



**OREGON YOUTH SOCCER  
ASSOCIATION, Inc.  
BYLAWS**

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# OREGON YOUTH SOCCER ASSOCIATION, Inc.

## BYLAWS

### Part I – General

#### Bylaw 101 NAME

Oregon Youth Soccer Association, Inc. is 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 the State of Oregon, 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, as defined by the United States Soccer Federation (USSF) in Bylaw 109(33), and to promote national and international amateur soccer competition for Oregon youth.
- Section 2.** OYSA will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

#### 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 statewide 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. All of the assets, programs and funds of OYSA's member clubs are the sole property of those member clubs. OYSA may be a member of 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 articles of incorporation, 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:
  - (1) To the extent consistent with governing law, the USSF articles of incorporation, bylaws, and 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.
  - (2) To the extent consistent with governing law, OYSA will respect and enforce the statutes, regulations, directives, and decisions of Fédération Internationale de Football Association (FIFA) and the Confederation of North, Central America and Caribbean Association Football (CONCACAF), and will ensure that these are likewise respected and enforced by its members.
  - (3) 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.
  - (4) OYSA shall annually register with the USSF all of its players, coaches, trainers, managers, administrators, and officials and pay fees due USSF by the deadline for fees to be paid.
  - (5) Subject to federal, state, and local law, OYSA shall have policies prohibiting sexual, physical, and emotional misconduct that meet the criteria established by the USSF.
  - (6) On request of the USSF, OYSA will allow the USSF to review its documents and procedures.
- (C) As long as OYSA is a member of USYSA, the following requirements apply:
  - (1) To the extent consistent with governing law, OYSA shall comply with USYSA bylaws, policies and requirements.
  - (2) OYSA shall annually register with USYSA all of its players, coaches, trainers, managers, 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 and management of the Association's affairs.

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

**Section 4.** The powers and authority of the officers shall be designated in the bylaws.

## **Bylaw 107 CORPORATE RECORDS**

**Section 1.** A Member Club may inspect and copy the following OYSA documents:

- (A) Articles of incorporation that are currently in effect;
- (B) Bylaws or restated bylaws and all amendments to the bylaws that are currently in effect;
- (C) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
- (D) The minutes of all meetings of members and records of all actions approved by the members for the past three years;
- (E) Written communications required by Chapter 65 of the Oregon Revised Statutes (ORS 65) and those regarding general membership matters made to members within the past three years;
- (F) A list of the names and other contact information for OYSA's current officers and directors;
- (G) The last three annual financial statements, if any;
- (H) The last three accountant's reports if annual financial statements are reported upon by a public accountant; and
- (I) The most recent annual report delivered to the Oregon Secretary of State under ORS 65.787.

**Section 2.** OYSA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

**Section 3.** The Member Club must give OYSA written notice of the member's desire to inspect at least five business days before the date on which the member wishes to inspect and copy.

## **Bylaw 108 ABUSE PROHIBITED**

OYSA does not tolerate any form of physical, emotional, or sexual abuse.

### **Bylaw 109 FINANCIAL YEAR**

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

### **Bylaw 110 RULES OF ORDER**

Robert's Rules of Order shall govern OYSA's meetings, except where such rules are 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 one or more nonprofit organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, which are determined by the Board of Directors to be a successor entity to OYSA, carrying on substantially similar charitable purposes. If no such successor entities exist, then assets shall be distributed to remaining Member Clubs that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **Part II – Membership**

### **Bylaw 201 MEMBERSHIP**

#### **Section 1. Membership Classes**

(A) OYSA shall have the following classes of members:

- (1) Member Clubs
- (2) Affiliated Clubs
- (3) Affiliated Leagues
- (4) Associates
- (5) Each member of the OYSA Board of Directors shall also be considered a member of OYSA for the purpose of proposing amendments to bylaws and for voting at Annual General Meetings.

