

**Oregon Youth Soccer Association
2011 Annual General Meeting
February 19th, 2011, 1:00 p.m.
Embassy Suites, Tigard, OR**

The Board members attending:

Matt Madeira, President
Steve Meckel, Vice President
David Wagner, Secretary/Treasurer
John Thomas, Director at Large
Steve Hershberger, Central Valley District Director
Vicki Pounds, Willamette Valley District Director
John McCafferty, Western District Director

1. Call to Order and Opening Comments:

Matt Madeira, President, called the Annual General Meeting into session at the Embassy Suites on February 19th, 2011. Matt welcomed all members of Oregon Youth Soccer Association.

2. Roll Call and Credential Check:

David Wagner, Secretary, announced that there were 25 voting members present and 20 or more present eligible voting members constituted a quorum. David Wagner declared a quorum to be present. Credential report was accepted and adopted by voice vote.

3. Adoption of the Standing Rules for the 2011 AGM:

Matt Madeira, President, the standing rules can be found in your packet, adoption of the Standing Rules requires a 2/3 vote. MOTION and second to adopt the standing rules for this meeting as they were presented in the AGM information packet, motion passed.

4. Approval of Minutes of 2010 Annual General Meeting:

Matt Madeira, President, presented the minutes for the 2010 Annual General Meeting. President Madeira asked for any amendments, hearing none, the Minutes for the 2010 Annual General Meeting was approved as presented.

5. Report of Officers and Committees:

In the packet of information there was included a compendium of officer and committee reports. No officers provided any additional information to the written reports.

6. Presentation and Discussion on Annual Budget:

David Wagner, Treasurer, presented the Fiscal Year 2011-2012 Annual Budget. A copy of the approved budget was provided in the information packet.

7. Amendments to Bylaws:

The following Bylaws were amended and adopted by vote. (Attached as Exhibit A)
Bylaw 103, 201, 202, 301, 303, 401, 404, 501, 502.
Bylaw 304 was deleted.
A motion to amend newly adopted Bylaw 404, Section 11, Item b, was not approved.

8. New Business:

No new business was discussed.

9. Election of Officers and District Directors:

Nomination of Officers, President: Matt Madeira Director-at-Large: No candidates
Election of Officers, President: Matt Madeira was elected.

Election of District Directors:

Matt Madeira asked the representatives of the Districts needing to elect their District Directors to meet at this time to elect their Director and report back to the assembly. The following District Directors were elected to a three-year term by the clubs present within their respective districts:

Tualatin Hills- Nominee was not elected
Central/Eastern- Quorum was not present
Central Valley- No candidates

The OYSA President, according to OYSA Bylaws, will appoint district director(s) to vacant director positions. The appointment is subject to approval by the Board.

10. **Adjournment:**

No further business before the Assembly at this AGM, President Matt Madeira adjourned the meeting.

Bylaw 103 BOUNDARIES AND TERRITORIES

Section 1. The territory of OYSA shall be the state of Oregon.

Section 2. OYSA's governing authority shall create districts within the Territory. Districts shall consist of the member clubs assigned by OYSA's governing authority. Districts are not governing bodies. Their function is to provide state-wide electoral representation on the OYSA Board of Directors.

Bylaw 201 MEMBERSHIP

Section 1. Membership Classes

OYSA shall have the following classes of members:

- (a) Member Clubs
- (b) Affiliated Clubs
- (c) Affiliated Leagues
- (d) Associates
- (e) Each OYSA board member shall also be considered a member of OYSA for the purpose of proposing amendments to bylaws and for voting at Annual General Meetings.

Additional classes of members may be added upon suggestion by the board of directors and approval by a majority of the qualified voting members of the Association.

Section 2. Member Clubs

Member Clubs are nonprofit organizations that meet the eligibility criteria established in these bylaws and such additional requirements as are established by the board of directors in policy. Membership is open to organizations located within the State of Oregon that: provide soccer playing opportunities to youth in Oregon, apply for membership in OYSA, agree to operate according to the requirements of OYSA's bylaws and policies as well as the bylaws and policies of the USSF and USYS, and have been accepted by the board of directors as members.

