



BY LAWS

of the

Missouri Youth

Soccer Association

Updated 1.28.17



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PART I - GENERAL

Bylaw 101. NAME

The name of this organization shall be the Missouri Youth Soccer Association (MYSA), herein after referred to as the Association. This Association shall be affiliated with US Soccer and US Youth Soccer Association (US Youth Soccer).

Bylaw 102. PURPOSE

The purpose of this Association shall be to promote, foster, and perpetuate the game of soccer for youth in the state of Missouri.

Bylaw 103. ASSOCIATION MEMBERSHIP

This Association shall be an affiliated member with US Soccer and US Youth Soccer.

Bylaw 104. TERRITORY & JURISDICTION

The territory of this Association shall be the legal state boundaries of the State of Missouri. All districts, leagues, clubs, organizations, teams and all personnel therein, including but not limited to: officers, administrators, managers, trainers, referees, coaches, and players within the boundary lines of the State of Missouri shall be under the jurisdiction of this Association.

Bylaw 105. LAWS OF THE GAME

The "Laws of the Game" as authorized by FIFA, and modified for youth play, apply to youth soccer games.

Bylaw 106. EQUAL OPPORTUNITY

Section 1. This Association shall provide an equal opportunity to athletes, coaches, and trainers, managers, administrators and official to participate in youth soccer competition.



Section 2. Individuals serving on the board of directors or any committee of this Association shall be selected, elected or appointed without regard to that individual's race, color, religion, national origin, or sex.

Bylaw 107. SEASONAL & FISCAL YEARS

The seasonal year and fiscal year of MYSA each begin on August 1 of one calendar year and end on July 31 of the following calendar year.

Bylaw 108. USE OF NAME & LOGO & COLORS

Section 1. No one may use the name or initials of MYSA, any of its trade names, including Missouri Youth Soccer Association, Missouri Youth Soccer and MYSA or any of its logos except as provided under these bylaws or except with the express written consent of MYSA.

Section 2. The colors of this Association shall be red, white, and blue.

Bylaw 109. HEAD QUARTERS

The headquarters of this Association shall be located within its territorial boundaries. The Association president may appoint a search committee if a different headquarters location is necessary.

Bylaw 110. ROBERTS RULES OF ORDER & QUORUM

Section 1. Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert's Rules or Order

Bylaw 111. GOVERNANCE

This Association shall be governed by its Constitution, bylaws and policies. USSF and US Youth Soccer Bylaws and policies take precedence and shall supersede this Association's governing documents. This Association shall not join any organization that has requirements which conflict with USSF and US Youth Soccer Bylaws and policies.

Bylaw 112. DEFINITIONS



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

- (1) "**Affiliate**" means a youth sports organization that conducts soccer programs in the state of Missouri.
- (2) "**Amateur Sports Act**" means the Ted Stevens Olympic and Amateur sports Act (chapter 2205 of title 36, United States Code).
- (3) "**Board of Directors**" means the Board of Directors of MYSA established under Bylaw 318.
- (4) "**Federation**" means the United States Soccer Federation, Inc. (US Soccer)
- (5) "**FIFA**" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- (6) "**Organization member**" means an organization that it classified as such a member of MYSA as provided by Bylaw 203.
- (7) "**District**" means an organization that is classified as such a member of MYSA as established under Bylaw 309.
- (8) "**State Association**" means the administrative body within a territory determined by US Youth Soccer's National Council to carry out USYSA's programs for youth players.
- (9) "**Team**" means a group of soccer players playing on the same side in soccer games.
- (10) "**TOPSoccer**" is a community based soccer program that is designed to meet the needs of players with physical and/or mental disabilities. The program is geared toward player development. Athletes area placed on teams according to ability NOT by age, and the rules of play, team formation, age restrictions, etcetera, area modified accordingly. Maximum age limitations contained elsewhere in these definitions do not apply to TOPSoccer program participants.
- (11) "**MYSA**" means the Missouri Youth Soccer Association.
- (12) "**Youth Player**" means an individual who has not reached 19 years of age prior to August 1 immediately before the start of any seasonal year. A player who reaches 19 years of age during August of one seasonal year shall be allowed to complete all of the next seasonal year.



PART II - MEMBERSHIP

Bylaw 201. ELIGIBILITY

The membership of this Association is open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators and officials without discrimination on the basis of race, color, religion, age, sex or national origin.

Bylaw 202. PROHIBITION ON TRANSFERING AND ASSIGNING MEMBERSHIP

Membership in the Association is not transferable or assignable. membership terminates when MYSA dissolves or the Organization Member dissolves, or as provided under these bylaws.

Bylaw 203. ADMISSION TO MEMBERSHIP

Section 1. An organization desiring to become a member of the Association must submit a completed application for membership to the Association's Executive Committee. The application for membership shall include:

- Charter or articles of incorporation,
- Bylaws,
- Rules,
- Regulations,
- Any rules of play, and
- Other governing documents appropriate to understanding the structure and activities of the organization. The Executive Committee shall prescribe the number of copies of each document to be submitted.
- Application fee as established by the Association Board of Directors.

Section 2. An organization desiring to become a member of the Association may submit an application for membership at any time during the calendar year. However, new organization member's probationary status, if approved to become a probationary member by the Executive Committee, becomes effective with the start of the forthcoming seasonal year.

Bylaw 204. TERMS OF MEMBERSHIP

Section 1. Probationary Status - probationary membership status shall be for one full seasonal year.



