or a program of a member of a state association, who becomes a  
209 defendant in litigation detrimental to the welfare of youth players or litigation  
210 based on activities detrimental to the welfare of youth players, shall be suspended  
211 from all soccer-related activities. Suspensions under this bylaw shall be  
212 determined by the appropriate state association or the USYSA Board of  
213 Directors. Matters detrimental to the welfare of youth players shall include, but  
214 not be limited to, crimes of moral turpitude and felonies. The person has a right  
215 to appeal the suspension only over whether the matter which is the substance of  
216 the accusation, if true, is detrimental to the welfare of youth players.  
217 (b) On completion of the litigation, the suspended person may inform the body  
218 suspending the person under Subsection 2A2(a) of this Article that the litigation  
219 has been completed and request that the suspension be terminated and the person  
220 reinstated. The suspending body may grant the request of the person or, if the  
221 decision of the litigation was adverse to the person, may continue the suspension  
222 for a period specified by the suspending body, fine the person, terminate all  
223 membership of that person with the suspending body and its members, or any  
224 combination of those authorized penalties.

225 **B. Termination.**

- 226 1. The membership of a state association may be terminated by the National Council  
227 for cause by a two-thirds vote of the National Council.  
228 2. If the membership of a state association is terminated either by resignation from  
229 USYSA or under Subsection 2A1 or Subsection 2B1 of this Article, USYSA shall

230 immediately undertake actions to replace that organization with another organization  
231 having the same USYSA jurisdiction as the organization whose membership is  
232 terminated. That replacement organization may include an organization established  
233 and temporarily operated by USYSA.  
234 3. The board of directors may terminate the membership of a sustaining member as  
235 prescribed in Section 3A of this Article.

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

- 237 **A.** The board of directors may fine, terminate and/or impose any other penalty on any  
238 member of USYSA, if the board determines that:  
239 1. the conduct of the member is adverse to the best interests of soccer or USYSA; or  
240 2. the member has not complied with the requirements of its membership in USYSA.  
241 **B.** Pursuant to such alleged violation, the board of directors may act on Section 3.A. above  
242 only after a hearing, reasonable notice to the member of the time and place of the hearing,  
243 and providing the member with a reasonable opportunity to present evidence in support  
244 of the member’s position.  
245 **C.** The board of directors may immediately suspend any member of USYSA when the  
246 member’s conduct is determined by the board to be illegal, a violation of USYS policy,  
247 bylaws and/or the Code of Conduct. This immediate action must be followed by a  
248 hearing held by the board of directors within 30 days of the notice of suspension being  
249 provided to the member. The notice of suspension must provide the time and place of a  
250 hearing and provide the member notice with a reasonable opportunity to present  
251 evidence in support of the member’s position.  
252 **D.** Any hearing must comply with USSF Bylaw 701, and an appeal allowed by USSF Bylaw  
253 704.

254 **Section 4. Effect.** A suspension or other disciplinary action imposed by USYSA in accordance  
255 with these bylaws shall be recognized by all members of USYSA on notification by USYSA.  
256 Suspensions and other disciplinary actions imposed by members of USYSA shall be recognized  
257 by USYSA and all other USYSA members on proper notification to USYSA.  
258

259 **ARTICLE VIII**  
260 **REGIONS**

261  
262 **Section 1. Composition of Regions.** Regions shall be composed as follows:

- 263 **A.** East Region: Connecticut Junior Soccer Association, Delaware Youth Soccer  
264 Association, Eastern New York Youth Soccer Association, Eastern Pennsylvania Youth  
265 Soccer Association, Maryland State Youth Soccer Association, Massachusetts Youth  
266 Soccer Association, New Hampshire Soccer Association, New Jersey Youth Soccer  
267 Association, , New York State West Youth Soccer Association, , Pennsylvania West  
268 Soccer Association, Soccer Rhode Island, Soccer Maine, Vermont Soccer Association,  
269 Virginia Youth Soccer Association, and West Virginia Soccer Association.  
270 **B.** Midwest Region: Illinois Youth Soccer Association, Indiana Soccer, Iowa Soccer  
271 Association, Kansas State Youth Soccer Association, Kentucky Youth Soccer  
272 Association, Michigan State Youth Soccer Association, Minnesota Youth Soccer  
273 Association, Missouri Youth Soccer Association, Nebraska State Soccer Association,  
274 North Dakota Soccer Association, Ohio Soccer Association, South Dakota State Soccer  
275 Association, and Wisconsin Youth Soccer Association.



