

# **OREGON YOUTH SOCCER ASSOCIATION, Inc**

## **BYLAWS**

### **Part I — General**

#### **Bylaw 101 NAME**

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

#### **Bylaw 102 PURPOSE**

- Section 1.** The purposes of OYSA shall be to promote, develop, and administer the game of soccer among youth, as defined by the Federation in Bylaw 109(33) and as such bylaw may be amended from time to time, residing within Oregon, 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 state-wide electoral representation on the OYSA Board of Directors.

#### **Bylaw 104 COLORS**

The colors of OYSA shall be red and black.

## **Bylaw 105 MEMBERSHIPS IN OTHER ORGANIZATIONS**

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

## **Bylaw 106 AUTHORITIES**

### **Section 1.**

- (A) Except as otherwise provided in this section, OYSA shall be governed by its bylaws and policies in all cases that are not inconsistent with Oregon law.
- (B) As long as OYSA is a member of the USSF, the following requirements apply and are only effective when OYSA is such a member:
  - (1) To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of OYSA and members of OYSA, and OYSA and its member organizations shall abide by the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.
  - (2) To the extent permitted by governing law, OYSA will respect and enforce the statutes, regulations, directives, and decisions of FIFA and 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 USSF all of its players, coaches, trainers, managers, and administrators, and officials and pay fees due USSF by the deadline for fees to be paid.
  - (5) Subject to federal, state, or local law applicable to OYSA, OYSA shall have policies prohibiting sexual and physical abuse 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 and are effective only when OYSA is such a member:
  - (1) To the extent consistent with applicable law, OYSA shall comply with USYSA bylaws, policies and requirements.

- (2) OYSA shall annually register with USYSA all of its players, coaches, trainers, managers, and administrators, and officials, and pay fees due to USYSA by the deadline for fees to be paid.

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

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

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

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

## **Bylaw 107 RESPONSIBILITIES**

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

## **Bylaw 108 ABUSE**

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

## **Bylaw 109 FINANCIAL YEAR**

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

## **Bylaw 110 RULES OF ORDER**

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

## **Bylaw 111 DISSOLUTION**

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

## **Part II – Membership**

### **Bylaw 201 MEMBERSHIP**

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

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

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

(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's bylaws and policies shall be consistent with those of OYSA. OYSA bylaws and policies take precedence over and supersede governing documents of member clubs.
- (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 US Soccer, 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 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 shall 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.
- (C) Affiliated leagues receive benefits as established by the board of directors related to their role of managing sanctioned competition.
- (D) Affiliated league 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 affiliation with OYSA. Upon approval by the Board, 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.
- (C) Associates shall not have the right to vote on any matter.

- Section 6.** OYSA Member organizations shall register annually with the Association and shall pay dues as set by the Board.
- Section 7.** Member Clubs and Affiliated Leagues will provide to OYSA copies of the member club's bylaws, policies and other documents as requested by OYSA. Member Clubs and Affiliated Leagues will provide, within 30 days after adoption, all changes to their bylaws, policies and governing documents for approval.
- Section 8.** Non-member organizations may request membership in OYSA at any time. Membership is contingent on adherence to the bylaws and policies of OYSA. Requests for membership shall be submitted to and approved by OYSA's Board of Directors in such form as the Board may direct.

## **Bylaw 202 PARTICIPATION**

- Section 1.** Participation in the programs of OYSA and any Member or Affiliated clubs shall be open to any youth soccer players, coaches, trainers, managers, administrators and volunteers, including parents of any youth acting in the capacity of any of the foregoing, who are not currently suspended by OYSA or any organization of which it is a member, any of OYSA's members, or by any amateur soccer organization in its territory. Individuals shall have no voting rights in OYSA, but may be granted membership benefits in the organization through which they register to participate.
- Section 2.** Participating players and coaches registered with OYSA are subject to OYSA's bylaws and policies as well as the bylaws and policies of any Member or Affiliated club through which they participate.
- Section 3.** Volunteers, administrators and referees who actively participate in OYSA sanctioned or sponsored competition through a Member or Affiliated club, or other official entity of OYSA are subject to the bylaws and policies of OYSA.
- Section 4.** Annual participation dues for players, coaches, team managers and other volunteers are due and payable to OYSA by the member club, unless otherwise provided for by the Board of Directors. Dues for players, coaches and team managers are due to OYSA no later than ten days after registration with the member club.
- Section 5.** All adult participants in OYSA activities through OYSA or any of its Member or Affiliated clubs, including coaches, team and club trainers, team managers, program administrators, club officers including all board members and club employees, shall submit required information to OYSA for completion of a background check as required by the Board in policy.