Section 2. The term of membership of an Organization Member is for one seasonal year. Membership automatically renews each seasonal year as long as the Member remains in good standing status with MYSA.

Section 3. A probationary member has all rights, privileges and responsibilities as a full member club except as provided herein:

Section 4. Probationary members are NOT eligible to host a tournament while under provisional/probationary status.

Section 5. Probationary members are NOT eligible to cast a vote at the first AGM in which the provisional member status is in effect.

Section 6. Upon successful completion of the term of probationary status, a provisional member shall be elevated to FULL MEMBER status at the beginning of the second seasonal year. At this time, the member shall bear all rights, privileges and responsibilities to MYSA and shall have an eligible vote at the second AGM and each AGM thereafter as long as the Member remains in good standing status.

Section 7. Association members shall pay annual dues on or before a date as determined by the Association Board of Directors.

Section 8. The failure of any member organization of this Association to pay annual dues may result in the organization being placed in "Not good standing" status.

Section 9. The Association Board of Directors shall determine "good standing" or "not good standing" status.

Bylaw 205. GENERAL RESPONSIBILITIES

Section 1. Each organization member must do the following:

- (1) to the extent consistent with applicable law, comply with the bylaws of MYSA, US Youth Soccer, and US Soccer.
- (2) To the extent consistent with applicable law, comply with the policies and requirements of MYSA, US Youth Soccer, and US Soccer with respect to each Organization's internal operations and the administration of their respective programs.



- (3) Submit to MYSA, any amendment to its charter or articles of incorporation, bylaws, rules and regulations not later than 90 days after adoption of that amendment.
- (4) Pay fees due to MYSA by the deadline the fees are required to be paid; and
- (5) Comply with the Amateur Sports Act, to the extent applicable.

Bylaw 206 FEES, SUSPENSIONS, FINES AND TERMINATIONS

Section 1. Each organization shall pay to MYSA annual fees recommended by the Board of Directors and approved by the General Membership.

Section 2. An organization member failing to pay any dues due MYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent Member shall be suspended from membership in MYSA. Unless otherwise provided by the Board of Directors, the membership of the member shall be terminated automatically if the Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Member shall be notified in writing of the suspension and the date on which membership will be terminated if the fees remain unpaid.

Section 3.

- (a) The membership of an Organization Member may be terminated by the General Membership for cause by a two-thirds majority vote of the General Membership.
- (b) The MYSA Board of Directors may suspend, fine or suspend and fine any member of MYSA, and terminate the membership if the Board determines that –
 - a. The conduct of the member is adverse to the best interests of soccer or MYSA, or
 - b. The member has not complied with the requirements of its membership in MYSA.
- (c) The MYSA Board of Directors may act under subsection (a) of this section only after a hearing, reasonable notice to the member of the time and place of the hearing, and providing the member with a reasonable opportunity to present evidence in support of the member's position.

Section 4. A suspension or other disciplinary action imposed by MYSA in accordance with these bylaws shall be recognized by all members of MYSA, US Youth Soccer and US Soccer.

Bylaw 207 SUSPENSION BECAUSE OF LITIGATION

Section 1. Any person participating in a MYSA program who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the



welfare of youth players, shall be suspended from all soccer related activities. Suspensions under this bylaw shall be determined by the Board of Directors. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. The person has a right to appeal the suspension only over whether the matter which is the substance of the accusation, if true, is detrimental to the welfare of youth players.

Section 2. On completion of the litigation, the suspended person may inform the Association Board of Directors that the litigation has been completed and request that the suspension be terminated and the person reinstated. The Association Board of Directors may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by the Association Board of Directors, fine the person, terminate all membership of that person or any combination of those authorized penalties.

PART III - ORGANIZATION

SUBPART A - Voting

Bylaw 301. ORGANIZATION MEMBERS

Section 1.

(a) Each member organization is entitled to vote at the Annual General Meeting. A member organization shall have the following number of votes:

- | | |
|------------------------------|-------------|
| 1) 60 - 500 members | One vote |
| 2) 501 - 1,000 members | Two votes |
| 3) 1,001 - 2,000 members | Three votes |
| 4) 2,001 - 3,000 members | Four votes |
| 5) 3,001 and/or more members | Five votes |

Membership counts for a seasonal year shall be based on paid and submitted player, coach, administrator and trainer registrations as of the 31st of August prior to the Annual General Meeting, or, if by a mail vote 30 days before the material on the mail vote is sent out.

(b) At the Annual General Meeting, an Organization Member may have delegates at the meeting equal to the number of votes it is allowed to cast at the meeting. All votes of the Organization Member may be cast by any of the delegates present at the time of the vote even if not all of its representatives are present.



(c) In the absence of any delegate or during his/her incapacity, voting rights shall vest immediately with the alternate delegate(s).

(d) In all matters presented to the General Membership, should a deadlock occur, the chair may cast the deciding vote.

Bylaw 302. ASSOCIATION OFFICERS AND BOARD OF DIRECTORS

Section 1. The Chair of the Association may only vote when the vote is by ballot, or, in all other cases, to affect the result of the vote.

Bylaw 303. VOTING BY MAIL

The Board of Directors may authorize the General Membership to vote by mail or via email on any matter that the General Membership may vote on.

Bylaw 304. GENERAL MEMBERSHIP - COMPOSITION & AUTHORITY

Section 1. The General Membership shall be composed of the duly authorized Organization Member delegates and the Association's Board of Directors.