276 C. South Region: Alabama Soccer Association, Arkansas State Soccer Association, Florida  
277 Youth Soccer Association, Georgia Soccer, Louisiana Soccer Association, Mississippi  
278 Soccer Association, North Carolina Youth Soccer Association, North Texas State Soccer  
279 Association, Oklahoma Soccer Association, South Carolina Youth Soccer Association,  
280 South Texas Youth Soccer Association, and Tennessee State Soccer Association.

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

287 E. The composition of regions may be amended by a majority vote of the National Council.

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

289 A. have a regional council composed of at least one delegate from each state association  
290 within the region as provided in Article XII, Section 1C and the regional representative  
291 of the respective region; and

292 B. ensure that voting will be as stated in Article XII.

293 **Section 3. Qualifications of Regional Representative.** The candidate for this position shall:

294 A. Be in good standing with USYSA or of any member; and

295 B. Not be a paid employee of USYSA or of any member.

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

297 A. comply with all bylaws, rules, policies, and requirements of USYSA;

298 B. elect a representative to the board of directors whose duties are as follows

299 1. serve as chair of all meetings of the regional council;

300 2. provide notice of the regional council meetings to the state associations within the  
301 region no fewer than 45 days before the date of the meeting;

302 3. provide a proposed agenda with copies of any items proposed by the regional council  
303 to be considered at each meeting at least 30 days before the date of the meeting; and

304 4. if desired, vote only when the vote is by ballot, or in all other cases, to affect the  
305 result of the vote.

306 C. hold at least two (2) regional council meetings each seasonal year, with one meeting held  
307 concurrently with the National Council meeting;

308 **Section 5. Meetings.**

309 A. Any business item to be presented at a regular meeting must be submitted in writing to  
310 the regional representative at least 45 days before the date of the meeting.

311 B. **Special meetings.**

312 1. Special meetings may be called at any time on the request of: 1) the regional  
313 representative of the region; or 2) at least five state associations of the region.

314 2. The request for a special meeting shall state the items to be considered at the special  
315 meeting. No other items may be considered at the meeting.

316 3. Notice of a special meeting shall be provided to each state association of the region  
317 within 14 days of the meeting. The meeting must be held within 60 days of the  
318 request for the meeting.

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**ARTICLE IX  
OFFICERS**

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

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

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

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

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

**Section 4. Term of Office.** All officers shall assume office at the close of the annual general meeting at which they are elected except in the case of Article X, Section 1.G. All officers shall serve for a term of two years or until their successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office or position begins immediately after being elected to fill the vacancy. An individual may not be elected to any one office for more than three full terms, except that an individual who is elected or succeeds to fill a vacancy of an unexpired term of more than one year may not be elected for three full terms. (This bylaw shall apply at the end of this meeting on 7/30/16; however those currently serving Board of Directors at the end of this meeting 7/30/16 shall be entitled to serve for three terms or two full terms and a partial term in their current office after the AGM on 7/30/16.)

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

- A. **Duties of the Chair.** The chair:
  1. shall serve as chair of all meetings of the National Council and board of directors;
  2. may execute instruments for USYSA that the board of directors authorizes to be executed;
  3. oversee the activities of the chief executive officer and act as the liaison between the board of directors and the chief executive officer; and
  4. shall perform other responsibilities assigned by the board of directors.
- B. **Duties of the Vice-Chair.** The vice-chair shall:
  1. assist the chair;

- 365 2. assume the responsibilities of the chair when the chair is absent, cannot act, or refuses  
366 to act; and  
367 3. perform other responsibilities assigned by the board of directors or the chair.

368 **C. Duties of the Secretary.** The secretary shall:

- 369 1. ensure that minutes of meetings of the National Council and board of directors are  
370 taken and published; and  
371 2. perform other responsibilities assigned by the board of directors or the chair.

372 **D. Duties of the Treasurer.** The treasurer shall:

- 373 1. give general oversight to the management of all USYSA funds;  
374 2. make a financial report to the board of directors at each meeting and at other times  
375 when requested by the chair or board of directors;  
376 3. in accordance with the financial policies of USYSA, cooperate with the audit  
377 committee in such a manner as to enable timely completion of an independent audit  
378 of the financial accounts and transactions of USYSA;  
379 4. assist the board of directors in reviewing a proposed two-year budget for USYSA in  
380 consultation with the chief executive officer; and  
381 5. perform other responsibilities assigned by the board of directors or the chair.