- (a) Member clubs shall always act in a manner consistent with the interests of OYSA. Member club's bylaws and policies shall be consistent with those of OYSA. OYSA bylaws and policies take precedence over and supersede governing documents of member clubs.
- (b) Member clubs register with OYSA, in accordance with OYSA registration procedures:
 - (1) The club, all of its board members, and not less than one team;
 - (2) All of the club's participants in any OYSA sponsored or sanctioned activities.
- (c) A member club shall provide documentation to OYSA to show that all of its participants including every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, volunteer, and any other person who acts as an official representative of the member club in any soccer related activity is registered either with OYSA or another organizational member of USSF.
- (d) Member clubs in good standing are eligible to vote at any meeting of the Association's members.

Section 3. Affiliated Clubs

Affiliated clubs are nonprofit organizations located within the State of Oregon that provide soccer playing opportunities to youth in Oregon and that register with OYSA the players, coaches, team managers, and other adult volunteers who actively participate in leagues and tournaments that are sanctioned or sponsored by OYSA, but have not registered the club as a member club of OYSA.

- (a) The Board shall establish in policy the minimum number or percentage of participants required to be registered with OYSA in order to qualify an organization as an Affiliated Club.
- (b) An affiliated club must register all of its participants with the USSF and shall provide reasonable proof that any participants not registered with OYSA are registered with another USSF Organization Member.
- (c) Affiliated clubs shall have no right to vote on any matter.

Section 4. Affiliated Leagues

Affiliated Leagues are nonprofit organizations that operate OYSA sanctioned competitions for teams comprised of OYSA registered participants.

- (a) Affiliated leagues do not directly register players, coaches, or other team personnel.
- (b) Affiliated leagues receive benefits as established by the board of directors related to their role of managing sanctioned competition.
- (c) Affiliated league have no right to vote on any matter.

Section 5. Associates

Any organization operating within the State of Oregon that uses the game of soccer as a recreational or teaching tool for its participants and which shares a common interest with OYSA in developing youth soccer in Oregon may apply to the board of directors for a limited, non-competitive affiliation with OYSA. Upon approval by the Board, the organization shall be designated an Associate of Oregon Youth Soccer

- (a) Associates shall have only such rights and benefits as are determined by the Board
- (b) Associates shall not have the right to vote on any matter.

Section 6. Member Dues

OYSA Member organizations shall register annually with the Association and shall pay dues as set by the Board.

Section 7. Member Clubs and Affiliated Leagues will provide to OYSA copies of the member club's bylaws, policies and other documents as requested by OYSA. Member Clubs and Affiliated Leagues will provide, within 30 days after adoption, all changes to their bylaws, policies and governing documents for approval.

Section 8. Non-member organizations may request membership in OYSA at any time. Membership is contingent on adherence to the bylaws and policies of OYSA. Requests for membership shall be submitted to and approved by OYSA's Board of Directors in such form as the Board may direct.

Bylaw 202 PARTICIPATION

Section 1. Participation in the programs of OYSA and any Member or Affiliated clubs shall be open to any youth soccer players, coaches, trainers, managers, administrators and volunteers, including parents of any youth acting in the capacity of any of the foregoing, who are not currently suspended by OYSA or any organization of which it is a member, any of OYSA's members, or by any amateur soccer organization in its territory. Individuals shall have no voting rights in OYSA, but may be granted membership benefits in the organization through which they register to participate.

Section 2. Participating players and coaches registered with OYSA are subject to OYSA's bylaws and policies as well as the bylaws and policies of any Member or Affiliated club through which they participate.

Section 3. Volunteers, administrators and non-USSF certified referees who actively participate in OYSA sanctioned or sponsored competition through a Member or Affiliated club, or other official entity of OYSA are subject to the bylaws and policies of OYSA.

Section 4. Annual participation dues for players, coaches, team managers and other volunteers are due and payable to OYSA by the member club, unless otherwise provided for by the Board of Directors. Dues for players, coaches and team managers are due to OYSA no later than ten days after registration with the member club.