**Section 6.** This section applies only when OYSA is a member of USSF. Teams that are registered with OYSA through Member or Affiliated clubs of OYSA may play games against teams of organizations that are not members of USSF only with prior written approval of the Executive Director or his/her designee. Permission will normally be granted for occasional friendly games but not for games that provide the benefits of OYSA membership to non-USSF teams without the non-member organization's acceptance of related obligations. Teams and member clubs that fail to obtain the required written approval are subject to disciplinary action including suspension.

### **Part III – Organization**

#### **Bylaw 301 BOARD OF DIRECTORS: RESPONSIBILITIES AND AUTHORITIES**

**Section 1.** The Board of Directors shall consist of: 4 Officers, 2 Directors at Large and one District Director representing each District established by the Board.

**Section 2.** The Board of Directors shall be responsible for and have the authority for the following:

- (A) Enforcing and interpreting OYSA's bylaws and policies.
- (B) Establishing and amending OYSA's Policies in accordance with bylaws 901, Section 3.
- (C) Approving member clubs and establishing districts.
- (D) Assigning member clubs to districts.
- (E) Approving all appointments, whether paid or unpaid, made by officers and their designates.
- (F) Establishing policies for specific cases or occasions not provided for in the bylaws and policies but deemed necessary to carry out the objectives of OYSA.
- (G) Approving member club bylaws and assuring their consistency with OYSA's bylaws and policies.
- (H) Establishing OYSA's financial policies and approving OYSA financial affairs within the context of the annual budget.
- (I) Approving all dues.
- (J) With a proper hearing, suspend, bar completely, or otherwise discipline any OYSA participant or spectator from any member, affiliated club, or affiliated league.
- (K) Delegating the operation of hearings to exercise the Board's disciplinary authority to such bodies as may be established by the Board through policy.
- (L) Suspending or removing OYSA officers and directors in accordance with Bylaw 404, Section 6.
- (M) Suspending or expelling member clubs because of their failure to abide by Bylaw 201, Section 2(A)

- (N) Suspending or otherwise disciplining any Member Club, Affiliated Club, Affiliated League, Association or participant that in the opinion of the Board acts in a manner that is detrimental to the best interests of OYSA, or to the best interest of youth soccer in Oregon.
- (O) Employing, directing, and, if necessary, suspending or terminating the Executive Director. Such suspension or termination shall be by at least a three-fourths majority vote of the eligible voting members of the Board of Directors. Any such vote shall be preceded by at least 30 days notification to the Executive Director and all officers and directors of the Board.
- (P) Reviewing and approving the strategic plan.

## **Bylaw 302 EXECUTIVE BOARD**

- Section 1.** The Executive Board shall be comprised of the following: President, Vice President, Secretary, Treasurer and the 2 Directors at Large.
- Section 2.** Between meetings of the Board of Directors, the Executive Board shall act on behalf of the Board of Directors and in accordance with the policies of OYSA.
- Section 3.** All actions and decisions of the Executive Board are subject to review and change by the Board of Directors.
- Section 4.** The Executive Board shall evaluate the Executive Director at least annually.

## **Bylaw 303 COMMITTEES**

- Section 1.** OYSA Policies may specify and the President shall establish, subject to approval by the Board of Directors, standing and/or *ad hoc* committees to assist in carrying out OYSA's policies and programs.
- Section 2.** OYSA officers may establish, subject to the approval by the Board of Directors, committees to assist them in carrying out their assigned duties. Officers establishing such committees shall develop and publish guidelines under which the committee shall operate.
- Section 3.** OYSA has the following standing committees:
  - (A) Finance & Budget Committee
  - (B) Board Development Committee
- Section 4.** The Board may establish one or more committees to obtain advice from members and/or participants regarding issues surrounding OYSA sanctioned and sponsored competitions, club development, and such other topics as the Board Determines.



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

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

#### **Section 1. President**

- (A) The President shall preside at and conduct all meetings of the Executive Board, 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.
- (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 chair the OYSA Board Development Committee. The Vice President shall be responsible for the OYSA grievance, protest and appeal programs and the state risk management program.
- (B) The Vice President shall, in the temporary absence of the President, preside at and conduct the meetings of the Executive Board, the Board of Directors, and the general membership and shall assume all responsibilities assigned to him by the Board of Directors.
- (C) Should the office of President become vacant, the Vice President shall succeed to the office of President, with all of the powers and responsibilities of that office, and shall remain in such office for the remainder of the President's elective term.
- (D) A Vice President succeeding to the office of President may run for the office of President at the next scheduled election for that office. For the purpose of term limits in Bylaw 404, Section 1, a Vice-President succeeding to an unexpired term of 660 days or more shall be considered to have served a full term in office at the next election for the office of President.