Section 2. The General Membership has the following authority:

- 1) Exclusive authority to amend the bylaws of MYSA;
- 2) Adoption of the budget of MYSA;
- 3) The election of all officers;
- 4) Approval of fees;
- 5) Approval of applicants to be Organization Members and termination of memberships of Organization Members.
- 6) Adoption and amendment of policies and amendments of policies adopted by the Board of Directors;
- 7) Ratification of actions of the Board of Directors.

Bylaw 305. GENERAL MEMBERSHIP - ANNUAL GENERAL MEETING

Section 1. MYSA shall hold an annual general meeting in the first quarter of each calendar year.

Section 2. MYSA shall provide to each Organization Member and the Board of Directors:

- 1) At least ninety (90) days before the date of the meeting, notice of the annual



- general meeting giving the date, time and location of the meeting; and
- 2) At least thirty (30) days before the date of the meeting, a proposed agenda with copies of reports of officers and any items proposed to be considered at the meeting.

Section 3. The order of business at the annual general meeting shall be as follows:

- 1) Credentials report
- 2) Minutes of the previous annual general meeting
- 3) Approval of actions of the Board of Directors
- 4) Reports
- 5) Unfinished business
- 6) Amendments to the bylaws
- 7) Elections
- 8) New Business
- 9) Adjournment

Section 4. Any business item (other than proposed amendments to the bylaws of MYSA) to be presented at an annual general meeting must be submitted in writing to the MYSA State Office at least sixty (60) days prior to the meeting.

Bylaw 306. SPECIAL MEETING

Section 1.

- (a) A special meeting of the General Membership may be called at any time at the request of:
 - 1) The President of MYSA;
 - 2) A majority of the Board of Directors; or
 - 3) at least 15 Organization Members of MYSA.
- (b) The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.
- (c) The President of the Association shall notify the General Membership of the request for the Special Meeting, noting the date, time and location of the Special Meeting, within one week of receipt of the written demand for the Special Meeting.

Bylaw 307. PLACE OF MEETING

The Board of Directors may designate any place within the Central District of the State of Missouri, specifically Columbia or Jefferson City, as the location of a meeting of the General



Membership, unless partnered with a national soccer event elsewhere in the State of Missouri.

Section 1. Quorum

The General Membership present at the meeting shall constitute a quorum to transact business at the General Membership meeting of this Association.

Bylaw 308. AMENDMENTS

Section 1. The Constitution and Bylaws of this Association may be amended by a vote of two-thirds majority of the General Membership in "good standing" status that are present at the Annual General Meeting or at a Special Meeting. Votes shall be cast by the duly authorized delegate or alternate delegate of the Organization Member.

Section 2. Eligibility

Proposals or motions to amend the Bylaws of this Association shall only be made by:

- a) Full members of the Association who are in "good standing" status; or
- b) By members of the Board of Directors of this Association

Section 3. Advance Notice

- a) Proposals or motions to amend the Bylaws of this Association shall be made in writing and submitted to the Secretary of the Association no less than sixty (60) days in advance of the Annual General Meeting.
- b) Proposals or motions to amend the Bylaws of this Association which are received by the Secretary of this Association as prescribed in Bylaw 308. Section 3. (a) Shall be sent in writing or electronically; or posted electronically to each Organization Member and each member of the Board of Directors no less than thirty (30) days in advance of the Annual General Meeting.

SUBPART B - DISTRICTS

Bylaw 309. GENERAL REQUIREMENTS

Section 1. MYSA has 4 administrative districts: East (St. Louis), Central (Columbia/Jefferson City), West (Kansas City), and South (Springfield/Rolla).

Section 2. Each Organization member shall be a member of the District within their



respective geographic boundaries

Bylaw 310. DISTRICT BOARD

Section 1.

- a) Each District shall have a District Board composed of the Organization Member delegates plus the District Commissioner and Alternate District Commissioner from the respective district.

Section 2. Each District must do the following:

- a) Comply with all bylaws, policies and requirements of MYSA, US Youth Soccer and US Soccer.
- b) Within 30 days after any meeting or action approved without a meeting, submit to MYSA any changes to its rules or policies and report on other actions take.

Section 3. District Delegates

After the Association's Annual General Meeting, every full or provisional member shall present the credentials of its duly authorized delegate and alternate delegate to its District Commissioner at the next meeting of the District Council. Should a delegate or alternate delegate resign during the course of the year, the district member shall name his/her successor by election or appointment and shall provide credentials for said successor.

No person shall at the same time be a delegate for more than one district member organization. Should a delegate or alternate delegate to an office of the Association, he/she shall relinquish his/her status as a delegate or alternate delegate. The district member shall name his/her successor by election or appointment and shall provide credentials for said successor.

Bylaw 311. DISTRICT MEETINGS

Section 1.

- a) Each District shall hold at least 1 regular District meetings per seasonal year. Notices of regular meetings shall be provided to the Organization Members at least 30 days in advance of the date of the meeting.
- b) The District Commissioner shall provide to each Organization Member:
 - (1) at least 30 days before the date of a regular meeting, notice of the regular meeting,



giving the date, time and location of the meeting; and

- (2) at least 14 days before the date of the meeting, a proposed agenda with copies of any items proposed to be considered at the meeting.
- c) Any business item to be presented at a regular meeting must be submitted in writing to the District Commissioner at least 21 days before the date of the meeting.
- d) The members present at a District Council meeting shall constitute a quorum to transact business for that meeting.

Section 2.

- a) A special meeting of a District may be called at any time on request of:
 - (1) The District Commissioner; or
 - (2) At least 1/4 of the Organization Members of the District.
- b) The request for a special meeting shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.
- c) Notice of a special meeting shall be provided to the Organization Member delegate within 14 days of the call. The meeting must be held within 30 days of the call.

