

BYLAWS
OF
UTAH YOUTH SOCCER ASSOCIATION, INC.

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ARTICLE I – GENERAL PROVISIONS

101 NAME

The name of this organization is Utah Youth Soccer Association, Inc. (“UYSA”).

102 DEFINITIONS

The following definitions apply to these bylaws and may also be used in plural form:

“**Administrator**” means an individual designated to handle administrative duties for and/or represent a Team.

“**AGM**” means Annual General Meeting.

“**Board**” means UYSA’s Board of Directors established by these bylaws.

“**Coach**” means an individual who instructs Youth Players and directs team strategy at practices and games.

“**Club**” means an Organization that has an identifiable membership of Youth Players on whose behalf the Organization conducts or engages in youth soccer activities.

“**Director**” means an individual member of the Board.

“**Fiscal Year**” means UYSA’s fiscal year as established in these bylaws.

“**League**” means a structured group of four (4) or more Teams joined together for the purpose of inter-team play under a common set of administrative rules.

“**Majority**” means more than half (>50%).

“**Member**” means any individual or Organization registered or affiliated with UYSA pursuant to these bylaws.

“**Organization**” means a legal entity that is lawfully formed and registered with the state of Utah, including partnerships, limited liability companies, limited liability partnerships, and corporations.

“**Organization Representative**” means the individual designated in an Organization’s documentation to represent the Organization in UYSA affairs.

“**Recreation League**” means a League with the following characteristics: (1) the use of tryouts, invitations, recruiting, or similar process to roster players to a Team is prohibited; (2) the League accepts as participants any eligible youths subject to reasonable terms on registration; and (3) League rules require that each player must play at least one-half of each game except for reasons of injury, illness, or discipline.

“**Region**” means a geographic subdivision of the state, which will be represented by a Director on the Board.

“**Seasonal Year**” means August 1 of one calendar year through July 31 of the next calendar year.

“**State Council**” means UYSA’s State Council established by these bylaws.

“**State Office**” means UYSA’s principal executive office.

“**Team**” means a group of Youth Players who have organized to compete as a team.

“**Trainer**” means an individual who instructs and directs Youth Players at practices or trainings.

“**USSF**” means the United States Soccer Federation.

“**USSF Rules**” means USSF’s bylaws and policies collectively.

“**USYSA**” means the United States Youth Soccer Association.

“**USYSA Rules**” means USYSA’s bylaws and policies collectively.

“**UYSA**” means the Utah Youth Soccer Association.

“**UYSA Rules**” means UYSA’s bylaws and policies collectively.

“**Youth Player**” means an individual soccer player who has not reached or will not reach 19 years of age prior to August 1st of the current Seasonal Year.

103 ENTITY AND TAX STATUS

UYSA shall be organized as a non-profit corporation under the laws of Utah. UYSA shall have the right to do and engage in all activities permitted of non-profit corporations under the laws of the state of Utah. UYSA shall operate in accordance with Section 501(c)(3) of the Internal Revenue Code. UYSA does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes. UYSA does not discriminate on any basis prohibited by applicable law or USSF Rules.

104 AUTHORITY

UYSA shall be governed by its articles of incorporation, bylaws, and policies as well as, to the extent applicable, USYSA Rules and USSF Rules.

105 AFFILIATION

UYSA shall affiliate with and operate under the authority of USYSA and USSF. To the extent permissible under applicable law, these bylaws shall be consistent with USYSA's bylaws and USSF's bylaws. To the extent permissible under applicable law, UYSA and its Members shall abide by USYSA Rules and USSF Rules. UYSA will not join any organization that has requirements that conflict with USYSA's Rules or USSF's Rules. USSF Rules and USYSA Rules take precedence over UYSA Rules to the extent of any conflict between the two.

106 GEOGRAPHIC TERRITORY & SUBDIVISIONS

UYSA's territory shall be the state of Utah.

1. Regions

The Board shall divide the state into six (6) geographic subdivisions called Regions with approximately equal Member populations. Region boundaries shall be determined by the Board. Each Region shall have a numeric designation. Regions are not governance bodies, but are established for the purpose of establishing electoral representation on the Board. A map of UYSA's geographic subdivisions shall be maintained at the State Office.

