

Oregon Youth Soccer Association
Regular Board Meeting
November 1, 2010
Beaverton, Oregon

Meeting called to order by President, Matt Madeira, at 6:36 PM

A quorum was declared by Matt Madeira.

Board members attending:

Matt Madeira, President
John Cronkrite, Director at Large
Steve Hershberger, District Director
Vicki Pounds, District Director

Steve Meckel, District Director
John Thomas, Director at Large
Keith Blackerby, District Director
Ben Ashley, District Director

Others attending:

Chuck Keers, Executive Director
Kelly Ward, Administrative Director

Brian Scott, Member Services Coord

Minutes

- Minutes from October Board Meetings were approved as presented.

Reports

- Board Reports accepted as presented
 - President's / Vice President's Report (Exhibit A)
 - Executive Director's Report (Exhibit B)
 - Member Services' Report (Exhibit C)

New Business

- Review of Proposed Bylaw Changes (Exhibit D)
 - Brian Scott highlighted the major proposed changes to the bylaws. A motion was made to accept the Proposed Bylaw Changes to be presented to the membership at the AGM including the following amendments:
 - Bylaw 201, Section 1e : "Each OYSA board member..."
 - Bylaw 202, Section 1: "..., any of ~~the~~ OYSA's members, ..."
 - Bylaw 202, Section 5: "...completion of a background check ~~once each seasonal year~~ as required by the Board in policy."
 - Bylaw 301, Section 2j: "with a proper hearing, suspending, barring completely, or otherwise disciplining...."
 - Bylaw 301, Section 2n (the following policy will be a new policy inserted under "n" and the proposed n & o will be changed to o & p respectively): 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.
 - Seconded and approved.
 - Policy on League/Tournament Sanctioning (Exhibit E)
 - Proposed changes to Policy 302.2 was approved as presented
 - Proposed New Policy on Tournament Sanctioning. Motion made to accept the policy as presented and to be placed into policy were appropriate. Passed.
- January Meeting will be held on January 10, 2011

The Board will hold the next Regular Board Meeting on December 6, 2010 at 6:30 pm. The meeting adjourned at 9:17 pm.

Respectfully submitted, Kelly Ward, Administrative Director

To: Oregon Youth Soccer Association Board
From: Matt Madeira
Re: President, Vice President Report – October 2010

1. There was one hearing in October (Referee Abuse/Assault).
2. The ORC met for a board meeting in October.
3. Chuck and I will meet with representatives from FC Portland to advise of the selection of Clive Charles as the 2011 Oregon Youth Soccer Association Lifetime Achievement Award winner.
4. Vicki Pounds has been approved as the Willamette District Board Representative.
5. Chuck and I attended the Region IV Workshop in Golden, Colorado. Chuck will report.

Matt Madeira
President Pro Tem

Executive Director's Report
November 1, 2010

Region IV Planning Meeting – The meeting was held in Golden, Colorado, just out side of Denver this year. The President's Meeting focused on the Regional Budget, which was provided to the presidents for the first time at the meeting. US Youth Soccer is reducing its financial support of the regions in response to the uncertainty of the status of the Adidas sponsorship agreement that terminates December 31, 2010. Consequently there are a number of new fees that are being passed on to the State Associations, particularly in ODP, which makes up 77% of the Regional budget. The Region has cut the subsidy for team coaches at Regional Camp. They have also raised camp fees by \$50 per team. The team entry fee for Far West Regionals and the Far West Regional League is also being increased by \$25. The National Office is also eliminating the travel and lodging subsidy for non-winning award nominees at the annual Awards Gala in conjunction with the Coaches Convention and Workshop. All-in-all it appears to be a time of new austerity for US Youth Soccer.

US Youth Soccer Vice President Evelyn Gill discussed the strategic planning process that began in 2007. Key strategic areas were identified – Organizational Structure, Member Support and Advocacy, People Development and Financial Stability. Originally the plan was to stick with “what we do” because “nobody does it better.” However, the current thinking, particularly in light of the challenges from US Club Soccer and the pending loss of Adidas is that the National Office, Regions and State Associations cannot continue to do business the same old way. Virtually every state association is experiencing financial challenges and need be creative to maintain their level of service. The general consensus was that we need to re-focus our efforts on our recreational base and explore new partnerships and business models. There is a committee on mergers and acquisitions exploring partnerships with other soccer-related organizations and there is also significant effort being given to potential changes to the organizational structure of US Youth Soccer.