Section 3. The District Commissioner may designate any place within the district as the place of meeting for a District meeting.

Bylaw 312. OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of MYSA are the President, Vice-President, Secretary, Treasurer and Member-at-Large.

Section 2. The officers of a District are its Commissioner and alternate district commissioner.

Bylaw 313. ELECTIONS

Section 1.

- a) The president, secretary and member-at-large of MYSA are elected for terms of 2 years at annual general meetings of MYSA held in odd-numbered years. The vice-president and treasurer of MYSA are elected for terms of 2 years at annual general



meetings of MYSA held in even-numbered years.

- b) Nominees for officers shall be properly registered members of the Association. An officer shall be elected by a simple majority by the General Membership at an annual general meeting.
- c) All nominees for officers shall be communicated to the MYSA office at least thirty (30) days prior to the annual general meetings.
- d) An officer of this Association shall not also be a District Commissioner nor an Alternate District Commissioner of this Association. An officer of this Association shall not also be an officer or voting member of the Missouri Senior Soccer Association.
- e) The officers of this Association shall allow the USSF to review documents and procedures of this Association upon request, or not less than once every four years to determine compliance with USSF Bylaws, policies, rules and policies.

Section 2. Each District commissioner and alternate district commissioner is elected for a term of 2 years. Each District elects its own District Commissioner and Alternate District Commissioner at District Meetings held during the annual general meetings of the General Membership or at District Meetings within sixty (60) days prior to the Annual General Meeting.

Section 3. The term of office of a person elected to the Board of Directors commences after the adjournment of the meeting at which the person was elected or appointed, or if filling a vacancy before the expiration of a term of office, immediately after being elected to fill the vacancy.

Bylaw 314. RESPONSIBILITIES OF THE EXECUTIVE BOARD

Section 1. The President of MYSA

- 1) is the chief executive officer of MYSA;
- 2) shall administer the affairs of MYSA with the concurrence of the Board of Directors;
- 3) shall serve as chairman at all General Membership meetings and Board of Directors;
- 4) shall establish MYSA committees and make committee appointments as provide by bylaw 319.
- 5) shall sign, with the Secretary, all contracts and documents of this Association when duly authorize by the Board of Directors or the General Membership;
- 6) is an ex-officio member of all committees;
- 7) shall submit a written report to the General Membership at the annual general meeting;
- 8) provide to the Secretary General of the USSF an annual report on the activities of the Association and the most current annual financial statements of the Association,



- within 90 days after the start of the seasonal year of the USSF;
- 9) perform other responsibilities assigned by the Board of Directors;
 - 10) shall serve as the State Association's representative for all US Youth Soccer and US Soccer functions.

Section 2. The Vice-President of MYSA shall

- 1) assist the President of MYSA;
- 2) assume the responsibilities of the President when the President is absent, cannot act or refuses to act and;
- 3) submit a written report to the General Membership at the annual general meeting; and
- 4) perform other responsibilities assigned by the Board of Directors or the President.

Section 3. The Secretary of MYSA shall

- 1) give proper notice of all MYSA meetings;
- 2) ensure that minutes of meetings of the General Membership and the Board of Directors are taken and published;
- 3) shall submit a written report to the General Membership at the annual general meeting;
- 4) shall compile a Book of Reports for the annual general meeting;
- 5) ensure the proper custody of the records of MYSA;
- 6) shall sign, along with the Association president, all contracts and documents on behalf of this Association as authorized by the Board of Directors or General Membership;
- 7) maintain this Association's Tax Exempt status under the Internal Revenue Code;
- 8) ensure that a record is kept of the name and address and other information of each Member, Director, officer and employee of MYSA; and
- 9) perform other responsibilities assigned by the Board of Directors or the President.

Section 4. The Treasurer of MYSA shall

- 1) direct the keeping of full and accurate accounts of receipts and disbursements of MYSA, with the accounts being maintained at the Association office to the extent approved by the Treasurer in accordance with the financial policies of MYSA
- 2) oversee the preparation of the financial statements on a monthly basis and send them to the Organization members after the end of the reporting period, with additional statements being prepared as directed by the Board of Directors;
- 3) in accordance with the financial policies of MYSA, secure an independent audit of the financial accounts and transactions of MYSA;
- 4) assist the Board of Directors in reviewing a proposed annual budget for MYSA;



- 5) prepare papers regarding tax exempt status of MYSA; and
- 6) perform other responsibilities assigned by the Board of Directors or the President.

Section 5. The Member-at-Large of MYSA shall

- 1) perform such duties and have such responsibilities as provided in these bylaws;
- 2) have such duties and/or powers which the Board of Directors or the Council may, from time to time, assign to him/her; and
- 3) serve on at least one (1) standing MYSA Committee.

Bylaw 315. REMOVAL

Any officer referred to in bylaw may be removed from office by a two-thirds vote of the members entitled to vote for that office.

Bylaw 316. VACANCIES

Section 1. If the office of the President of MYSA becomes vacant for any reason, the vice-President shall become the President of MYSA for the balance of the term.

Section 2. If the office of Vice-President, Secretary, or Treasurer of MYSA becomes vacant for any reason, the remaining members of the Board of Directors shall elect an individual to the office or position to fill the vacancy until the next Annual General Meeting. however, if a vacancy is caused by an election during a General Membership Meeting, the election to fill the vacancy for the balance of the term shall occur at the same Annual General Meeting.