382 **E. Duties of the Member-at-Large and Regional Representatives.** The member-at-large  
383 and regional representatives shall:

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

386 **Section 6. Removal from Office.** Any officer referred to in Article IX, Section 1 or director  
387 referred to in Article XIII, Section 1 when serving as a member of the board of directors may  
388 be suspended or removed under Article VII, Section 3, or may be removed:

- 389 **A.** if appointed into office, by a majority vote of the members entitled to vote for that office;  
390 **B.** if appointed into office by the Board of Directors, by a majority vote of the Board of  
391 Directors; or  
392 **C.** if appointed into office by a Regional Council, by a majority vote of the respective  
393 Regional Council.

394 **Section 7. Vacancy in Office.**

- 395 **A.** If the office of chair becomes vacant for any reason, the vice-chair shall become the  
396 chair for the balance of the term.  
397 **B.** If the office of vice-chair, secretary, treasurer, member-at-large, independent director, or  
398 athlete member becomes vacant for any reason, the remaining members of the board of  
399 directors may elect an individual to the office or position to fill the vacancy until the  
400 next National Council meeting.  
401 **C.** If the office of a regional representative of a region becomes vacant, the regional council  
402 of the region may elect an individual to fill the vacancy at the next regional council  
403 meeting, for the balance of the term.  
404 **D.** However, if a vacancy is caused by an election during a National Council meeting, the  
405 election to fill the vacancy for the balance of the term shall occur during that National  
406 Council meeting, or the next regional council meeting if applicable.

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

- 409 **A.** receive compensation (except for reimbursement for expenses) for services as an officer  
410 or director;

- 411 **B.** be an officer or a member of the board of directors of any organization member of
- 412 USYSA or the Federation, except as provided otherwise in these bylaws; or
- 413 **C.** be a paid employee of, or receive compensation (except reimbursement for expenses)
- 414 from USYSA, any organization member of USYSA, or the Federation.

415  
416 **ARTICLE X**  
417 **NOMINATIONS AND ELECTIONS**  
418

419 **Section 1. Governance and Nominating Committee.**

- 420 **A. Membership.** The governance and nominating committee shall consist of five (5)
- 421 members.
- 422 **B. Eligibility to Serve.** Current board members may not serve on the governance and
- 423 nominating committee.
- 424 **C. Term.** Two (2) years and may serve two (2) terms.
- 425 **D. Election of Members.** Each regional council shall appoint one member of the
- 426 committee and the USYSA Chair, in consultation with the board of directors, shall
- 427 appoint one member of the governance and nominating committee who shall serve as
- 428 the committee chair. Midwest and West Regions shall appoint their members in odd
- 429 years and East and South Region members and the Governance Committee Chair shall
- 430 be appointed in even years. (For transition purposes, only once and contrary to “Section
- 431 C. Term” above, the current members from the Midwest and West Regions shall serve
- 432 an additional one year added to their current term).
- 433 **E. Vacancies.** Vacancies in the membership of the committee shall be filled in the same
- 434 manner specified in Section 1D of this Article.
- 435 **F. Duties.** When a board position is going to become available due to a current director’s
- 436 term ending, or becomes available due to the resignation or removal of a director, the
- 437 board shall have the right, but not the obligation, to provide the governance and
- 438 nominating committee with a written description of the skills and experiences the board
- 439 feels would be beneficial to the association in its next board member. The governance
- 440 and nominating committee shall recruit candidates and accept nominations and consider
- 441 the qualifications of candidates proposed by the membership or the governance and
- 442 nominating committee. Candidates proposed by the membership must be submitted to
- 443 the committee no later than 60 days prior to the annual meeting. The governance and
- 444 nominating committee shall provide to each member, at least 30 days prior to the
- 445 election, a written description setting forth the committee’s views regarding the
- 446 qualifications, skills, and experiences making each candidate a good selection for the
- 447 board. The governance and nominating committee shall submit at least one (1) name for
- 448 each office to be filled. The committee will bring forth all the names of submitted
- 449 candidates. At each annual meeting, the National Council shall vote upon the
- 450 candidate(s) as presented by the governance and nominating committee; in the same
- 451 manner, regional representatives shall be elected by the region. Election shall be by
- 452 majority vote.
- 453 **G. Nominations from the Floor.** Nominations from the floor are not allowed unless there
- 454 are no candidates for an office to be elected. Persons elected by nomination from the
- 455 floor may not assume their elected position until they have passed a USYS background
- 456 check and have been vetted by the Governance and Nominating Committee. This review

457 process will be accomplished within 30 calendar days from receipt of the elected  
458 person's background authorization/disclosure.