Section 5. All adult participants in OYSA activities through OYSA or any of its Member or Affiliated clubs, including coaches, team and club trainers, team managers, program administrators, club officers including all board members and club employees, shall submit required information to OYSA for completion of a background check as required by the Board in policy.

Section 6. This section applies only when OYSA is a member of USSF. Teams that are registered with OYSA through Member or Affiliated clubs of OYSA may play games against teams of organizations that are not members of USSF only with prior written approval of the Executive Director or his/her designee. Permission will normally be granted for occasional friendly games but not for games that provide the benefits of OYSA membership to non-USSF teams without the non-member organization's acceptance of related obligations. Teams and member clubs that fail to obtain the required written approval are subject to disciplinary action including suspension.

Bylaw 301 BOARD OF DIRECTORS: RESPONSIBILITIES AND AUTHORITIES

Section 1. The Board of Directors shall consist of: 3 Officers, 2 Directors at Large and one District Director representing each District established by the Board.

Section 2. The Board of Directors shall be responsible for and have the authority for the following:

- (a) Enforcing and interpreting OYSA's bylaws and policies
- (b) Establishing and amending OYSA's Policies in accordance with bylaws 901 and 903
- (c) Approving member clubs and establishing districts
- (d) Assigning member clubs to districts

- (e) Approving all appointments, whether paid or unpaid, made by officers and their designates
- (f) Establishing policies for specific cases or occasions not provided for in the bylaws and policies but deemed necessary to carry out the objectives of OYSA
- (g) Approving member club bylaws and assuring their consistency with OYSA's bylaws and policies
- (h) Establishing OYSA's financial policies and approving OYSA financial affairs within the context of the annual budget
- (i) Approving all dues
- (j) With a proper hearing, suspend, barr completely, or otherwise discipline any OYSA participant or spectator from any member, affiliated club, or affiliated league
- (k) Delegating the operation of hearings to exercise the Board's disciplinary authority to such bodies as may be established by the Board through policy
- (l) Suspending or removing OYSA officers and directors in accordance with Bylaw 404, Section 6
- (m) Suspending or expelling member clubs because of their failure to abide by Bylaw 201, Section 2(a)
- (n) Suspending or otherwise disciplining any Member Club, Affiliated Club, Affiliated League, Association or participant that in the opinion of the Board acts in a manner that is detrimental to the best interests of OYSA, or to the best interest of youth soccer in Oregon.
- (o) Employing, directing, and, if necessary, suspending or terminating the Executive Director. Such suspension or termination shall be by at least a three-fourths majority vote of the eligible voting members of the Board of Directors. Any such vote shall be preceded by at least 30 days notification to the Executive Director and all officers and directors of the Board
- (p) Reviewing and approving the strategic plan

Bylaw 303 COMMITTEES

Section 1. OYSA Policies may specify and the President shall establish, subject to approval by the Board of Directors, standing and/or *ad hoc* committees to assist in carrying out OYSA's policies and programs.

Section 2. OYSA officers may establish, subject to the approval by the Board of Directors, committees to assist them in carrying out their assigned duties. Officers establishing such committees shall develop and publish guidelines under which the committee shall operate.

Section 3. OYSA has the following standing committees:

- (a) Finance & Budget Committee
- (b) Board Development Committee

Section 4. The Board shall establish one or more committees to obtain advice from members and/or participants regarding issues surrounding OYSA sanctioned and sponsored competitions, club development, and such other topics as the Board Determines.

Bylaw 401 OFFICERS: RESPONSIBILITIES AND AUTHORITIES

Section 1. The President shall preside at and conduct all meetings of the Executive Board; the Board of Directors and the general membership. The President shall act on behalf of any vacant officer's position, except voting. The President shall appoint, subject to the approval of the Board of Directors, the chair and membership of all ad hoc committees, the State Youth Referee Administrator (SYRA) and individuals to fill temporary vacancies on the board. The President shall represent OYSA at all meetings of its members, which tasks the President may delegate.

Section 2.