Section 3. If the District Commissioner or Alternate District Commissioner positions become vacant, the District Council shall elect an individual to fill the vacancy for the balance of the term.

Section 4 ABSENCES

Any member of the Board of Directors who is:

- a) Absent from three (3) consecutive Board of Directors meetings, without excusable cause; or
- b) Absent from a total of five (5) Board of Directors meetings per term due to any cause.

Section 5 REMOVAL FROM OFFICE

A two-thirds (2/3) majority of the entire voting power of the General Membership shall be required to remove an officer of this Association from office. A hearing shall be held and shall include all parties of interest prior to such a vote for removal from office. Results of the hearing shall be presented to the General Membership prior to a vote for removal from office.



Bylaw 317. RESTRICTIONS

No officer referred to in Bylaw 312 may

- 1) Receive compensation (except for reimbursement of expenses for services as an officer;
- 2) Hold office with any direct competitor of Missouri Youth Soccer;
- 3) Also be an officer with a club or league organization that does not register at least 2/3rd of its total membership (U8 - U19) with Missouri Youth Soccer.
 - a. Such affiliation and percentage shall be determined by the MYSA office or Election Committee, if created, at least 30 days prior to the MYSA Annual General Meeting.
- 4) Be a paid employee of, or receive compensation (except reimbursement for expenses) from Region II, US Youth Soccer, or the USSF.

SUBPART C - Board of Directors

Bylaw 318. COMPOSITION & AUTHORITY

Section 1.

- a) MYSA Board of Directors. The Board is composed of -
 - 1) The President;
 - 2) the Vice President;
 - 3) the Secretary;
 - 4) the Treasurer;
 - 5) the Member-at-Large
 - 6) the four district commissioners; and
 - 7) the four alternate district commissioners.
- b) Each member of the Board of Directors has one vote at all Board meetings, except that the individual presiding at a Board meeting may vote only when the vote is by ballot, or in all other cases, to affect the result of the vote.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall-

- a) Manage the affairs of MYSA
- b) Enforce the bylaws, rules, policies, and procedures of MYSA, US Youth Soccer and US Soccer;
- c) Submit to the General Membership at each annual meeting-
 - 1) A complete report on all activities of MYSA since the last annual meeting;



- 2) A proposed budget for the next fiscal year; and
- 3) A complete financial report.
- d) Have a report prepared and distributed after the end of each quarter to organization Members on -
 - 1) Activities of MYSA during the quarter;
 - 2) Its present compliance with the adopted budget; and
 - 3) Any changes made to the adopted budget during the quarter.

Section 3. Board of Director's Meetings

Meetings of the Board of Directors shall be held not less than four (4) times during the course of the year at locations determined by the President and approved by the Board of Directors. Meetings of the Board of Directors may be in person or via conference call. A notice of 30 days for in person meeting shall be provided to the board and a notice of 14 days for any conference calls shall be provided. In the case of an extraordinary situation where an immediate meeting would be in the best interest of the association, a conference call may be held without the two-week notification period.

Executive Committee meetings shall be held as needed in person in locations determined by the President or via conference call.

Bylaw 319. STANDING COMMITTEES

Section 1. MYSA has the following standing committees:

- 1) An Olympic Development Program Committee
- 2) A Budget Committee
- 3) A Bylaws & Policies Committee
- 4) A Hearing & Appeals Committee
- 5) A State Competitions Committee
- 6) A Recreation Committee
- 7) A TOPSoccer Committee
- 8) A Referee Committee
- 9) A Risk Management Committee

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall prescribe the responsibilities of each standing committee.

- 1) The President of MYSA of MYSA shall appoint the chairman of each standing



committee with the approval of the Board of Directors.

- 2) Members of the standing committees shall be appointed annually. A committee member continues to serve until a successor has been appointed.
- 3) The Association President may serve as an ex-officio member on all committees.

Bylaw 320. SPECIAL COMMITTEES

Subject to approval of the Board of Directors, the President of MYSA may establish special committees, appoint the members of each of those committees and prescribe responsibilities of each.

Bylaw 321. RESTRICTION

No member of a committee may receive compensation (except reimbursement for expenses) for services performed as a committee member.

Bylaw 322. DISTRICT COMMISSIONERS & ALTERNATE DISTRICT COMMISSIONERS

Section 1. DISTRICT COMMISSIONERS

Each District Commission shall elect a District Commissioner and Alternate District Commissioner by simple majority vote prior to the Annual General Meetings. Nominees for District Commissioner and Alternate District Commissioner shall be properly registered members of the district in which they are domiciled. Each District Commissioner and Alternate District Commissioner shall serve a term of two years and until his/her successor has been elected. The Commissioner shall be elected in the even-numbered years and the Alternate District Commissioner shall be elected in the odd-numbered years. The term of office for District Commissioner and Alternate District Commissioner shall begin at the close of the Annual General Meeting.

Section 2. DISTRICT COMMISSIONERS' DUTIES

The District Commissioner shall

- 1) Preside over all District meetings;
- 2) Serve as a liaison between the District Organization Members and the Association Board of Directors;
- 3) Shall serve as an advisor to potential and existing member organizations;
- 4) Shall attend Organization Member meetings at the request of Organization Members;
- 5) Shall report district matters to the Board of Directors at each BOD meeting;
- 6) Shall perform other responsibilities as assigned by the Board of Directors.

Section 3. SPECIAL DISTRICT MEETINGS



The District Commissioner may call special meetings of his/her district upon five days written notice to Organization Members.