2. Reapportionment

Beginning May 1, 2015, and every five (5) years thereafter, the Board shall determine the average Member population of each Region for the preceding three (3) Seasonal Years. If the average census for any Region is greater than 24% or less than 10% of UYSA's total Member population for the same period, the Board shall realign the Regions, to take effect on June 1, to ensure that each Region includes not more than 20% or less than 14% of UYSA's total Member population.

107 OFFICES

UYSA shall maintain a principal executive office, otherwise known as the State Office, within Salt Lake, Davis, or Utah County. The Board may establish branch offices as appropriate.

ARTICLE II – MISSION AND PURPOSES

201 GENERAL MISSION

The general mission of UYSA is to be the primary organization developing, promoting, administering, and governing youth soccer in Utah by providing equal opportunities to all youth and creating a fun, safe, and positive environment that fosters player development and fair play.

202 SPECIFIC PURPOSES

UYSA has the following specific purposes:

1. Player and Coach Development

To establish programs and resources to recruit, register, and develop recreation and competition players and coaches.

2. Policy Development and Enforcement

To establish appropriate policies for the governance of UYSA’s organization and programs, to maintain a system to enforce those policies, and to provide a mechanism for the prompt and equitable resolution of grievances.

3. Public Relations
To brand and promote UYSA programs and services to the public, and adequately communicate with, inform, and be accessible to its Members.
4. Risk Management
To take appropriate actions to minimize the risk and exposure of UYSA’s organization, Members, Board, Officers, and employees.

ARTICLE III - MEMBERSHIP

301 CLASSIFICATIONS

UYSA shall have the following membership classifications:

1. Associate Member;
2. Organizational Member;
3. Provisional Member;
4. Partner Member.

302 ADMISSION

1. Eligibility
 - a. Associate Memberships shall be open to all Youth Players, Coaches, Trainers, Administrators, and Teams.
 - b. Organizational Membership shall be open to an Organization that meets all of the following requirements:
 - (1) Has at least 100 affiliated Youth Players;
 - (2) Has 501(c)(3) status with the Internal Revenue Service; and
 - (3) Has Utah as its entity’s state of origin and principal place of business.
 - c. Provisional Memberships shall be open to all Organizations that have at least one (1) Team, but do not qualify for Organizational Membership, and shall be granted for the remainder of the Seasonal Year in which granted plus one (1) additional Seasonal Year (“Probationary Period”). If, at the end of the Probationary Period, the Organization does not qualify as an Organizational Member, the Organization shall lose its membership in UYSA.
 - d. Partner Memberships shall be open to any individual or entity that does not have Teams, but which, by agreement with the Board, actively supports and/or sponsors UYSA’s activities through the donation of goods, services, or money.
 - e. UYSA shall not discriminate against any individual on any basis prohibited by law, including race, color, religion, sex, and national origin.
 - f. Organizational and Provisional Members may engage in activities in multiple Regions, but shall be affiliated for administrative, representative, and voting purposes as a Member of the Region in which the Majority of its Youth Players are registered.
2. Application and Fees
The Board shall establish policies and procedures for applying for membership in UYSA. The Board shall also establish the fees that must be paid for membership in UYSA. UYSA shall register each Youth Player, Coach, Trainer, Administrator, and Team; and shall sanction each Organization, who submits a proper application and the appropriate fee, unless such applicant is in bad standing with or suspended by UYSA, USYSA, or USSF.

303 RIGHTS

1. Voting
 - a. Associate Members shall have no individual voting rights.
 - b. On the State Council, each Organizational Member and Provisional Member shall have the number of votes equal to the number of Youth Players registered with UYSA through such Organizational Member as of the last day of the month preceding the date of the vote divided by 100 and rounded down to the next nearest whole number. Organizational Members and Provisional Members must vote through an Organization Representative.
 - c. Partner Members shall have no voting rights in UYSA.
 - d. A suspended Member or a Member in bad standing may not vote or otherwise exercise its UYSA rights.
 - e. Members may only vote in a Seasonal Year in which they are sanctioned.
2. Access to Records

UYSA shall publish on its website or otherwise make accessible to its Members its articles of incorporation, current bylaws, current policies, most recent financial statements, and most recent tax return.
3. Access to Meetings

Members have the right to attend all UYSA meetings, including State Council meetings and Board meetings, except Executive Committee and Disciplinary Committee meetings.