#### **Section 3. Secretary**

- (A) The Secretary shall keep and publish an accurate record of all meetings, maintain the files of OYSA and be responsible for the preparation of the annual report.
- (B) The Secretary shall prepare and submit any and all papers required to meet government (local, state and federal) laws and regulations, including those related to OYSA's Articles of Incorporation and tax exempt status.
- (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.

**Section 4. Treasurer**

- (A) In coordination with the Finance and 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 AGM.
- (B) The Treasurer shall chair the Finance and 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 and Budget Committee and the other Director at Large shall serve on the Board Development Committee. They shall perform other duties as prescribed by the President and the Board of Directors.

**Bylaw 403 DISTRICT DIRECTORS: RESPONSIBILITIES**

- Section 1.** 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 clubs in their districts and serve as a communications link and liaison between those member clubs and the Board of Directors.
- Section 3.** In addition, District Directors shall serve on other committees or be assigned other duties as prescribed by the President and the Board of Directors.

## **Bylaw 404 ELECTION AND TENURE OF OFFICERS AND ALL DIRECTORS**

- Section 1.** The Officers and all Directors shall be elected to three-year terms by a majority vote of voting members represented and voting at an AGM. All Officers and all Directors shall be limited to a maximum of two three-year terms for the same position.
- Section 2.** The District Directors shall be nominated and elected by the member clubs within their respective Districts.
- Section 3.** Groupings and election years at 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.
- 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 appointed District Director must be either
    - (1) a member or representative of an OYSA member club in the OYSA district of appointment, or
    - (2) reside in the district.
    - (3) In the absence of a nominee/candidate who resides in the district, the President may temporarily appoint someone from outside the district to serve until the next election.
  - (C) 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.** An Officer or Director may be suspended from office for failure to meet the responsibilities as described in Bylaw 401, 402, 403, 404, or related policies, or for otherwise acting in a manner detrimental to the interest of OYSA. Absence from two (2) consecutive regularly scheduled Board of Director's meetings without prior notification to the President or Executive Director shall be cause for suspension from the board. Such suspension shall be by a three-fourths majority vote of the eligible voting members of the Board of Directors. Such vote shall be in an open hearing with at least 30 days notification to all officers and directors.

**Section 7.** An officer or director may be removed from office only by a vote of those members eligible to elect that officer or director.

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

- (A) If the Board has voted to suspend an officer or director at large, the Board may call for a special membership meeting to consider removal of such a person from office.
- (B) If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct that notice be sent to all eligible members of the Association.
  - (1) The notice shall be sent at least 7 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.
  - (3) A quorum of eligible members necessary to consider the removal of an officer or director at large shall be one-fifth of all the eligible voting members of the Association.
  - (4) If there is a quorum of eligible members, the vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove an officer or director at large from office.

**Section 9.** Removing a District Director

- (A) If the Board has voted to suspend a district director, the Board may call for a special meeting of the members in the district which the director represents to consider removal of such person from office.
- (B) If the Board votes to call for a special meeting of the district members, the Board shall set the time and place for the meeting and shall direct that notice be sent to all eligible members in the district.
  - (1) The notice shall be sent at least 7 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) A quorum for such special district member meeting shall be the greater of one-fifth of the eligible member clubs in a district, or two (2) member clubs.
- (4) The vote of a majority of the eligible voting members present at the special district members meeting shall be sufficient to remove the district director from office.

**Section 10.** Vacancies in the Board of directors caused by removal from office shall be filled in accordance with Bylaw 404, Section 5.

**Section 11.** One individual shall not simultaneously hold more than one position as an officer or director of OYSA.

(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 as per the OYSA Ethics Policy.
- (3) Except as provided in Bylaw 404, Section 11(C), no individual may serve concurrently as an officer or director of OYSA and as an elected or appointed member of the board of directors of an OYSA member club, affiliated club, or affiliated league.

(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.

(C) A president, or other board member, of a member club may serve concurrently as a district director of the OYSA district in which the member club is located.

## **Part V – Meetings**

### **Bylaw 501 ANNUAL MEETING**

**Section 1.** OYSA's membership shall meet at least once each year and may meet at other times as directed by the Board of Directors or upon petition by at least one-third of the member clubs.

