

Minnesota Youth Soccer Association

Bylaws

10890 Nesbitt Avenue
Bloomington, Minnesota 55437
Phone: 952-933-2384 ~ 800-366-6972
Fax: 952-933-2627

ARTICLE 1 NAME AND PURPOSE

Section 1. Name

The name of this non-profit corporation is Minnesota Youth Soccer Association, Inc. ("MYSA").

Section 2. Purpose

MYSA organizes, supports, and promotes the game of soccer and provides opportunities for youth players of all backgrounds and skill levels to learn and grow in a safe, fair, and fun environment.

ARTICLE 2 AFFILIATIONS

Section 1. United States Soccer Federation

MYSA is the youth state association member organization of the United States Soccer Federation ("USSF") for the State of Minnesota. MYSA and its members as defined in these Bylaws, shall comply with USSF's Bylaws, policies and requirements to the extent permitted by Minnesota law.

Section 2. U.S. Youth Soccer

MYSA is the state association member of US Youth Soccer for the State of Minnesota. MYSA and its members, as defined in these Bylaws, shall comply with US Youth Soccer's bylaws, policies and requirements to the extent permitted by Minnesota law.

ARTICLE 3 MEMBERSHIP

Section 1. Role

MYSA's members, as defined in these Bylaws, shall be the focus of MYSA's programs, activities, and efforts.

Section 2. Accountability

In addition to the requirements contained in these Bylaws and all governing documents of MYSA, the actions of MYSA's members shall be subject to state and federal law, as well as the rules, policies, and procedures of USSF and US Youth Soccer.

Section 3. Types of Membership

Membership in MYSA shall include the following types:

- a) Affiliate Members are youth amateur soccer organizations domiciled and operating within MYSA's territory that are currently registered with MYSA and in good standing.
- b) Extraterritorial Members are youth amateur soccer organizations domiciled and operating outside of MYSA's territory which are permitted to join MYSA pursuant to written agreements between MYSA and such organizations' home state soccer association.
- c) Participant Members are all soccer players, coaches, trainers, managers, administrators, and officials who are currently registered with MYSA through Affiliate Members or Extraterritorial Members.
- d) Individual Members are all soccer players, coaches, trainers, managers, administrators, and officials who are not Participant Members.

[See the MYSA Membership Policy Manual for details on each type of membership and how to become a member.](#)

Section 4. Registration and Good Standing

All Affiliate and Extraterritorial Members must register with MYSA each soccer year and must pay the fees required by MYSA for such registration, as established from time to time. Individuals that participate in MYSA activities in any manner through an Affiliate Member must also be individually registered with MYSA through such member. The soccer year shall be from September 1 through August 31.

Members shall be in good standing at all times, which includes but is not limited to remaining current with all financial obligations to MYSA and complying with the requirements of these Bylaws. MYSA may establish and determine penalties and consequences if a member violates these Bylaws, including but not limited to fines, suspensions or termination of rights.

Section 5. Comity

All members of MYSA shall recognize suspensions and sanctions by MYSA, other state associations, or USSF.

Section 6. Membership Meetings

Members of MYSA shall meet at least once each year to conduct certain business of MYSA.

- a) Annual General Meeting. Members of MYSA shall meet once per year at a date and time determined by the Board of Directors. This meeting shall be known as the Annual General Meeting (“AGM”). Members shall receive at least ninety (90) days’ advance notice of the meeting. MYSA shall distribute the agenda to the members at least fifteen (15) days prior to the AGM. Agenda items shall include review of the actions of the Board of Directors and election of the MYSA officers.
- b) Special Meetings. A Special Meeting of the membership may be called for any purpose or purposes by a majority of the Board of Directors, or by the signature of Affiliate Members constituting a simple majority of the total number of votes held by Affiliate Members during the preceding AGM. Members shall receive at least thirty (30) days’ advance notice of such meeting, such notice shall state the purpose or purposes of the proposed meeting and the business transacted at all special meetings shall be confined to the purposes stated in the notice.
- c) Delegates. Affiliate Members shall elect delegates to represent them at the AGM. Members of the Board of Directors shall not serve as delegates for Affiliate Members and no individual shall serve as a delegate for more than one Affiliate Member.
- d) Voting. The number of votes for each Affiliate Member shall be determined by dividing the total number of unduplicated registered players by 100 as of the last day of the previous soccer year, up to a maximum of ten (10) votes.

1-100 players	1 vote
101-200 players	2 votes
201-300 players	3 votes
301-400 players	4 votes
401-500 players	5 votes
501-600 players	6 votes
601-700 players	7 votes
701-800 players	8 votes
801-900 players	9 votes
901 or more players	10 votes

- e) Quorum. For purposes of the AGM, a quorum shall consist of a simple majority of the total number of votes held by Affiliate Members during that soccer year.