- (a) The Vice President shall chair the OYSA Board Development Committee. The Vice President shall be responsible for the OYSA grievance, protest and appeal programs and the state risk management program
- (b) The Vice President shall, in the temporary absence of the President, preside at and conduct the meetings of the Executive Board, the Board of Directors, and the general membership and shall assume all responsibilities assigned to him by the Board of Directors.
- (c) Should the office of President become vacant, the Vice-President shall succeed to the office of President, with all of the powers and responsibilities of that office, and shall remain in such office for the remainder of the President's elective term.
- (d) A Vice-President succeeding to the office of President may run for the office of President at the next scheduled election for that office. For the purpose of term limits in Bylaw 404, Section 1, a Vice-President succeeding to an unexpired term of 660 days or more shall be considered to have served a full term in office at the next election for the office of President.

Section 3. The Secretary/Treasurer shall keep and publish an accurate record of all meetings, maintain the files of OYSA and be responsible for the preparation of the annual report. In coordination with the Finance and Budget Committee and the Executive Director, the Secretary/Treasurer shall be in charge of the financial affairs and activities of OYSA, shall keep an accurate, informative, timely and verifiable record of all moneys received and disbursed by OYSA, all assets owned or controlled by OYSA and all debts owed by OYSA, disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the AGM, prepare and submit any and all papers required to meet government (local, state and federal) laws and regulations, including those related to OYSA's Articles of Incorporation and tax exempt status. The Secretary/Treasurer shall chair the Finance and Budget Committee. In the absence of both the President and Vice President, the Secretary/Treasurer shall preside at and conduct meetings of the Board of Directors and general membership, and shall perform other duties as prescribed by the Board of Directors.

Bylaw 404 ELECTION AND TENURE OF OFFICERS AND ALL DIRECTORS

Section 1. The Officers and all Directors shall be elected to three-year terms by a majority vote of voting members represented and voting at an AGM. All Officers and all Directors shall be limited to a maximum of two three-year terms for the same position.

Section 2. The District Directors shall be nominated and elected by the member clubs within their respective Districts.

Section 3. Groupings and election years at AGM are as follows:

- (a) Group A: (2007 and every three years following) – Vice President, Columbia District Director, Willamette District Director and Southern District Director.
- (b) Group B: (2008 and every three years following) – President, Director-at-Large #1, Tualatin Hills District Director, Central/Eastern District Director and Central Valley District Director.
- (c) Group C: (2009 and every three years following) – Secretary/Treasurer, Director-at-Large #2, South Metro District Director, Portland District Director and Western District Director.

Section 4. All Officers and Directors shall have their primary residence in the state of Oregon.

Section 5. Vacancies on the Board of Directors arising from the removal, resignation or departure of an incumbent shall require the President to appoint (subject to Board of Directors approval) a Director within 180 days of said vacancy. Within this period, once a candidate is named, the President and Board of Directors shall act on candidate within 45 days. The appointed officer or director shall serve the remainder of the term of office. Terms of 660 consecutive days or more shall be counted as a full term.

Section 6. An Officer or Director may be suspended from office for failure to meet the responsibilities as described in Bylaw 401, 402, 403, 404, or related policies, or for otherwise acting in a manner detrimental to the interest of OYSA. Absence from two (2) consecutive regularly scheduled Board of Director's meetings without prior notification to the President or Executive Director shall be cause for suspension from the board. Such suspension shall be by a three-fourths majority vote of the eligible voting members of the Board of Directors. T Such vote shall be in an open hearing with at least 30 days notification to all officers and directors.

Section 7. An officer or director may be removed from office only by a vote of those members eligible to elect that officer or director.

Section 8.

- (a) If the Board has voted to suspend an officer or director at large, the Board may call for a special membership meeting to consider removal of such a person from office.
- (b) If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct that notice be sent to all eligible members of the Association.
 - (1) The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
 - (2) The notice shall state the date, time, and place of the meeting, and shall also state that the purpose of the meeting is to consider the removal of the named officer or director at large from the Board.
 - (3) A quorum of eligible members necessary to consider the removal of an officer or director at large shall be one-fifth of all the eligible voting members of the Association.