304 RESPONSIBILITIES

1. Each Member is charged with knowledge of and must comply with UYSA Rules, USYSA Rules, and USSF Rules. Each Member that is an Organization must have bylaws and policies that are consistent with UYSA Rules. USSF Rules, USYSA Rules, and UYSA Rules take precedence over and supersede the governing documents of Members.
2. By September 1 of each year, each Organizational Member and Provisional Member shall provide UYSA with a copy of their current bylaws, a current balance sheet, and a profit-and-loss statement for the previous Seasonal Year.
3. Upon fourteen (14) days notice, an Organizational Member or Provisional Member shall make its business and financial records available to UYSA for inspection.
4. Organizational Members and Provisional Members shall provide the State Office, within thirty (30) days of adoption, with copies of any amendments to their articles of incorporation or bylaws.
5. All Organizational Members and Provisional Members must register with UYSA all Youth Players, Coaches, Trainers, Administrators, and Teams that register with such Members.
6. Teams affiliated with UYSA may not play games against non-affiliated Teams or participate in events with non-members without UYSA's permission.
7. All of these responsibilities shall apply to any Organization, League, or Club that is a subsidiary or affiliate of an Organizational Member or Provisional Member.

305 BAD STANDING, SUSPENSION, AND TERMINATION

The Board shall establish policies setting appropriate standards and penalties for placing Members in bad standing suspension, and termination. Such standards shall include the failure to comply with UYSA Rules, USYSA Rules, or USSF Rules. The Board shall afford appropriate due process for placing Members in bad standing, suspension, and termination. A membership shall automatically terminate if not renewed by deadlines set by the Board. A Member in bad standing, suspension, or termination has none of the rights enumerated in this Article.

306 RESIGNATION

Any Member may resign from UYSA by submitting a written resignation to UYSA. The resignation need not be accepted by UYSA to be effective. A Member's resignation does not relieve the Member of any obligation to pay fees that accrued before the effective date of the resignation.

ARTICLE IV – ORGANIZATION

401 GENERAL STRUCTURE

To accomplish its mission and purposes, UYSA shall have a State Council, a Board of Directors, Officers, State Committees, and a State Office.

402 GOVERNING AUTHORITY

UYSA's governing authority shall be the State Council. Between meetings of the State Council, the governing authority is delegated to the Board.

SUBPART A – STATE COUNCIL

410 COMPOSITION

The State Council shall consist of the Directors and the Organization Representative of each Organizational Member and Provisional Member.

411 AUTHORITY

The State Council will have authority and responsibility for the following matters:

1. Election of Directors;
2. Approval of bylaw amendments.

412 MEETINGS

1. Annual General Meeting (AGM)
 - a. The State Council shall meet annually at the AGM to fulfill its responsibilities.
 - b. The order of business at the AGM shall be established by policy.
 - c. The AGM shall take place during the first quarter of the calendar year.
2. Other Meetings
The State Council may meet at other times upon petition of one-third (1/3) of the votes held by the State Council members.
3. Notice
Notice of any State Council meeting must be provided to all State Council members at least sixty (60) days prior to the meeting. The proposed agenda for the meeting and any bylaw amendment proposals must be provided to all State Council members at least thirty (30) days prior to the meeting.
4. Proxy
A State Council member may have another individual represent him/her at meetings and vote on his/her behalf by proxy as provided herein.

413 VOTING

Votes on the State Council are held and cast by Organization Representatives as set forth in Article III and by Directors as set forth in subpart B of this Article. A Majority of the State Council votes must be present at a State Council meeting to hold a vote. Unless otherwise provided herein, a measure being voted upon will only pass if the Majority of the votes in attendance at the meeting are cast in favor of the measure.