The Executive Directors met with the Presidents and there was a lively discussion with US Youth Soccer President, John Sutter. John shared the status of the interaction US Youth Soccer was having with the Elite Club National League – 65 clubs that have formed an elite league separate from USYS on the east coast. ECNL has prohibited their members from participating in US Youth Soccer activities – in violation of US Soccer Federation policies. John also discussed the formation of USSF Market Training Centers – essentially National Team scouting programs operated by the Federation. They may or may not work in cooperation with state associations/ODP. John acknowledged that an organization as large as US Youth Soccer does not change quickly and he was looking for help from those in the room, and others, on how to respond to the changes in the industry. John said they had cut \$600,000 from the National Budget that had been approved just a few months ago. He added that they had ample reserves for this year, but that there were going to be hard decisions that had to be made in the future. Every program is being reviewed and that the National League and the ODP National Championships were vulnerable - and that a dues increase was something that had to be seriously considered. There is a special President's Meeting in Dallas in December to discuss the situation. John was encouraged by those present not to just look at raising fees and cutting expenses, but to also examine our basic assumptions – to ask what we should be and to change the structure so that decisions could be made more quickly and effectively.

The Regional Council Meeting was almost uneventful given the discussions of the previous two days. The budget was passed by a very slim margin – many presidents still upset with the lack of notice and involvement, the increased fees and the absence of organized assumptions and principles that influenced its development. The restricted substitution rule at Far West Regionals was maintained. Nevada will host the Region IV Planning Meeting in 2012 (2011 will be in Montana). Christel Yant, Region IV Referee Administrator, complained that not enough state associations (only 4 out of 14) provided any financial support to referees going to Far West Regionals and Presidents Cup Regionals. She stated that the Regional Presidents Cup put a significant strain on available referees as there weren't enough qualified referees to cover both events. Colorado stated they would not send any referees to support Presidents Cup.

Lastly, John Sutter announced that the US Soccer Federation withdrew its bid for the 2018 World Cup – leaving only 2022 as a possible award. Apparently the US is the only non-Asian country bidding for 2022 and since China has announced its intention to bid for 2026, the US has a good chance of getting the bid for 2022.

Travel Papers/Team Releases – Virtually every state in the Region signed letters agreeing to a blanket release of teams for league play and eliminating travel paper requirements for tournament play among the states in the region. Cal South and Hawaii limited their approval to the elimination of travel papers and Arizona is taking the matter to their board in November, but expects that it will be approved.

Portland Timbers/ODP – We continue to work on the partnership with the Timbers and our Olympic Development Program. We have a commitment with the Portland Rain to sponsor our girl’s program that was made when the Timbers told us our earlier discussions were “on hold.” After originally suggesting they might purchase the Rain, the Timbers now say this is not an option and we are exploring next steps.

Chevrolet Youth Soccer Program – We are partnering with Chevrolet in their Youth Soccer Program that is designed to co-brand Chevrolet with grassroots youth soccer. They will make a cash donation to OYSA, provide multiple “equipment kits” for teams and have provided 2,000 “fundraiser-entry tickets” – similar to raffle tickets – that OYSA and member clubs can “sell” at whatever “suggested donation” amount they wish and keep 100% of the monies raised. Many clubs are taking advantage of the fundraising opportunity.

Ad-Hoc Committee – The committee will meet later this week and a verbal report will be made at the board meeting.

Member Services Report

October 4, 2010

Club Development

FC El Tri has been configured as a member club in OYSA's online software. Training for the club registrar is underway. Due to timing of club approval in relation to league seasons, staff does not expect many players registered before the spring 2011 season.

Staff met with a group in Molalla on 10/11/10 that is interested in developing a club for competitive players from Molalla, Silverton, and Mt. Angel. Molalla Youth Sport is in favor of this development as they wish to concentrate on recreational soccer play. High school coaches from Molalla and Silverton are part of the group, looking to reverse a trend of the better players in these areas dropping out of soccer completely at ages U12 and above. The goal is to give players a local option for player development, thereby reducing travel costs for training while helping to improve the skills of players seeking to play high school soccer.

Staff met with the Thelo Board on 10/17/10 to discuss issues related to OYSA leagues. There was a good discussion of the current status of our fall leagues and plans for state cup, presidents cup, winter leagues and spring leagues. There was also a good discussion about the relative merits of the OPL and OYSA leagues and the reasons for an organization to choose OYSA.

Risk Management

Staff is involved with disciplinary matters for the fall leagues, including both OYSA state wide leagues and the PML. The disciplinary matter pending at the time of the last board meeting has been resolved. There has been an incident of referee assault by a spectator at an OYSA match that is in process. A hearing will be held on that matter in the near future.