(B) 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**

- (A) 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 USYSA, and have been accepted by the Board of Directors as members.
- (B) Member Clubs shall always act in a manner consistent with the interests of OYSA. Member Club bylaws and policies shall be consistent with those of OYSA. OYSA bylaws and policies take precedence over and supersede governing documents of Member Clubs.
- (C) Member Clubs register with OYSA, in accordance with OYSA registration procedures:
  - (1) The club, all of its board members, and players as follows:
    - (a) If the club has less than 200 players, all players are registered with OYSA.
    - (b) If the club has more than 200 players, all players are registered with USSF, and at least 200 players must be registered with OYSA.
  - (2) All of the club's participants in any OYSA sponsored or sanctioned activities.
- (D) 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.
- (E) Member Clubs in good standing are eligible to vote at any meeting of the Association's members.

**Section 3. Affiliated Clubs**

- (A) 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.
- (B) The Board of Directors 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.
- (C) 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.
- (D) Affiliated Clubs have no right to vote on any matter.

**Section 4. Affiliated Leagues**

- (A) Affiliated Leagues are nonprofit organizations that operate OYSA sanctioned competitions for teams comprised of OYSA registered participants.
- (B) Affiliated Leagues do not directly register players, coaches, or other team personnel with OYSA.
- (C) Affiliated Leagues receive benefits as established by the Board of Directors related to their role of managing sanctioned competition.
- (D) Affiliated Leagues have no right to vote on any matter.

**Section 5.** Associates

- (A) 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 association with OYSA. Upon approval by the Board of Directors, the organization shall be designated an Associate of Oregon Youth Soccer.
- (B) Associates shall have only such rights and benefits as are determined by the Board of Directors.
- (C) Associates have no right to vote on any matter.

**Section 6.** OYSA Member Clubs shall register annually with the Association and shall pay dues as set by the Board of Directors.

**Section 7.** Member Clubs and Affiliated Leagues will provide to OYSA copies of the member'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 by OYSA.

**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 Club or Affiliated 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 OYSA's member organizations, or by any amateur soccer organization. Individuals shall have no voting rights in OYSA.

**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 Club or Affiliated Club

through which they participate.

- Section 3.** Volunteers, administrators and referees who actively participate in OYSA sanctioned or sponsored competition through a Member Club 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 organization, 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 organization.
- Section 5.** All adult participants in OYSA activities through OYSA or any Member Club or Affiliated Club, including coaches, team and club trainers, team managers, officers and directors, program administrators, and employees shall submit required information to OYSA for completion of a background check as required by the Board of Directors in policy.
- Section 6.** This section applies only when OYSA is a member of USSF. Teams that are registered with OYSA through a Member Club or Affiliated Club may play games against teams of organizations that are not members of USSF only with prior written approval of the Executive Director of OYSA 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: four Officers, two 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 these bylaws.
  - (C) Approving membership for member organizations and establishing districts.
  - (D) Assigning Member Clubs to districts.
  - (E) Approving all appointments, whether paid or unpaid.

- (F) Establishing policies for specific cases or matters not addressed by 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) Delegating the operation of hearings to exercise the Board of Director's disciplinary authority to such bodies as may be established through policy.
- (K) Suspending or removing OYSA officers and directors in accordance with these bylaws.
- (L) Suspending, disciplining, or terminating the membership of any member organization because of their failure to abide by these bylaws.
- (M) Suspending, disciplining, or terminating the membership of any member organization that in the opinion of the Board of Directors acts in a manner that is detrimental to the best interests of OYSA, or to the best interest of youth soccer in Oregon.
- (N) Employing and directing the Executive Director.
- (O) Reviewing and approving the strategic plan.

## **Bylaw 302 DIRECTOR STANDARDS OF CONDUCT**

### **Section 1. General Standards for Directors**

- (A) A director must discharge the duties of a director, including the director's duties as a member of a committee:
  - (1) in good faith;
  - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (3) in a manner the director reasonably believes to be in the best interests of OYSA.
- (B) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
  - (1) one or more officers or employees of OYSA whom the director reasonably believes to be reliable and competent in the matters presented;
  - (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;
  - (3) a committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.
- (C) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.
- (D) A director will not be deemed to be a trustee with respect to OYSA or with respect

to any property held or administered by OYSA, including without limit, property that may be subject to restrictions imposed by a donor or transferor of such property.