SUBPART B – BOARD OF DIRECTORS

420 BOARD COMPOSITION

The Board shall be composed of a minimum of nine (9) and a maximum of fifteen (15) individual Directors. No individual may hold more than one (1) position at the same time.

1. Mandatory Positions

a. At-large Directors

There will be three (3) At-large Directors on the Board. At-large Directors will serve staggered terms of three (3) years, with one (1) being elected at the AGM each year. The At-large Directors shall serve as President, First Vice President, and Second Vice President

b. Regional Directors

There will be one Regional Director on the Board for each UYSA Region. Regional Directors will serve staggered terms of two (2) years, with three (3) being elected at the AGM each year.

2. Optional Positions

The Directors may approve the addition of individuals to the Board to serve in advisory capacities. Such individuals will have no voting rights on the Board.

421 ELIGIBILITY

To be eligible to be a Director, an individual must meet all of the following requirements:

1. Resides in Utah;
2. In the case of a Regional Director, reside within the Region's boundaries;
3. Does not hold another Director position;
4. Is not a UYSA employee;
5. Is not a member of the board of directors of an Organizational or Provisional Member;
6. Has not been convicted of a felony within the previous ten (10) years;
7. Has never been convicted of a sex crime or a crime involving the abuse of a child.

422 QUALIFICATIONS

To serve as a Director, an individual must meet the qualifications set forth in UYSA policy.

423 AUTHORITY & RESPONSIBILITIES

The Board shall have the following powers and responsibilities:

1. To amend UYSA's bylaws as provided herein;
2. To develop and enact policies for UYSA in conformance with UYSA's mission and purposes;
3. To take actions legal and necessary to carry out UYSA's mission and purposes, including the expenditure of funds and the execution of contracts.
4. To interpret and enforce UYSA Rules;
5. To establish financial policies and approve budgets;
6. To review and make decisions on applications for membership and affiliation;
7. To set and approve membership and other UYSA-related fees;

8. To approve chairpersons for standing committees;
9. To hire and fire office executives;
10. To grow membership and provide resources for that membership;
11. To take all other actions described in or permitted by these bylaws.

424 MEETINGS

1. The Board shall meet not less than once every calendar quarter.
2. The Executive Director or designee shall post the agenda for a meeting on UYSA's website and deliver it electronically to all Board members at least seven (7) days prior to a regular meeting.
3. Upon three (3) days notice, the President or three (3) Directors may call a special meeting of the Board. The notice of the special meeting shall state the purpose or specific topic of the meeting.
4. The Board may hold a meeting through teleconferencing or the use of any means of communication by which all Directors may simultaneously speak to and hear each other. A Director may participate in a Board meeting through teleconferencing or the use of any means of communication by which all Directors may simultaneously speak to and hear each other.
5. A Director may have another Director or committee member represent him/her at meetings and vote on his/her behalf by proxy as provided herein.

425 VOTING

1. On the State Council and the Board, each Director shall have one vote.
2. Voting on Board matters may be conducted at meetings or by e-mail.
3. At Board meetings, a Majority of the Board members must be present to hold a vote on any matter. A measure being voted upon will only pass if the Majority of the votes in attendance at the meeting are cast in favor of the measure.
4. For e-mail votes, a measure will only pass if the Majority of total votes held by the Board members are cast in favor of the measure.

426 ELECTIONS

1. Annual General Meeting
At the AGM each year, an election will be held for those Director positions that are up for election that year. Each member of the State Council will vote for At-large Directors. Each non-Director member of the State Council will vote for the Regional Director for the Region where the member has the Majority of its Youth Players registered.
2. Interim Elections
An election may be held at any regular Board meeting to complete the term of any Director who has resigned or been removed, provided that twenty (20) days notice of such election has been given. In this situation, only the Directors shall vote.
3. Nominations
Prior to an election, the Board shall establish a Nominating Committee consisting of one At-large Director, one Regional Director, and a member of the Human Resources Committee. At least twenty (20) days prior to the election, the Nominating Committee shall establish a list with at least one candidate for each position up for election. Candidates must meet the Director qualifications found in UYSA policy. At least fourteen (14) days prior to the election, candidates must submit a nomination packet including an information sheet, resume, and written acceptance of their nomination. The Nomination Committee shall make the list of candidates and packets available to voters at least seven (7) days prior to the election. Organizational Members may submit candidates and packets to the Nominating Committee at least twenty (20) days prior to the election. There will be no nominations from the floor at the election meeting.