TOPSoccer

Staff met with John Hanna, Cory and Tammie Moore of Three Rivers Soccer, and Anne Brown to brainstorm fundraising and program development ideas for TOPSoccer in Oregon. Ms Brown has volunteered to assist with developing funding for TOPSoccer programs and raising the profile of TOPSoccer with prospective donors. We hope to see tangible benefits for our programs over the next few months.

Respectfully submitted,
Brian Scott
Member Services Coordinator

OREGON YOUTH SOCCER ASSOCIATION, Inc
BYLAWS

Part I – General

Bylaw 101 NAME

This Association shall be known as the Oregon Youth Soccer Association, Inc., a non-profit corporation hereafter referred to as OYSA or the Association. The Association is a tax-exempt organization under the laws of the United States, and shall maintain its tax-exempt status under the Internal Revenue Code.

Bylaw 102 PURPOSE

Section 1. The purposes of OYSA shall be to promote, develop, and administer the game of soccer among youth (boys and girls under 19 years of age), residing within Oregon, and to promote national and international amateur soccer competition for Oregon youth.

Section 2. OYSA will not discriminate against any individual on the basis of race, color, religion, age, sex, national origin, disability or sexual orientation.

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 104 COLORS

The colors of OYSA shall be red and black.

Bylaw 105 MEMBERSHIPS IN OTHER ORGANIZATIONS

OYSA solely holds and protects all its assets, programs and funds. Further, all of the assets, programs and funds of OYSA's member clubs are the sole property of those member clubs by virtue of membership with OYSA. OYSA may be members of the United States Soccer Federation, Inc. (USSF) and/or United States Youth Soccer Association, Inc. (USYSA) and/or any other organization OYSA deems, in its sole and absolute discretion, is appropriate.

Bylaw 106 AUTHORITIES

Section 1.

- a. Except as otherwise provided in this section, OYSA shall be governed by its bylaws and policies in all cases that are not inconsistent with Oregon law.

- b. As long as OYSA is a member of the USSF, the following requirements apply and are only effective when OYSA is such a member:
 - i. To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of OYSA and members of OYSA, and OYSA and its member organizations shall abide by the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.
 - ii. OYSA will not become a member of any organization that imposes requirements that conflict with the articles of incorporation of the USSF, its bylaws, and its approved binding rules and policies.
 - iii. OYSA shall annually register with USSF all of its players, coaches, trainers, managers, and administrators, and officials and pay fees due USSF by the deadline for fees to be paid.
 - iv. Subject to federal, state, or local law applicable to OYSA, OYSA shall have policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the USSF.
 - v. On request of the USSF, OYSA will allow the USSF to review its documents and procedures at least once every four years.

- c. As long as OYSA is a member of USYSA, the following requirements apply and are effective only when OYSA is such a member:
 - i. To the extent consistent with applicable law, OYSA shall comply with USYSA bylaws, policies and requirements.
 - ii. OYSA shall annually register with USYSA all of its players, coaches, trainers, managers, and administrators, and officials, and pay fees due to USYSA by the deadline for fees to be paid.

Section 2. The governing authority of OYSA shall be vested in its Board of Directors which shall provide general oversight of the Association's affairs.

Section 3. In meetings of the Board of Directors, each director and officer of OYSA shall have one vote.

Section 4. Between meetings of the Board of Directors, the governing authority shall be vested with its Executive Board, whose power and authority shall be designated in the bylaws.

Section 5. The powers and authority of the officers shall be designated in the bylaws.

Bylaw 107 RESPONSIBILITIES

OYSA's bylaws, policies, and governing documents shall, upon reasonable request, be made available to member clubs and/or participants.

Bylaw 108 ABUSE

OYSA does not tolerate any form of child abuse.

Bylaw 109 FINANCIAL YEAR

OYSA's financial year shall be from July 1st through June 30th.

Bylaw 110 RULES OF ORDER

Robert's Rules of Order shall govern OYSA in all cases which are not inconsistent with the bylaws and policies of OYSA.

Bylaw 111 DISSOLUTION

In the event that OYSA dissolves or becomes defunct, all assets remaining after payment of all debts and obligations shall be distributed to remaining member clubs that have established their tax exempt status under Section 501(c) (3) of the United States Internal Revenue Code.

Part II – Membership

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 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, all of their 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.
- c. Member clubs in good standing are eligible to vote at any meeting of the Association's members.
- d. Member clubs in good standing are eligible to receive all benefits provided by OYSA to its members and participants.

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.

- 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.
- d. Affiliated clubs shall only receive benefits directly related to their participation in OYSA sponsored or sanctioned activity.

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 its 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 once each seasonal year.

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.