Section 4. ALTERNATE DISTRICT COMMISSIONER

The Alternate District Commissioner shall

- 1) Perform all duties of the District Commissioner during the absence of the District Commissioner of incapacity; and
- 2) Serve as a liaison between the District Organization Members and the Association Board of Directors;
- 3) Serve as an advisor to potential and existing Organization Members;
- 4) Attend Organization Member meetings at the request of organization Members;
- 5) Preside over the election of the District Commissioner;
- 6) Perform other responsibilities as assigned by the Board of Directors.

Section 5. REMOVAL FROM OFFICE

A two-thirds (2/3) majority of the entire voting power of the District Membership shall be required to remove a District Commissioner or Alternate District Commissioner from office. A hearing shall be held and shall include all parties of interest prior to such a vote for removal from office. Results of the hearing shall be presented to the District Membership prior to a vote for removal from office.

SUBPART D - ADMINISTRATIVE

Bylaw 323. FISCAL YEAR BUDGET

The budget committee shall prepare a proposed budget for MYSA for the next fiscal year. The Committee shall submit its proposed budget to the Board of Directors for approval. After the Board has approved a proposed budget, it shall be distributed and considered as provided by Bylaws 304 and 305.

Bylaw 324. ACCOUNTS, BOOKS & RECORDS

Section 1. MYSA shall maintain adequate and correct accounts, books and records of its business and properties. All of those accounts, books and records shall be kept at the State Association office of MYSA.

Section 2. All accounts, books and records of MYSA are open for inspection by members of the Board of Directors and members of this Association in the manner provided for in



the Missouri Nonprofit Corporation Act. An Organization Member delegate is entitled to review contracts made by MYSA.

Bylaw 325. INDEMNIFICATION

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

Section 2. Any amount payable as indemnification under this bylaw may be paid by MYSA on a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for in section 2 of this bylaw. If no such disinterested Board members are available, the required determination shall be made by a majority vote of the General Membership.

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

Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of any kind not subject to indemnification under this bylaw.

Section 5. SAVING CLAUSE

Failure of literal or complete compliance with provisions of the Constitution, bylaws, policies or procedures of this Association with respect to dates and times of notice or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.



PART IV - GRIEVANCES, DISPUTES, AND APPEALS

Bylaw 401. GENERAL REQUIREMENTS

Section 1. Each Organization Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.

Section 2. If an Organization Member does not have those procedures required by section 1 of this bylaw, the following procedures shall apply:

Bylaw 402. HEARING PROCEDURES

USSF Bylaw 701

Section 1. (a) In all hearings conducted under these bylaws, the parties shall be accorded:

- 1) notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
- 2) reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- 3) the right to have the hearing conducted at a time and place so as to make it practicable for the person charged to attend;
- 4) a hearing before a disinterested and impartial body of fact-finders;
- 5) the right to be assisted in the presentation of one's case at the hearing;
- 6) the right to call witnesses and present oral and written evidence and argument;
- 7) the right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing;
- 8) the right to have a record made of the hearing if desired;
- 9) a written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion, and sent to all interested parties and the Association Board of Directors; and notice of any substantive and material action of the hearing panel in the course of the proceedings; and
- 10) quality concerning communications, and no ex parte communication is permitted between a party and any person involved in making its decision or procedural determination except to provide explanation involving procedures to be followed.

Section 2. HEARINGS - DISTRICT LEVEL

Each District shall form its own hearing Committee, as needed to adjudicate all



charges of a breach or breaches of US Soccer, US Youth Soccer, and/or this Association's rules, within the District, brought forth by a properly registered Association member (player, coach, organization or referee). The District Hearing Committee shall hold hearings on all matters within its jurisdiction. The District Hearing Committee shall consist of no less than three (3) members including the chair. The President of the Association shall appoint the chair of the district hearing.

Section 3. The Association Hearing Committee may adjudicate certain cases where charges may not be appropriate for adjudication at the district level. The Association Hearing Committee determines the appropriateness in this instance.

Section 4. The District Hearing Chair shall prepare a written summary of the district hearing, detailing the charges, findings and decisions taken in the case. The summary shall be distributed to all interested parties.

Section 5. Hearings at the District Level shall take place no earlier than 20 days and no later than 60 days.

Section 6. HEARINGS - STATE LEVEL

The Association Hearing & Appeals Committee shall adjudicate in the form of a tribunal. The tribunal shall be appointed by the President of the Association. The Hearing Panel shall be comprised of three (3) individuals including the chair. unless there is a conflict of interest, in which the President shall appoint a District Commissioner to chair the proceeding. State level hearings shall be conducted in the District of the appointed Chairperson whenever practical.

Section 7. State Level hearings shall be conducted in accordance with USSF Bylaw 705.

Section 8. The Board of Directors may establish a fee for hearings and appeals with the exception of any hearing involving misconduct toward or misconduct by game officials. If the decision of the State hearing & Appeals Committee is in favor of the person filing the charges the fee shall be returned.

Section 9. The State Hearing Chair shall prepare a written summary of the state hearing, detailing the charges, findings, and decisions taken in the case. The summary shall be distributed to all interested parties.

Bylaw 403. APPEALS

USSF Bylaw 705. APPEALS PROCEDURES

Section 1.

a) The Appeals Committee shall consider and determine appeals from final decisions



rendered by Organization Members (leagues and clubs) relating to activities sponsored by the Organization members. The Appeals Committee has the power to call for the production of any documents and evidence the Appeals Committee may require.