427 CONDUCT

1. Conflict of Interest

No Director shall engage in any position or function of UYSA in an effort to gain advantage for their personal or business gain unless he/she has provided full disclosure to the Board and received an exemption by a two-thirds (2/3) vote of the Board. The Board shall establish further appropriate conflict-of-interest policies. Upon election and annually thereafter, each Director shall sign the conflict-of-interest policy.

2. Ethics

The Board shall adopt a Code of Ethics that is signed annually by each Director.

3. Duty of Care and Loyalty

Board members shall have the same duty of care and loyalty as normally required of members of corporate boards, including non-profits.

428 SUSPENSION, REMOVAL, RESIGNATION

1. Suspension

Any Director who is charged with a felony or crime involving abuse of a child shall be suspended from the Board pending the outcome of the charges.

2. Removal

a. Prior to the expiration of a Director's term, such Director may be removed by a two-thirds (2/3) vote of the full Board for any of the following reasons:

- (1) Failure to attend, personally or by proxy, at least one Board meeting in two consecutive calendar quarters;
- (2) Serious or continuous violation of UYSA Rules, USYSA's Rules, or USSF Rules;
- (3) Fraud or misrepresentation;
- (4) Failure to adequately perform duties;
- (5) Violation of the conflict-of-interest policy or code of ethics;

b. Prior to the expiration of a Director's term, such Director will be automatically removed for any of the following reasons:

- (1) Conviction for a felony or any crime involving abuse of a child;
- (2) Failure to maintain residency in UYSA's boundaries or membership in UYSA.

c. Prior to the Board vote, the Director whose removal is being proposed is entitled to fifteen (15) days notice and the right to be heard at the meeting at which the vote will take place.

3. Resignation

A Director may resign at any time by delivering written or electronic notice to the President or by giving oral or written notice at any Board meeting. The resignation shall take effect at the time specified therein or, if not specified, upon delivery thereof. Acceptance of the resignation shall not be necessary to make it effective.

SUBPART C - OFFICERS

430 PRESIDENT

The President shall be the chairperson of the State Council, the chairperson of the Board, and the chief executive officer of UYSA. The President shall have the following duties and responsibilities;

1. Oversee and direct all UYSA activities;
2. Conduct all State Council, Board, and Executive Committee meetings;

3. Preside over the Executive Committee;
4. Recommend chairpersons of the Adjudication and Risk Management Committees;
5. Serve as an *ex officio* member of all standing committees;
6. Enforce UYSA Rules;
7. Be a signatory on all UYSA financial accounts;
8. Represent UYSA in public relations matters;
9. Represent UYSA at all necessary regional, USYSA, and USSF meetings and functions.

431 FIRST VICE PRESIDENT

The First Vice President shall have the following duties and responsibilities:

1. Assume the authorities and responsibilities of the President during his/her absence or during a vacancy in such office;
2. Be a signatory on all UYSA financial accounts;
3. Preside over the Finance Committee;
4. Recommend chairpersons of the Player Development and Rules & Revisions Committees.
5. Undertake other reasonable duties assigned by the President and/or the Board.

432 SECOND VICE PRESIDENT

The Second Vice President shall have the following duties and responsibilities:

1. Assume the authorities and responsibilities of the President during the absence of the President and First Vice President or during a vacancy in such offices;
2. Be a signatory on all UYSA financial accounts;
3. Preside over the Human Resources Committee;
4. Recommend chairpersons of the Registration and Tournament Committees;
5. Undertake other reasonable duties assigned by the President and/or the Board.

433 REGIONAL DIRECTORS

Regional Directors shall have the following duties and responsibilities;

1. Act as a liaison between the Board and their Region;
2. Attend board meetings of the Organizational Members in their Regions;
3. Hear and resolve intra-Region disputes.