Part III – Organization

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, suspending, barring completely, or otherwise disciplining 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. 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
- o. Reviewing and approving the strategic plan

Bylaw 302 EXECUTIVE BOARD

Section 1. The Executive Board shall be comprised of the following: President, Vice President, Secretary/Treasurer and the 2 Directors at Large.

Section 2. Between meetings of the Board of Directors, the Executive Board shall act on behalf of the Board of Directors and in accordance with the policies of OYSA.

Section 3. All actions and decisions of the Executive Board are subject to review and change by the Board of Directors.

Section 4. The Executive Board shall evaluate the Executive Director at least annually.

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 may 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.

Part IV - Officers and Directors

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 402 DIRECTORS AT LARGE: RESPONSIBILITIES

Section 1. The two Directors at Large shall be elected from the entire state and serve on the OYSA Board of Directors.

Section 2. One Director at Large shall serve on the Finance and Budget Committee and the other Director at Large shall serve on the Board Development Committee. They shall perform other duties as prescribed by the President and the Board of Directors.

Bylaw 403 DISTRICT DIRECTORS: RESPONSIBILITIES

Section 1. The District Director's primary role on the Board of Directors is to serve the entire Association on a statewide basis by governing and providing leadership along with the other Officers and Directors.

Section 2. The District Director shall maintain regular contact with the clubs in their district and serve as a communications link and liaison between those member clubs and the Board of Directors.

Section 3. In addition, District Directors shall serve on other committees or be assigned other duties as prescribed by the President and 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.
 - a. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
 - b. 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 from the Board.
 - c. 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.
 - d. 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.
 - a. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
 - b. 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.
 - c. 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.
 - d. 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. One individual shall not simultaneously hold more than one position as an officer or director. An officer or director of OYSA shall not concurrently:

- b. Be president of a member club, affiliated club, or affiliated league
- c. 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

d. 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

USSF certified referees, certified referee instructors, and certified referee assignors, who are independent contractors and receive compensation for their duties, are excluded from this provision.

Part V – Meetings

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, Section 5.

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.

Part VI - Financial

Bylaw 601 FINANCIAL RESPONSIBILITY

Section 1. OYSA shall neither assume nor be liable for debts and/or financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, referee, administrator, or other official from any member team, member club, league, or other organization.

Section 2. Directors, officers, District Directors and other officials shall be indemnified by OYSA against all reasonable costs, expenses, and liabilities incurred by or imposed upon them in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which they may be involved as a party or otherwise by reason of their being or having been directors, officers, or other officials of OYSA. This shall be true whether or not they continue to be such directors, officers, or other officials of OYSA at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters to which they shall be finally adjudged in such action, suit, proceeding, investigation, or inquiry to be liable for willful misconduct or willful neglect toward OYSA in the performance of their duties as such directors, officers, or other officials. As to whether or not directors, officers, District Directors or other officials were liable by reason of willful misconduct or willful neglect toward OYSA in the performance of their duties as such directors, officers, District Directors or other officials, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each director may conclusively rely upon an opinion of legal counsel, such opinion to be preceded by an open hearing held in accordance with principles of due process, selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law and shall insure to the benefit of the legal representation of such person.

Part VII – Grievance, Protest, and Appeals

Bylaw 701 GRIEVANCES, PROTESTS, AND APPEALS

Section 1. OYSA's policies shall specify procedures for handling protests and appeals in accordance with the principles of due process: hearings shall be duly called, publicized, and held; all parties shall have a chance to be heard; and all rules will be fairly and evenly applied.

Section 2. Only violations of the bylaws and policies of OYSA and organizations of which OYSA is a member, including the right of individuals to participate and compete, misapplication of the "Laws of the Game," violation of member clubs' bylaws or policies, or violation of league rules and/or regulations, shall be proper subjects to be considered for action.

Section 3. OYSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities of OYSA and organizations of which OYSA is a member, may be appealed to OYSA and, to the extent provided under the bylaws and policies of any such organization, to that organization. OYSA and any such organization having jurisdiction on appeal may approve, modify or reverse a decision.

Bylaw 702 HEARING PROCEDURES

In all hearings conducted under these bylaws, the parties shall be accorded:

- a. Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true
- b. Reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense
- c. The right to have the hearing conducted at a time and a place so as to make it practicable for the person charged to attend
- d. A hearing before a disinterested and impartial body of fact-finders
- e. The right to be assisted in the presentation of one's case at the hearing
- f. The right to call witnesses and present oral and written evidence and argument
- g. The right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing
- h. The right to have a record made of the hearing, if desired
- i. A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion

Bylaw 703 MEDIATION

OYSA recommends and will provide appropriate mediation for the resolving of conflicts and disputes related to grievances, protests and appeals.