ARTICLE 4 BOARD OF DIRECTORS

Section 1. Role

The Board of Directors shall be the general governing body of MYSA and shall have the power to do all lawful acts necessary and expedient to conduct the business of MYSA.

Section 2. Composition

The Board of Directors shall consist of the Executive Council (as defined below in Article 5) and up to five (5) Member Representatives.

Section 3. Operation

Except as otherwise required by Minnesota law, the Board of Directors shall take action by the affirmative vote of a majority of those Directors present at a duly held meeting. All members of the Board of Directors are entitled to vote in all matters coming before the Board of Directors.

A Director who is present at a meeting of the Board of Directors when an action is approved is presumed to have assented to the action approved, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

A Director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting. If the Director is not present at the meeting, consent or opposition to a proposal shall not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

Section 4. Elections/Appointments

The Executive Council shall be elected as specified in Article 5.

Member Representatives shall be appointed by the affirmative vote of the Executive Council from time to time.

Section 5. Resignation

Directors may resign at any time by giving written notice to MYSA.

Section 6. Removal and Suspension

The Executive Council members shall be removed or suspended as specified in Article 5.

Member Representatives may be removed or suspended at any time by the affirmative vote of two-thirds of the Board of Directors. For purposes herein, a Member

Representative under consideration for removal or suspension shall not be entitled to cast a vote or be included in the calculation of the number of votes needed.

Section 7. Compensation and Reimbursement

Members of the Board of Directors shall not receive compensation for their board service. However, they may receive reimbursement for expenses incurred in connection with attendance at board meetings and other expenses determined by the Board to be reasonable and necessary.

Section 8. Meetings

The Board of Directors shall hold quarterly meetings and such additional meetings as may be called from time to time by the President or upon written request to the President by any three (3) or more members of the Board. The quarterly Board of Directors meetings will be held the second Saturday of January, April, following the AGM in July and the second Sunday in October. The President shall preside at all meetings of the Board of Directors.

Unless the date, location and time are determined at a prior Board meeting, notice of a Board meeting must be given to all members at least twenty-four (24) hours prior to such meeting. The notice shall indicate the time and place of the intended meeting and subject matters to be discussed. A director may waive notice of a meeting before, during or after such meeting. Attendance at a meeting shall be equivalent to a waiver of a notice of a meeting.

Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all of the directors.

For all meetings of the Board of Directors, a majority of all the directors shall constitute a sufficient quorum to transact business. A majority vote of those Board members present shall be sufficient to adopt such matters as may come before the meeting.

ARTICLE 5 OFFICERS

Section 1. Composition

MYSA shall have at least four (4) officers filling the following positions: President, Vice President, Secretary and Treasurer (collectively, such officers shall constitute the "Executive Council"). No two (2) offices shall be held by the same person. Said officers shall automatically become members of the Board of Directors. In addition to the duties set forth below, the Board of Directors may designate and delegate such additional duties to the officers as determined by the Board of Directors from time to time.

The Board of Directors may appoint such other officer positions and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall

exercise such powers and perform such duties as shall be determined by the Board of Directors from time to time. Such additional officers shall not automatically be members of the Board of Directors.

Section 2. Roles

- a) The President shall serve as the chief executive officer of MYSA. He or she shall:
 - 1) when present, preside at all meetings of the Board of Directors and the AGM;
 - 2) with the Secretary or agents designated by the Board of Directors, sign and deliver in the name of MYSA any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of MYSA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the President or the articles of incorporation or these Bylaws or by the Board of Directors to some other officer or agent of MYSA; *and*
 - 3) provide a written report of his or her activities at all meetings of the Board of Directors and the Annual General Meeting.
- b) The Vice President shall perform the duties of the President in the absence of the President or in the event that the President is unable to act. When so acting, the Vice President shall have all the powers of and be subject to all restrictions upon the President. In addition, he or she shall:
 - 1) oversee the MYSA risk management program;
 - 2) act as custodian of the *MYSA Bylaws and MYSA Policy Manuals*; *and*
 - 3) provide a written report of his or her activities at all meetings of the Board of Directors and the AGM.
- c) The Secretary shall serve as the chief custodian of MYSA's corporate records. He or she shall:
 - 1) maintain and preserve the records of the Board of Directors and MYSA;
 - 2) whenever necessary, certify all proceedings of the Board of Directors and MYSA;
 - 3) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - 4) oversee the credentials process at the Annual General Meeting;
 - 5) with the President, sign and deliver in the name of MYSA any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of MYSA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or these Bylaws or by the Board of Directors to some other officer or agent of MYSA; *and*