- (4) If there is a quorum of eligible members, the vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove an officer or director at large from office.

Section 9.

- (a) If the Board has voted to suspend a district director, the Board may call for a special meeting of the members in the district which the director represents to consider removal of such person from office.
- (b) If the Board votes to call for a special meeting of the district members, the Board shall set the time and place for the meeting and shall direct that notice be sent to all eligible members in the district.
 - (1) The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
 - (2) The notice shall state the date, time, and place of the meeting, and shall also state that the purpose of the meeting is to consider the removal of the named district director from the Board.
 - (3) A quorum for such special district member meeting shall be the greater of one-fifth of the eligible member clubs in a district, or two (2) member clubs.
 - (4) The vote of a majority of the eligible voting members present at the special district members meeting shall be sufficient to remove the district director from office.

Section 10. Vacancies in the Board of directors caused by removal from office shall be filled in accordance with Bylaw 404, Section 5.

Section 11.

- (a) One individual shall not simultaneously hold more than one position as an officer or director of OYSA.
- (b) An officer or director of OYSA shall not concurrently:
 - (1) Hold a position as an employee or contractor who receives more than \$600 in compensation within a calendar year from OYSA, a member club, affiliated club, or affiliated league.
 - (2) Have an immediate family member who is an employee or contractor who receives more than \$600 in compensation within a calendar year from OYSA, a member club, affiliated club, or affiliated league.
- (c) USSF certified referees, certified referee instructors, and certified referee assignors who are independent contractors and receive compensation for their duties, are not excluded from service on the Board, nor will their referee income exclude service on the Board by an otherwise qualified member of their family.
- (d) A President of a member club may serve concurrently as a district director of the OYSA district in which the member club is located.

Bylaw 501 ANNUAL MEETING

Section 1. OYSA's membership shall meet at least once each year and may meet at other times as directed by the Board of Directors or upon petition by at least one-third of the member clubs.

Section 2. The Annual General Meeting (AGM) of OYSA shall be held not later than May 31. Written notification to all member clubs shall be made at least 30 days prior to an AGM and shall include an agenda.

Section 3. The order of business at an AGM shall be set by the Executive Board.

Section 4. Each member club and each member of the Board of Directors shall be entitled to one vote. Voting by proxy shall not be allowed and only member clubs in good standing shall be entitled to voting privileges. No person shall represent more than one voting entity. The President of OYSA shall vote only in accordance with Roberts Rules of Order.

Section 5. A quorum of the AGM shall consist of one-fifth of the eligible voting members.

Section 6. A quorum for the election of District Director shall consist of one-fifth of the delegates from the member clubs in good standing from each district or two delegates from member clubs in good standing, whichever is greater. If there is no quorum for a district, the President of OYSA will appoint the District Director in accordance with Bylaw 404, Section5.

Section 7. Actions and policies adopted by the Board of Directors or the Executive Board shall be reported to the membership at the AGM immediately following the adoption.

Bylaw 502 BOARD OF DIRECTORS: MEETINGS

Section 1. Except as otherwise provided for in these Bylaws, a quorum for the Board of Directors meetings shall consist of 60% of the Board members holding office.

Section 2. Except as otherwise provided for in these Bylaws, a majority of eligible votes cast shall decide an issue.

Section 3. The Board of Directors shall establish a meeting during each calendar month.

Section 4. All Directors and Officers may attend Board Meetings in person or via conference call.

Section 5. The order of business for a meeting shall be set by the President, in consultation with the Executive Director.

Section 6. Special meetings of the Board of Directors may be called whenever the President deems it necessary or is instructed to call a meeting by any five (5) members of the Board of Directors. Notice of such meeting shall be 24 hours prior to announced meeting, by phone or e-mail.

Section 7. The Executive Board shall meet whenever deemed necessary and/or receives written and signed notification from at least five (5) members of the Board of Directors and/or called by any two (2) members of the Executive Board. The quorum for Executive Board meetings shall be three (3) members of the Executive Board and decisions shall be made by majority vote.