- b) (1) In this subsection, "competition" may include games, tournaments, league play or a regular season
(2) No decision of an Organization Member that arises out of the application of the rules of competition which is made in the course of the competition, and has no consequence beyond the competition, is appealable. nothing in this subsection shall be construed to limit the rights of appeal available under the Amateur Sports Act or the Constitution or Bylaws of the USOC relating to the opportunity of Athletes to participate in "protected competition", as defined by the USOC Constitution.

Section 2. An appeal shall be made in accordance with procedures established by the Association Board of Directors and is begun by submitting a notice of appeal within 10 days from the date of the official receipt of the decision by the party making the appeal. Copies of the notice of appeal shall be sent to all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 3. The notice of appeals shall be accompanied by the appeal fee in the form of money order or cashier's check in an amount determined by the Board of Directors. The appeal fee shall be retained by the Association.

Section 4. The appeals committee or other body whose decision is being appealed shall, within 10 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, forward to all parties the official record utilized by it in making its decision. Parties should not resubmit documents contained in the official record.

Section 5. Within 20 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, the appealing party shall submit to the Appeals Committee Chair, any argument it wishes to make in support of the appeal and shall furnish copies of the argument to all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 6. Within 30 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, all opposing parties shall submit to Appeals Chari, any argument they wish to make in opposition to the appeal.

Section 7. A decision rendered by an Organization Member from which an appeal is taken is not suspended pending the final decision of the Appeals Committee unless the Committee otherwise orders. That decision may be upheld, reversed, or reversed and remanded.

Bylaw 404. APPEALS - DISTRICT LEVEL



Each District shall for its own Appeals Committee, as needed to adjudicate all charges of a breach or breaches of US Soccer, US Youth Soccer and/or this Association's rules, within the district, brought forth by a properly registered Association member (player, coach, organization or referee). The District Appeals Committee shall hold hearings on all matters within its jurisdiction. The District Appeals Committee shall consist of not less than three (3) members including the chair. The President of the Association shall appoint the chair of the district appeal hearing. The chair shall select the other two (2) members of the committee.

Section 1. The Association appeals Committee may adjudicate certain cases where charges may not be appropriate for adjudication at the district level. The Association Appeals Committee determines the appropriateness in this instance.

Section 2. The District Appeals Chair shall prepare a written summary of the district hearing, detailing the charges, findings and decisions taken in the case. The summary shall be distributed to all interested parties.

Section 3. The request for an appeal at the district level shall be made in writing, shall clearly, state the facts, procedures and decisions pertaining to the appeal and shall be filed with the District Commissioner or the Alternate District Commissioner in the respective district where the appeal arises or President or Executive Director. A district appeal shall be filed within ten (10) days of the decision rendered by the affiliated league or club in writing or via email.

Section 4. Any board member or employee who receives an appeal shall ensure that the documents are promptly sent to the district commissioners and President.

Bylaw 405. APPEALS - STATE LEVEL

The Association Appeals Committee shall adjudicate in the form of a tribunal. The tribunal shall be appointed by the President of the Association. The Appeals Panel shall be comprised of three (3) individuals including the chair. Unless there is a conflict of interest, the President shall appoint a District Commissioner to chair the proceeding. State Level appeals shall be conducted in the District of the appointed Chairperson whenever practical.

Section 1. State Level appeals shall be conducted in accordance with USSF Bylaw 705.

Section 2. The Board of Directors may establish a fee for hearings and appeals with the exception of any hearing involving misconduct toward or misconduct by game officials. If the decision of the State Hearing & Appeals Committee is in favor of the person filing the charges, the fee shall be returned.

Section 3. The State Appeals Chair shall prepare a written summary of the state



hearing, detailing the charges, findings, and decisions taken in the case. The summary shall be distributed to all interested parties.

Section 4. The District appeals committee shall have the jurisdiction to approved, modify or reverse a decision by this Association's affiliated clubs and leagues.

Bylaw 406. APPEALS TO THE UNITED STATES SOCCER FEDERATION

Section 1. Any appellant not wholly satisfied with any decision rendered by this Association has the right of appeal to the USSF by following USSF Bylaw 705 - APPEALS.

Section 2. Decisions rendered by this Association may be appealed to the Appeals Committee of the USSF in accordance with USSF Bylaw 705.

Bylaw 407. EXHAUSTION OF REMEDIES

No member of this Association, directors, officials, organizations, leagues, clubs, teams, players, coaches, administrators, trainers or referees may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within the appropriate soccer organization, and as provided within this Association.

For a violation of this bylaw, the offending party shall be subject to suspension and fines and shall be liable to this Association for all expenses incurred by this Association and its officers and members of the Board of Directors in defending each court action, including but not limited to the following:

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

PART V - AMENDMENTS TO THE BYLAWS

Bylaw 501. PROPOSING AMENDMENTS

Any proposed amendments to the bylaws of MYSA may be made by -

- 1) An Organization Member;
- 2) The Board of Directors;



- 3) A member of the Board of Directors.

Bylaw 502. ADVANCE NOTICE

Section 1. Any proposed amendment to the bylaws of MYSA must be submitted in writing to the Bylaws & Policies Committee at least ninety (90) days in advance of a General Membership meeting at which the amendment is to be considered.

Section 2. Each proposed amendment received in compliance with Section 1 of this bylaw shall be sent in writing by MYSA to each organization Member and the Board of Directors and least thirty (30) days in advance of the General Membership meeting.

Bylaw 503. VOTING REQUIREMENTS

Any amendment to the bylaws of MYSA require a two-thirds (2/3rds) vote of the General Membership present at an Annual General Meeting.