- 6) provide a written report of his or her activities at all meetings of the Board of Directors and the Annual General Meeting.
- d) The Treasurer shall serve as the chief financial officer of MYSA. He or she shall:
 - 1) ensure that accurate financial records for MYSA are kept;
 - 2) deposit all monies, drafts and checks in the name of and to the credit of MYSA in the banks and depositories designated by the Board of Directors;
 - 3) endorse for deposit all notes, checks and drafts received by MYSA as ordered by the Board of Directors, making proper vouchers thereof;
 - 4) disburse MYSA funds and issue checks and drafts in the name of MYSA, as ordered by the Board of Directors;
 - 5) render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of MYSA;
 - 6) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine; and
 - 7) provide a written report of his or her activities at all meetings of the Board of Directors and the Annual General Meeting.

Section 3. Elections and Term

Officers shall be elected by a simple majority of the voting representatives at the AGM. Each officer shall be elected to a two-year term, or until his or her death, resignation, removal or disqualification, based on the following schedule:

- a) The President and Secretary shall be elected in odd numbered years and
- b) The Vice President and Treasurer shall be elected in even numbered years.

Section 4. Vacancies

If the office of any officer becomes vacant, it shall be filled by the affirmative vote of a majority of the Board of Directors. An officer appointed to fill a vacancy shall hold office until a qualified successor is elected at the next regular or special meeting of the membership, as applicable.

Section 5. Removal and Suspension

Officers may be removed or suspended at any time by the affirmative vote of two-thirds of the Affiliate Members or the affirmative vote of three-fourths of the Board of Directors. For purposes herein, an officer under consideration for removal or suspension shall not be entitled to cast a vote or be included in the calculation of the number of votes needed.

ARTICLE 6 STAFF

Section 1. Role

Responsibility and authority for managing MYSA at the operational level shall be vested in a professional staff, the positions of which shall be determined by the Board of Directors from time to time. The Board of Directors may delegate one or more responsibilities in hiring and firing staff members to an executive director or similar position.

Section 2. Accountability

Except as otherwise specified in these Bylaws, the actions of MYSA staff shall be subject to the approval of the Board of Directors.

ARTICLE 7 FINANCES

Section 1. Fiscal Year

MYSA's fiscal year shall begin on September 1 and end on August 31.

Section 2. Prohibited Transactions

MYSA, its officers, directors, members and any persons acting in or on its behalf, shall take no actions which may adversely affect MYSA's tax exempt status under Section 501 (c) of the Internal Revenue Code or which otherwise may violate any state or federal law.

Section 3. Contracts and Banking

The Board of Directors, except as otherwise may be required by law or these Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of MYSA. Such authority may be general or confined to specific instances.

Section 4. Annual Audits

An annual independent audit shall be conducted of the financial records of MYSA. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and

submitted to the Board of Directors for its review within sixty (60) days of the close of the fiscal year. Such audit shall be available for review by Affiliate Members upon request.

Section 5. Distribution of Funds upon Dissolution

In the event of the dissolution or final liquidation of MYSA, none of the funds held by MYSA shall be distributed to any director, officer or member. The policies and rules of USSF shall determine the disbursement of such funds, if applicable, except that all disbursements must be to an organization which qualifies as a tax-exempt entity under Section 501(c) of the Internal Revenue Code.

ARTICLE 8 MISCELLANEOUS

Section 1. Amendments

Amendments to these Bylaws shall be adopted by the affirmative vote of two-thirds of the Directors present at a duly held meeting of the Board of Directors. *Exception:* Amendments regarding the election of the Board of Directors shall be adopted by the affirmative vote of two-thirds of the votes cast at a duly held membership meeting.

Section 2. Books and Records

Members shall be permitted to inspect the books of MYSA as required by law.

Section 3. Parliamentary Authority

In the event of a conflict during a meeting of the members or the Board of Directors, Robert's Rules of Order shall govern.

Section 4. Prohibition against Legislative Activities

No substantial part of the activities of MYSA shall consist of propaganda or other attempts to influence legislation, and MYSA shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 5. Anti-Discrimination Policy

MYSA is, and shall be, committed to a policy of equal opportunity for all persons and shall not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion or veteran status. Notwithstanding the foregoing, all players, officers, directors and members shall be subject to the requirements and qualifications set forth in these Bylaws, MYSA's Rules and Policies, USSF Rules and Policies, and as otherwise adopted by the Board of Directors from time to time.

Section 6. Indemnification of Officers, Directors, Employees and Agents

- a) To the fullest extent permitted by Minnesota law, MYSA shall indemnify each member of the Board of Directors, the officers, employees, and agents of MYSA, as well as, any person serving at the request of MYSA, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the Minnesota Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.
- b) MYSA may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of such person's right to indemnity under this Article.