**Section 2. Director Conflict of Interest**

- (A) A conflict-of-interest transaction is a transaction with OYSA in which a director has a direct or indirect interest. A conflict-of-interest transaction is not voidable or the basis of imposing liability on the director if the transaction was fair to OYSA at the time it was entered into or was approved. A transaction is presumed to be fair if the transaction is approved as provided below.
- (B) A transaction in which a director has a conflict of interest may be approved:
  - (1) by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the director's interest are disclosed or known to the Board of Directors or committee of the Board of Directors; or
  - (2) by obtaining the approval of:
    - (a) the Attorney General of the State of Oregon; or
    - (b) the circuit court in an action in which the Attorney General of the State of Oregon is joined as party.
- (C) A director has an indirect interest in a transaction if:
  - (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
  - (2) another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of OYSA; or
  - (3) A person who is related to the director or a business associate of the director is a party to the transaction.
- (D) A conflict-of-interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action.

**Bylaw 303 COMMITTEES**

**Section 1. OYSA has the following standing committees:**

- (A) Executive Committee
- (B) Finance & Budget Committee
- (C) Governance Committee
- (D) Development Committee
- (E) Technical & Programs Committee
- (F) Marketing & Communications Committee

(G) Facility Committee

**Section 2.** Executive Committee

- (A) The Executive Committee shall be comprised of the following: President, Vice President, Secretary, Treasurer and the two Directors at Large.
- (B) Between meetings of the Board of Directors, the Executive Committee shall act on behalf of the Board of Directors and in accordance with the policies of OYSA.
- (C) All actions and decisions of the Executive Committee are subject to review and change by the Board of Directors.
- (D) The Executive Committee shall evaluate the Executive Director at least annually.

**Section 3.** The Board of Directors may establish additional standing and ad hoc committees by resolution to assist in carrying out OYSA's policies and programs.

- (A) Board Level Committees. The Board of Directors may establish committees delegated with the power of the Board of Directors. The resolution creating such committee shall specifically state the authority of the Board being delegated to the committee. Board Level Committees must consist of two (2) or more directors of the Board of Directors and shall not have any members who are not directors of the Board of Directors.
- (B) Non-Board Level Committees. The Board of Directors may establish any other working or advisory committee it deems appropriate. Non-Board Level Committees do not have the power to make Board level decisions, such as authorizing expenditures, adopting budgets, setting policy, or establishing programs. Any person may be a member of such committee, whether or not that person is a director of the Board of Directors.
- (C) No committee may take any of the following actions:
  - (1) Elect, appoint, or remove any officer, any director of the Board of Directors, or member of the Executive Committee;
  - (2) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of OYSA;
  - (3) Authorize the dissolution of OYSA or revoke proceedings therefore;
  - (4) Amend, alter, or repeal the articles of incorporation, bylaws, or any resolution of the Board of Directors; or
  - (5) Authorize the payment of a dividend or any part of the income or profit of OYSA to its directors, officers, or any other person or entity.

## **Part IV - Officers and Directors**

### **Bylaw 401 OFFICERS: RESPONSIBILITIES AND AUTHORITIES**

OYSA shall have a President, Vice President, Secretary, and Treasurer.

**Section 1.** President

- (A) The President shall preside at and conduct all meetings of the Executive

Committee, the Board of Directors, and the general membership.

- (B) The President shall act on behalf of any vacant officer's position, except voting.
- (C) 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 of Directors.
- (D) The President shall represent OYSA at all meetings of its members, which task the President may delegate.

**Section 2. Vice President**

- (A) 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 Committee, the Board of Directors, and the general membership and shall assume all responsibilities assigned to them 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 under these bylaws, 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. Secretary**

- (A) The Secretary shall keep an accurate record of all membership and Board of Director meetings, maintain the files of OYSA and be responsible for the preparation of the annual report.
- (B) The Secretary shall ensure that 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, are prepared and submitted.
- (C) In the absence of both the President and Vice President, the Secretary 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.
- (D) The Secretary shall ensure that OYSA maintains a current formal record of the names, contact information, and status of voting and nonvoting member organizations. The contact information of voting member organizations must be in the form of an electronic mail address at which the voting member organization elects to receive notices and other messages from OYSA.
- (E) The Secretary shall ensure that OYSA maintains a current formal record of the names, contact information, and status of directors. The contact information of

directors must be in the form of an electronic mail address at which the director elects to receive notices and other messages from OYSA.