459  
460 **ARTICLE XI**  
461 **NATIONAL COUNCIL AND MEETINGS**  
462

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

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

- 466 **A.** amend the charter and bylaws of USYSA;
- 467 **B.** approve an annual budget;
- 468 **C.** approve prior actions of the board of directors;
- 469 **D.** approve minutes of prior meetings;
- 470 **E.** elect all officers, independent directors, and athlete member except the regional  
471 representatives;
- 472 **F.** elect commissioners of the Federation's Youth Council Administrative Commission,  
473 and board of directors;
- 474 **G.** approve player registration fees;
- 475 **H.** approve applications of organization members; and
- 476 **I.** terminate memberships of organization members after a hearing.

477 **Section 3. Regular Meeting.**

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

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

- 482 1. no more than 60 days but no fewer than 45 days before the date of the meeting, notice  
483 of the annual general meeting, giving the date, time, and location of the meeting; and
- 484 2. at least 30 days before the date of the meeting, a proposed agenda with copies of  
485 reports of officers and any items proposed to be considered at the meeting.

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

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

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

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

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

**ARTICLE XII  
VOTING BODY**

**Section 1. State Associations.**

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

- (1) 100–1,000 players – 1 vote.
- (2) 1,001–5,000 players – 2 votes.
- (3) 5,001–25,000 players – 3 votes.
- (4) 25,001–50,000 players – 4 votes.
- (5) 50,001–100,000 players – 5 votes.
- (6) 100,001 players and over – 6 votes.

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

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

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

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

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

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

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

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

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

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

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

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**ARTICLE XIII  
BOARD OF DIRECTORS**

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**Section 1. Composition.** The USYSA Board of Directors is composed of:<sup>1</sup>

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A. the chair;

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

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C. the vice-chair;

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D. the secretary

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E. the treasurer;

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F. the member-at-large;

561

G. four (4) regional representatives;

562

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

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I. one (1) athlete member, as provided by Section 5 of this Article;

564

J. and the chief executive officer, ex officio, non-voting.

565

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

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

568

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

569

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

570

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

571

2. a complete financial report;

572

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

573

D. adopt the report of the auditor annually;

574

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

575

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

576

G. adopt, rescind or amend policies;

577

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

578

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

579

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

580

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

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

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

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**Section 4. Independent Directors.**

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<sup>1</sup> See provisos

- 594 **A. Qualifications.** An individual qualifies to be an independent director if that individual  
595 meets the following criteria and maintains these criteria while holding his or her position  
596 as independent director:  
597 1. the individual or the individual’s immediate family member has not been employed  
598 or held any governance position within the last five (5) years with any soccer  
599 organization;  
600 2. the individual or the individual’s immediate family member has not received any  
601 compensation (other than reimbursement of actual expenses) within the last five (5)  
602 years from any soccer organization; and  
603 3. the individual or the individual’s immediate family member has not been a partner  
604 or had an ownership interest of five (5) percent or more in any soccer organization  
605 or any sponsor or vendor of a soccer organization within the last five (5) years.
- 606 **B. Election.** Two individuals will be elected by majority vote by the National Council as  
607 independent directors. One independent director will be elected at each annual general  
608 meeting. These individuals will serve as elected volunteer members of the board of  
609 directors but not as officers of USYSA.
- 610 **C. Term of Office.** The independent directors shall assume office at the close of the annual  
611 general meeting at which they are elected. They shall serve for a term of two years or  
612 until their successors are elected or appointed. If the individual is fulfilling a vacancy,  
613 the term of office or position begins immediately after being elected to fill the vacancy.  
614 An individual may not be elected as an independent director for more than three full  
615 terms. (This bylaw shall apply at the end of this meeting on 7/30/16; however those  
616 currently serving Board of Directors at the end of this meeting 7/30/16 shall be entitled  
617 to serve for three terms or two full terms and a partial term in their current office after  
618 the AGM on 7/30/16.)
- 619 **D. Duties of Independent Directors.** The independent directors shall:  
620 1. represent the general membership on matters of interest and concern; and  
621 2. perform other responsibilities assigned by the board of directors or the chair.