Bylaw 704 EXHAUSTION OF REMEDIES

Section 1. No member or participant of OYSA, be it an official, league, member club, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within OYSA and organizations of which OYSA is a member.

Section 2. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to OYSA for all expenses incurred by OYSA and its officers and members of the Board of Directors in defending each court action, including the following:

- a. Court costs
- b. Attorney's Fees
- c. Reasonable compensation for time spent by OYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances
- d. Travel expenses
- e. Expenses for holding special OYSA meetings necessitated by court action

Part VIII – Policies

Bylaw 801 GENERAL POLICIES

OYSA shall prescribe general policies concerning the administrative operations.

Bylaw 802 POLICIES RELATED TO THE GAME

OYSA shall prescribe policies related to the game that include, but are not limited to: competition, recreation, team formation, discipline and referees.

Part IX – Amendments

Bylaw 901 AMENDMENTS

Section 1. Amendments to OYSA's bylaws shall be made at an AGM.

Section 2. Amendments to OYSA's bylaws take effect at the adjournment of the AGM, unless otherwise stated in the motion for adoption.

Section 3. OYSA's policies may be amended or repealed by an affirmative vote of a majority of votes cast by the Board of Directors at any meeting duly called and held.

Section 4. Any member club, any director or an officer may propose amendments to OYSA's bylaws for presentation and consideration at an AGM.

Section 5. Any member club, any director or an officer may propose and submit new policies or amendments to policies to the Board of Directors.

Bylaw 902 NOTIFICATION

Proposed new bylaws and amendments to bylaws for an AGM must be submitted in writing to the OYSA office in care of the Secretary/Treasurer not later than 60 days prior to AGM and must be circulated to the member clubs not later than 30 days prior to AGM.

Bylaw 903 VOTING REQUIREMENTS

Section 1. The OYSA bylaws may be amended or repealed by an affirmative vote of two-thirds or more of the votes cast at an AGM.

Proposed change to Policy 802.2

Section 2. State Tournament (s)

A. A State Cup will be held annually for the following age groups:

- | | |
|----------------|---------------|
| Under 19 Girls | Under 19 Boys |
| Under 18 Girls | Under 18 Boys |
| Under 17 Girls | Under 17 Boys |
| Under 16 Girls | Under 16 Boys |
| Under 15 Girls | Under 15 Boys |
| Under 14 Girls | Under 14 Boys |
| Under 13 Girls | Under 13 Boys |
| Under 12 Girls | Under 12 Boys |
| Under 11 Girls | Under 11 Boys |

1. Any team playing in OYSA's sponsored Winter League or Fall Premier Leagues is eligible to enter the Oregon State Cup.
2. Generally the winners of the U-19, U-18, U-17, U-16, U-15, U-14, U-13 and U-12 ranges will represent OYSA at the USYS National Championship Series Regional Competition; however OYSA reserves the right to determine its state representative (s) based on other criteria at its sole and absolute discretion.
- ~~3. The Director of Leagues and Tournaments is the State Cup Tournament Director.~~

B. A President's Cup will be held annually for the following age groups:

- | | |
|----------------|---------------|
| Under 19 Girls | Under 19 Boys |
| Under 18 Girls | Under 18 Boys |
| Under 17 Girls | Under 17 Boys |
| Under 16 Girls | Under 16 Boys |
| Under 15 Girls | Under 15 Boys |
| Under 14 Girls | Under 14 Boys |
| Under 13 Girls | Under 13 Boys |
| Under 12 Girls | Under 12 Boys |
| Under 11 Girls | Under 11 Boys |

1. Any team playing in OYSA sponsored or sanctioned league is eligible to participate in the OYSA President's Cup tournament.
2. Generally the winners of the U-17, U-16, U-15, U-14, and U-13 age groups will represent OYSA at the USYS Presidents Cup Regional Competition, however OYSA reserves the right to determine its state representative (s) based on other criteria at its sole and absolute discretion.
- ~~3. The Director of Leagues and Tournaments is the President's Cup Tournament Director.~~

Tournament Sanctioning

Oregon Youth Soccer Association will sanction tournaments for registered member clubs that have at least 200 players registered with OYSA both at the time the application is submitted and in the seasonal year during which the tournament will be conducted. OYSA may revoke sanctioning for a tournament of any registered member club that had 200 registered players at the time the application was approved, but which does not have at least 200 players registered in the seasonal year that the tournament will be conducted. The 200 registered player requirement may be waived by the Executive Director for good cause.