**Section 4. Treasurer**

- (A) In coordination with the Finance & Budget Committee and the Executive Director, the Treasurer shall be in charge of the financial affairs and activities of OYSA, and shall:
- (1) 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.
  - (2) Disburse funds for authorized purposes in accordance with authorized procedures.
  - (3) Prepare, or arrange for the preparation of, all federal, state, and local tax returns that the Association is required to file.
  - (4) Prepare and submit annual financial information to the general membership at the Annual General Meeting (AGM).
- (B) The Treasurer shall chair the Finance & Budget Committee.

**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 & Budget Committee and the other Director at Large shall serve on the Governance Committee. They shall perform other duties as prescribed by the President and the Board of Directors.

**Bylaw 403 DISTRICT DIRECTORS: RESPONSIBILITIES**

**Section 1.** A 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.** District Directors shall maintain regular contact with the Member Clubs in their districts and serve as a communications link and liaison between those Member Clubs and the Board of Directors.

**Section 3.** District Directors shall also serve on committees and 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.** OYSA shall have a President, Vice President, and Treasurer. The officers and all directors shall be elected to three-year terms by a majority vote of voting members represented and voting at an Annual General Meeting (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. A District Director must be either a member of an OYSA Member Club or reside in the district.
- Section 3.** Groupings and election years at an AGM are as follows:
- (A) Group A: (2022 and every three years following) – Vice President, Treasurer, Columbia District Director, Willamette District Director and Southern District Director.
  - (B) Group B: (2023 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: (2021 and every three years following) – Secretary, Director-at-Large #2, South Metro District Director, Portland District Director and Western District Director.
  - (D) The secretary shall ensure that OYSA maintains a current formal record of the names, contact information, and status of voting and non-voting member organizations. The contact information of voting member organizations must be in the form of an electronic mail address at which the voting member organization elects to receive notices and other messages from OYSA.
  - (E) The secretary shall ensure that OYSA maintains a current formal record of the names, contact information, and status of directors. The contact information must be in the form of an electronic email address at which the director elects to receive notices and other messages from OYSA.
- 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) an officer, Director at Large, or District Director within 180 days of said vacancy.
- (A) Within this period, once a candidate is named, the President and Board of Directors shall act on the candidate within 45 days.
  - (B) An appointee shall serve until the next AGM.
    - (1) The office of such appointed officer or director will be up for election at the next AGM after appointment, regardless of the normal election date for the

position.

- (2) Any person elected to complete an unexpired term shall serve until the term expires as provided in Section 3.
- (3) An unexpired term of 660 consecutive days or more shall be counted as a full term for the purpose of Section 1.

**Section 6.** The Board of Directors may place an officer or director on probation with or without cause. Cause for being put on probation includes, but is not limited to: (1) failure to meet their responsibilities as described in these bylaws or related policies, or for otherwise acting in a manner detrimental to the interest of OYSA and (2) absence from two (2) consecutive regularly scheduled Board of Director's meetings without prior notification to the President or Executive Director. Such probation shall be by a three-fourths majority vote of the Board of Directors. Such vote shall be in an open hearing with at least 30 days notification to all officers and directors. A probationary period lasts for a minimum of six (6) months.

**Section 7.** At the end of a probationary period, the Board of Directors will vote to either (1) terminate the probation and return the officer or director to good standing status or (2) continue the probation and proceed to a removal action.

**Section 8.** Removing an Officer or Director at Large

- (A) If the Board of Directors votes to remove 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 of Directors 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 voting member organizations of the Association.
  - (1) The notice shall be sent at least seven 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 of Directors.
  - (3) 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.** Removing a District Director

- (A) If the Board of Directors has voted to suspend a District Director, the Board may call for a special meeting of the voting member organizations in the district which the director represents to consider removal of such person from office.
- (B) If the Board of Directors votes to call for a special meeting of the district member organizations, the Board shall set the time and place for the meeting and shall direct that notice be sent to all voting member organizations in the district.