## 622 Section 5. Athlete

- 623 **A. Qualifications.** An individual qualifies to be an athlete member if that individual meets  
624 the following criteria and maintains these criteria while holding her or his position as an  
625 athlete member of the USYSA Board of Directors:  
626 1. the individual is 18 years-old or older;  
627 2. the individual participated as an athlete in USYSA within 15 years of their initial  
628 election as a member of the USYSA Board of Directors;  
629 3. the individual or the individual’s immediate family member is not employed by or  
630 holds any governance position with any soccer organization;  
631 4. the individual or the individual’s immediate family member is not receiving any  
632 compensation (other than reimbursement of actual expenses) from any soccer  
633 organization; and  
634 5. the individual or the individual’s immediate family member is not a partner or has an  
635 ownership interest of five (5) percent or more in any soccer organization or any sponsor  
636 or vendor of any soccer organization.
- 637 **B. Election.** The individual will be elected by majority vote by the National Council as an  
638 athlete member. The athlete member will be elected at an annual general meeting. This  
639 individual will serve as an elected volunteer member of the board of directors but not as



640 an officer of USYSA. *(The initial Athlete Member will be elected at the 2022 USYSA*  
641 *Annual General Meeting).*

642 **C. Term of Office.** The athlete member shall assume office at the close of the annual  
643 general meeting at which she or he is elected. She or he shall serve for a term of two  
644 years or until her or his successor is elected or appointed. If the individual is fulfilling a  
645 vacancy, the term of office or position begins immediately after being elected to fill the  
646 vacancy. An individual may not be elected as an athlete member for more than three full  
647 terms.

648 **D. Duties of the Athlete Member.** The athlete member shall:  
649 1. represent the general membership on matters of interest and concern; and  
650 2. perform other responsibilities assigned by the board of directors or the chair.

651 **Section 6. Meetings.**

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

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

662 **Section 7. Voting.** Each voting member of the board of directors has one vote, except that the  
663 individual presiding at a board meeting may vote only when the vote is by ballot or, in any other  
664 case, to affect the result of the vote.

665 **Section 8. Quorum.** A quorum for any board meeting shall be a majority of the total number  
666 of eligible voting members in office immediately before a meeting begins.

667 **Section 9. Proxies.** Proxies are not permitted at meetings of the board of directors.

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**ARTICLE XIV  
COMMITTEES**

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

- 673 **A.** Audit Committee;  
674 **B.** Governance and Nominating Committee;  
675 **C.** Investment Committee; and  
676 **D.** Legal Advisory Committee.

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

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

- 681 **A.** Each standing committee shall consist of a minimum of three (3) members.  
682 **B.** The chief executive officer, with consultation from the USYSA Chair, shall appoint the  
683 chair and members of each standing committee with the approval of the board, with the  
684 exception of the Governance and Nominating Committee which shall be elected as  
685 prescribed in Section 1D of Article X.

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

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

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

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## ARTICLE XV FEDERATION POSITIONS

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

701 A. USYSA has the opportunity to elect Commissioners to the Federation’s Youth Council  
702 Administrative Commission. This bylaw applies to individuals:

- 703 1. who are selected by USYSA to serve on the Administrative Commission for two-year  
704 terms; and
- 705 2. serving on the Administrative Commission and are then elected by the Youth Council  
706 to serve on the Federation’s Board of Directors.

707 B. Individuals to be commissioners for the positions allocated to USYSA are selected as  
708 follows:

- 709 1. the Chair of USYSA, ex officio, with terms expiring in even-numbered years.
- 710 2. the Vice-Chair of USYSA, ex officio, with terms expiring in odd-numbered years.
- 711 3. And the remaining positions allocated to USYSA shall be elected by the National  
712 Council from the USYSA Board of Directors and/or member state representatives,  
713 except that the Independent Directors are ineligible to hold these Youth Council  
714 positions.
- 715 4. Commissioner candidates are to be in good standing with USYSA and its member  
716 organizations and are to have their nomination submitted to the USYSA Governance  
717 and Nominating Committee no later than 60 days prior to the USYSA National  
718 Council meeting.

719 C. If such an individual also holds a position on the Federation Board of Directors, that  
720 individual holds the position on the Federation Board for only as long as that individual  
721 holds the USYSA position.