**Section 2.** The Annual General Meeting (AGM) of OYSA shall be held not later than May 31. Written notification to all member clubs shall be made at least 30 days prior to an AGM and shall include an agenda.

- Section 3.** The order of business at an AGM shall be set by the Executive Board.
- Section 4.** Each member club and each member of the Board of Directors shall be entitled to one vote. Voting by proxy shall not be allowed and only member clubs in good standing shall be entitled to voting privileges. No person shall represent more than one voting entity. The President of OYSA shall vote only in accordance with Roberts Rules of Order.
- Section 5.** A quorum of the AGM shall consist of one-fifth of the eligible voting members.
- Section 6.** A quorum for the election of District Director shall consist of one-fifth of the delegates from the member clubs in good standing from each district or two delegates from member clubs in good standing, whichever is greater. If there is no quorum for a district, the President of OYSA will appoint the District Director in accordance with Bylaw 404, Section 5.
- Section 7.** Actions and policies adopted by the Board of Directors or the Executive Board shall be reported to the membership at the AGM immediately following the adoption.

## **Bylaw 502 BOARD OF DIRECTORS: MEETINGS**

- Section 1.** Except as otherwise provided for in these Bylaws, a quorum for the Board of Directors meetings shall consist of 60% of the Board members holding office.
- Section 2.** Except as otherwise provided for in these Bylaws, a majority of eligible votes cast shall decide an issue.
- Section 3.** The Board of Directors shall hold bi-monthly meetings and shall meet at such other times as the Board of Directors deems necessary.
- Section 4.** All Directors and Officers may attend Board Meetings in person or via conference call.
- Section 5.** The order of business for a meeting shall be set by the President, in consultation with the Executive Director.
- Section 6.** Special meetings of the Board of Directors may be called whenever the President deems it necessary or is instructed to call a meeting by any five (5) members of the Board of Directors. Notice of such meeting shall be 24 hours prior to announced meeting, by phone or e-mail.

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

## **Part VI - Financial**

### **Bylaw 601 FINANCIAL RESPONSIBILITY**

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

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

## **Part VII – Grievance, Protest, and Appeals**

### **Bylaw 701 GRIEVANCES, PROTESTS, AND APPEALS**

- Section 1.** OYSA's policies shall specify procedures for handling protests and appeals in accordance with the principles of due process: hearings shall be duly called, publicized, and held; all parties shall have a chance to be heard; and all rules will be fairly and evenly applied.
- Section 2.** Only violations of the bylaws and policies of OYSA and organizations of which OYSA is a member, including the right of individuals to participate and compete, misapplication of the "Laws of the Game," violation of member clubs' bylaws or policies, or violation of league rules and/or regulations, shall be proper subjects to be considered for action.
- Section 3.** OYSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities of OYSA and organizations of which OYSA is a member, may be appealed to OYSA and, to the extent provided under the bylaws and policies of any such organization, to that organization. OYSA and any such organization having jurisdiction on appeal may approve, modify or reverse a decision.
- Section 4.** OYSA will recognize, and enforce, the disciplinary actions of the US Center for SafeSport, USSF, and other organizational members of the Federation 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



- (I) A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion

## **Bylaw 703 MEDIATION**

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

## **Bylaw 704 EXHAUSTION OF REMEDIES**

- Section 1.** No member or participant of OYSA, be it an official, league, member club, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within OYSA and organizations of which OYSA is a member.
- Section 2.** For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to OYSA for all expenses incurred by OYSA and its officers and members of the Board of Directors in defending each court action, including the following:
- (A) Court costs
  - (B) Attorney's Fees
  - (C) Reasonable compensation for time spent by OYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances
  - (D) Travel expenses
  - (E) Expenses for holding special OYSA meetings necessitated by court action
- Section 3.** All OYSA member clubs must comply with this Bylaw 704 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.** OYSA's policies may be amended or repealed by an affirmative vote of a majority of votes cast by the Board of Directors at any meeting duly called and held.
- Section 4.** Any member club, any director or an officer may propose amendments to OYSA's bylaws for presentation and consideration at an AGM.
- Section 5.** Any member club, any director or an officer may propose and submit new policies or amendments to policies to the Board of Directors.

#### **Bylaw 902 NOTIFICATION**

Proposed new bylaws and amendments to bylaws for an AGM must be submitted in writing to the OYSA office in care of the Secretary 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 two-thirds or more of the votes cast at an AGM.