- (1) The notice shall be sent at least seven 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) The vote of a majority of the voting member organizations present at the special meeting shall be sufficient to remove the District Director from office.

**Section 10.** Removal of Director for Cause.

- (A) Directors whose term on the Board of Directors begins at or after the May 2026 AGM may be removed for missing more than two (2) consecutive regular meetings or for failure to meet their responsibilities as described in these bylaws, by a majority vote of the directors.

**Section 11.** Vacancies on the Board of Directors caused by removal from office shall be filled in accordance with these bylaws.

**Section 12.** Officers and directors shall not hold more than one position.

- (A) 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. If a family member meets this compensation level from a Member Club, Affiliated Club, or Affiliated League, the officer or director must declare this possible conflict of interest.
  - (3) Serve as an elected or appointed member of the Board of Directors of an OYSA Member Club, Affiliated Club, or Affiliated League (except as provided subsection (C)).
- (B) An individual who receives compensation as an independent contractor for services as a USSF certified referee, certified referee instructor, or certified referee assignor, or who has an immediate family member who receives such referee income, is eligible to serve on the Board of Directors.
- (C) A president or other board member of a Member Club may serve concurrently as a District Director.

## **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 organizations.

- Section 2.** The 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.** At the AGM, the President and any designated officer shall report on the activities and financial condition of OYSA. The order of business at an AGM shall be set by the Executive Committee.
- 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 Robert's Rules of Order.
- Section 5.** The votes represented at a meeting of members constitute a quorum.
- 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 these bylaws.
- Section 7.** Actions and policies adopted by the Board of Directors or the Executive Committee 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 a majority of the Board members in office immediately before a meeting begins.
- 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 hold bi-monthly regular meetings and shall meet at such other times as the Board of Directors deems necessary.
- Section 4.** All officers and directors may attend board meetings in person or via electronic means.

**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 provided by phone or e-mail two (2) days prior to the meeting.

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

Section 8. The Board of Directors may take action by email.

## **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 membership organization or other organization.

**Section 2.** **Officers, 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 officers, directors, or other officials of OYSA. This shall be true whether or not they continue to be such officers, directors, 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 officers, directors, or other officials. As to whether or not officers, directors, or other officials were liable by reason of willful misconduct or willful neglect toward OYSA in the performance of their duties as such officers, 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.
- Section 4.** OYSA will recognize and enforce the disciplinary actions of the US Center for SafeSport, USYSA, and other organizational members of USSF that have been included in a Disciplinary Action Report.

### **Bylaw 702 HEARING PROCEDURES**

- Section 1.** 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; and
- (I) A written decision, with reasons for the decision, based solely on the evidence of record, issued within a reasonable time.

### **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, Member League, Member Club, team, player, coach, administrator, or referee may invoke the aid of the federal or state courts without first exhausting all available remedies within OYSA and organizations of which OYSA is a member. Those remedies include mediation, filing a grievance or protest, and appeal.

**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 the court action, including the following:

- (A) Court costs;
- (B) Reasonable attorney's fees; and
- (C) Other reasonable costs.

**Section 3.** All OYSA Member Clubs must comply with this bylaw and must include in their own bylaws an equivalent provision that will be binding on its members and participants.

## **Part VIII – Policies**

### **Bylaw 801 GENERAL POLICIES**

OYSA shall prescribe general policies concerning 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.** Any Member Club, officer or director may propose amendments to OYSA’s bylaws for presentation and consideration at an AGM.
- Section 4.** 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 5.** Any Member Club, officer or director may propose new policies or amendments to policies to the Board of Directors for consideration.

### **Bylaw 902 NOTIFICATION**

Proposed new bylaws and amendments to bylaws to be considered at an AGM must be submitted in writing to the OYSA office not later than 60 days prior to an AGM and must be circulated to the Member Clubs not later than 30 days prior to the AGM.

### **Bylaw 903 VOTING REQUIREMENTS**

The OYSA bylaws may be amended or repealed by an affirmative vote of the majority of the votes cast at an AGM.