

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 a governance body. 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

The members of OYSA shall be clubs that meet OYSA Bylaw and Policy requirements and are approved and recognized by the board of directors. 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.

Bylaw 202 MEMBERSHIP AND PARTICIPATION

Section 1. Member clubs shall abide by the bylaws and policies of OYSA and 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.

Section 2. Participation in the programs of OYSA and membership and participation in any member club 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 member clubs, or by any amateur soccer organization in its territory. Such individuals shall have no voting rights in OYSA.

Section 3. Participating players and coaches shall register through member clubs and shall be subject to OYSA's bylaws and policies as well as the member club's bylaws and policies.

Section 4. Volunteers, administrators and non-USSF certified referees are participants of OYSA through their registration with member clubs, or other official entity of OYSA and are subject to the bylaws and policies of OYSA.

Section 5. Every player, coach, assistant coach, team manager, programs administer, club officer, including all board members and club employees, must be registered with a member club and OYSA.

Section 6. Annual participation dues for players, coaches, team managers and member clubs 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 7. All 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 8. Member clubs shall submit, with appropriate fees, team and league registration forms prepared in accordance with the current registration procedures of OYSA.

Section 9. This section applies only when OYSA is a member of USSF. Teams that are registered with member 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.

Section 10. 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.

Section 11. Member clubs will provide annually to OYSA copies of the member club's bylaws, policies and other governing documents. Member clubs will provide, within 90 days after adoption, all changes to their bylaws, policies and governing documents for approval.

Part III – Organization

Bylaw 301 BOARD OF DIRECTORS: RESPONSIBILITIES AND AUTHORITIES

Section 1. The Board of Directors shall consist of fourteen (14) members: 3 Officers, 2 Directors at Large and 9 District Directors.

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. Establishing member clubs and 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. Approve all dues and fees
- j. With a proper hearing, suspending, barring completely, or otherwise disciplining players, coaches, managers, team assistants, referees, or administrators (team, member club, league) from any team, member club, league, or other member organization
- k. Suspending or removing OYSA officers and directors in accordance with Bylaw 404, Section 6

- i. Suspending or expelling member clubs because of their failure to abide by Bylaw 202, Section 1
- m. 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 Board of Directors. The quorum for the meeting shall be ten (10) Board members. Any such vote shall be preceded by at least 30 days notification to the Executive Director and all officers and directors of the Board
- n. Reviewing and approving the strategic plan annually

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. OYSA has the following standing advisory committees to the Executive Director and staff:

- a. Premier Advisory Committee
- b. Competitive Advisory Committee
- c. Recreational Advisory committee

Bylaw 304 LEAGUES

One or more member clubs may form a league or association for the purposes of playing games. OYSA shall recognize such leagues or associations upon application from the member clubs for sanctioning purposes so long as they comply with the bylaws and policies of OYSA. A league or association is not a governance body but an operational unit to facilitate the playing of the game of youth soccer.

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. The Vice President shall, in the 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. 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.

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 or removed 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 removal from the board. Such suspension or removal shall be by a three-fourths majority vote of the Board of Directors. The quorum for the meeting shall be ten (10) other uncontested Board members. Such vote shall be in an open hearing with at least 30 days notification to all officers and directors.

Section 7. One individual shall not hold more than one position as officer or director at the same time. An officer or director of OYSA shall not serve concurrently as:

- a. A representative from a district on a standing advisory committee
- b. A President of a member club
- c. An employee or contractor who receives compensation (\$600 or more) from OYSA within a calendar year, a member club or a league administering competitions for a member club or clubs.
- d. Have an immediate family member who is an employee or contractor and receives compensation (\$600 or more) from OYSA within a calendar year, a member club or a league administering competitions for a member club or clubs

USSF referees, 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 4.

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 eight (8) members.

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.