Bylaw 504. BYLAWS & POLICIES COMMITTEE

The Association president shall appoint a Bylaws & Policies Committee Chairperson. Each district shall have one representative District Commissioner or Alternate District Commissioner serving on this committee. The purpose of the Bylaws & Policies Committee shall be to

- 1) Examine all proposed rule changes and make recommendations to the Board of Directors;
- 2) Determine if such proposals are in accordance with MYSA, US Youth Soccer and US Soccer rules & policies and to ensure that such proposed rules changes do not conflict with the rules & policies of MYSA, US Youth Soccer nor US Soccer.

PART VI - PENALTIES, DEBTS & ASSESSMENTS

Bylaw 601. PAYMENT OF DEBTS

A debt of any member league, club, organization or individual which is owed to this Association shall be payable no later than thirty (30) calendar days after the date the sum is declared payable. After thirty (30) calendar days and upon written demand for payment, if a debt remains unpaid, the member league, club, organization or individual shall be in default of payment. When in default of payment, the debtor shall be suspended and placed in "not good standing" status. Upon full payment of the debt, the debtor shall be reinstated with all rights, privileges or membership.

Bylaw 602. ASSESSMENT OF MEMBERS



Upon recommendation of the General Membership or the Board of Directors, the General Membership with a simple majority vote, shall have the power to assess each member league, club or Organization member an Organization Member fee not to exceed \$100 per seasonal year.

PART VII - MISCELLANEOUS

Bylaw 701. BENEFIT GAMES

This Association may participate in benefit games with affiliated teams within the state and/or with teams from other state associations and/or with visiting foreign teams, providing that the correct procedures are observed as directed by the USSF and US Youth Soccer. The Board of Directors of this Association shall have the power to set the dates in every season to stage matches for the benefit of this Association and/or for a worthwhile cause selected by the Board of Directors. On such dates of benefit games, all leagues, clubs, organizations and players under this Association's jurisdiction shall be permitted to maintain their regular schedules, unless expressly prohibited by the Board of Directors.

Bylaw 702. COURTESY OF MEETINGS

Visitors may be granted the privilege to attend and/or speak at meetings at the discretion of the President of this Association.

Bylaw 703. COMITY

This Association shall recognize suspensions and rulings of all organizations under the jurisdiction of the USSF and US Youth Soccer when notified thereof.

Bylaw 704. JURISDICTION OF MEMBERS

Every league, club and organization shall have jurisdiction over its internal affairs. When any league, club or organization suspends or lifts the suspension of any club, team, or individual affiliated with the Organization Member, notice of such actions shall be sent to the District Commissioner within the district in which the action was executed.

Bylaw 705. PRESENTATION OF CLAIM

No manner of dispute or claim shall be recognized by this Association unless it is brought forward by a properly registered Organization Member league, club or team with a viable interest in a dispute or claim.



Bylaw 706. EXTRA-TERRITORIAL CUP COMPETITIONS

No Organization Member league, club or team shall enter or participate in any cup competition outside the jurisdiction of this Association without the express written consent of this Association's Board of Directors.

Bylaw 707. GAMBLING

Gambling in any form on any US Youth Soccer or Missouri Youth Soccer game is forbidden. A MYSA member who violates this bylaw shall be suspended permanently. Any Organization Member permitting such activity may be subject to being permanently barred from hosting any MYSA supported activity, program or event.

Bylaw 708. GAME OFFICIALS / REFEREES

In all competitions sanctioned by MYSA, all game officials shall be currently and properly registered referees in "good standing" status with the USSF.

Bylaw 709. DISSOLUTION

If this Association dissolves for any reason, its property and assets shall be held in abeyance, in the custody of one or several member leagues, clubs and/or organizations as determined by the General Membership for a period not to exceed one (1) year.

If, during the aforementioned one (1) year time period, the leagues, clubs and/or Member Organizations entrusted with custody of said property and assets form a new association, the property and assets of this dissolved Association shall become the property and assets of the newly formed association.

If, after one (1) year, a new association has not been established, the property and assets held in abeyance shall become the holdings of the aforementioned leagues, clubs and/or Organization Members to which said property and assets have been entrusted. The property and assets shall then be subdivided by a committee composed of delegates and/or alternate delegates from the concerned leagues, clubs and/or Organization Members. The committee delegates shall be duly authorized delegates from each Organization Member.

Bylaw 710. CONDUCT UNBECOMING

All participants including players, spectators, coaches and game officials in this Association's events, matches, practices and meetings shall not involve themselves in behavior that may be construed as conduct unbecoming or detrimental to youth soccer or the sport of soccer in general. Such behavior may be the basis for suspension and/or revocation of membership in this Association.



Bylaw 711. RISK MANAGEMENT

This Association shall have policies in place prohibiting sexual abuse and physical abuse. Such policies shall not be contrary to the Child Abuse and Neglect Law, Chapter 210, R.S. Mo. 1978 and its subsequent supplements or the Adult Abuse and Neglect Regulations covering the disabled of the Missouri Division of Aging.

Bylaw 712. PRIORITY

In the event of a conflict between the bylaws of MYSA and the articles of incorporation, bylaws, policies and requirements of US Youth Soccer and/or USSF, the articles, bylaws, policies, and requirements of US Youth Soccer and USSF govern respectively.

Bylaw 713. EFFECTIVE DATE

Unless otherwise provided, any amendment to the bylaws of MYSA is effective immediately following the conclusion of the Annual General Meeting at which the amendment is adopted.



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