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## ARTICLE XVI ELECTRONIC MEETINGS AND COMMUNICATION

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

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

726

**ARTICLE XVII**  
**GRIEVANCES, DISPUTES, AND APPEALS**

**Section 1. General Requirements.**

- A. Each organization member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.
- B. If an organization member does not have those procedures required by Section A of this Article, the following procedures apply:
  - 1. All parties are entitled to a hearing with proper notification.
  - 2. Once a grievance, dispute, or appeal has been properly filed, the chair of the appropriate entity of the organization member shall notify all involved parties within five (5) days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.
  - 3. The conduct of the hearing shall be as determined by the rules of the organization member.
  - 4. A record (called the official record) shall be kept of the proceedings.
  - 5. A written notification of the decision shall be sent to all involved parties in a timely fashion. This notice shall be sent by certified mail.
  - 6. All hearings shall be scheduled to be held within 30 days.

**Section 2. Resolution of Disputes.**

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

**Section 3. Appeals.**

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

- 772 1. A matter that may be appealed from a level below the national level may be  
773 appealed to the appropriate body or a special committee established by the board of  
774 directors as the case may be, and then to the board of directors; and  
775 2. For all other matters, the matter may be appealed to the board of directors.  
776 **B.** The board of directors shall prescribe a policy to carry out this bylaw, including the  
777 amount of the appeals fee.

778 **Section 4. Exhaustion of Remedies.**

- 779 **A.** No member of USYSA, official, league, club, team, player, coach, administrator or  
780 referee may invoke the aid of the courts of the United States or of a state without first  
781 exhausting all available remedies within the appropriate soccer organizations, and as  
782 provided within USYSA.  
783 **B.** For a violation of this bylaw, the offending party shall be subject to suspension and fines,  
784 and shall be liable to USYSA for all expenses incurred by USYSA and its officers and  
785 members of the board of directors in defending each court action, including the following:  
786 1. court costs;  
787 2. attorney's fees;  
788 3. reasonable compensation for time spent by USYSA officials and employees in  
789 responding to and defending against allegations in the action, including responses to  
790 discovery and court appearances;  
791 4. travel expenses; and  
792 5. expenses for holding special National Council meetings necessitated by court action.  
793

794 **ARTICLE XVIII**  
795 **ADMINISTRATIVE OPERATIONS**

796  
797 **Section 1. Chief Executive Officer.** The conduct of business and the management of affairs of  
798 USYSA shall be under the direction of a chief executive officer.

- 799 **A. Accountability.** The chief executive officer shall be employed by the board of directors  
800 and report to the USYSA Chair.  
801 **B. Duties.** The chief executive officer shall:  
802 1. be responsible for the complete management of the operations of the organization  
803 under the direction of the USYSA Chair;  
804 2. be responsible for the employment of such personnel as required to carry out the  
805 operations of USYSA provided that such employment falls within the constraints  
806 established by the budget and personnel policies established by the USYSA Board  
807 of Directors;  
808 3. establish committees and committee members as needed, with consultation from the  
809 USYSA Chair and approval of the board, in accordance with Article XIV, Sections  
810 3 and 4;  
811 4. hire regional administrative staff,  
812 5. serve as an ex-officio member of all committees, except the governance and  
813 nominating committee; and  
814 6. perform such other duties as may be stated in these bylaws and other USYSA  
815 governing documents, the policies and procedures, the personnel policies established  
816 by the board of directors, and as may be directed by this board or the USYSA Chair.

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

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

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

825 **Section 5. Accounts, Books, and Records.** USYSA shall maintain adequate and correct  
826 accounts, books, and records of its business and properties. All of those accounts, books, and  
827 records shall be kept at the national office of USYSA. All accounts, books, and records of  
828 USYSA are open for inspection by members of the board of directors and members of USYSA  
829 in the manner provided for in the Tennessee Nonprofit Corporation Act. A state association is  
830 entitled to examine executed, non-confidential contracts made by USYSA.

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## ARTICLE XIX INDEMNIFICATION

833

834

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

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

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

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

862

863 **ARTICLE XX**  
864 **PARLIAMENTARY AUTHORITY**  
865

866 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern  
867 USYSA in all cases to which they are applicable and in which they are not inconsistent with  
868 these bylaws and any special rules of order that USYSA may adopt. The parliamentary authority  
869 of USYSA shall be adopted by each of its affiliates.  
870

871 **ARTICLE XXI**  
872 **AMENDMENT OF CHARTER AND BYLAWS**  
873

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

877 **Section 2. Advance Notice.**

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

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

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

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

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