434 REMOVAL

An individual will no longer serve as an officer if that individual is no longer a Director.

SUBPART D – STATE COMMITTEES

440 BOARD COMMITTEES

UYSA shall have the following committees composed of three (3) Directors each, the assigned At-large Director and two (2) Regional Directors. The chair and each committee member shall have one (1) vote on their respective committees. Matters voted on by the committees must pass by a Majority vote. Each committee shall develop and propose policies and procedures to the Board regarding their respective area of responsibility.

1. Executive Committee

The President shall be a member of and chair the Executive Committee. The Executive Committee is a planning and development committee which will meet at least quarterly to develop long-range strategic planning and perform other duties as directed by the Board. The Executive Director shall be an *ex officio* member without a vote.

2. Finance Committee
The First Vice President shall be a member of and chair the Finance Committee. The Finance Committee shall oversee and conduct UYSA's budgeting processes, financial and accounting processes, and internal and external audits.
3. Human Resources Committee
The Second Vice President shall be a member of and chair the Human Resources Committee. The Human Resources Committee shall oversee UYSA's personnel functions and make recommendations to the Board regarding the hiring and firing of office executives and the setting of compensation and benefit packages.

441 STANDING COMMITTEES

UYSA shall have the following regular, standing committees. Each committee shall have a chairperson. If a committee has subcommittees, the committee's chairperson shall be a member of each subcommittee. Each committee shall have a Regional Director as an ex officio member and liaison to the Board. The chair and each committee or subcommittee member shall have one (1) vote on their respective committees or subcommittees. Matters voted on by the committees and subcommittees must pass by a Majority vote. Each committee and subcommittee shall develop and propose policies and procedures to the Board regarding their respective area of responsibility.

1. Adjudication Committee

The Adjudication Committee shall have a chairperson and three (3) subcommittees – Disciplinary, Protest, and Appeals. Each subcommittee shall have at least three (3) members. An individual may not serve on more than one subcommittee.

- a. The Disciplinary subcommittee shall have original, exclusive jurisdiction over all complaints of a Member's violation of UYSA Rules.
- b. The Protest subcommittee shall have original jurisdiction over all formal protests arising from activities governed by UYSA Rules.
- c. The Appeals subcommittee shall conduct and hear appeals from the Disciplinary and Protest subcommittees. A matter must be heard by the Appeals subcommittee before a Member may resort to the civil court system.

2. Player Development Committee

The Player Development Committee shall have a chairperson and four (4) subcommittees – Competition, Recreation, ODP, and TopSoccer. An individual may not serve on both the Competition and Recreation subcommittees.

- a. The Competition subcommittee shall consist of one (1) member from each Region. Subcommittee members shall be elected by a weighted vote of the Organizational Members and Provisional Members that have a Majority of their Youth Players registered in the Region that the member represents. The Competition subcommittee shall develop and implement policies, procedures, and programs for the state's non-recreation Youth Players.
- b. The Recreation subcommittee shall consist of one member from each Region. A member shall be elected by a weighted vote of the Organizational Members and Provisional Members that have a Majority of their Youth Players registered in the Region that the member represents. The Recreation subcommittee shall develop and implement policies, procedures, and programs for the state's recreation Youth Players.

- c. The ODP subcommittee shall have at least three (3) members and shall develop and implement policies, procedures, and programs for UYSA’s Olympic Development Program.
- d. The TopSoccer subcommittee shall have at least three (3) members and shall develop and implement policies, procedures, and programs for UYSA’s TopSoccer program.

3. Registration Committee

The Registration Committee will develop and implement policies and procedures relating to the registration of Members. The Registration Committee will provide training and certification for registrars.

4. Risk Management Committee

The Risk Management Committee shall develop and implement policies, procedures, and programs to limit UYSA’s exposure and liability from risks associated with its activities.

5. Rules & Revisions Committee

The Rules and Revisions Committee shall evaluate UYSA Rules and develop and propose appropriate amendments to the Board. The committee shall also evaluate all proposed bylaw or policy amendments coming from outside the committee for grammar, proper format, and consistency with other UYSA Rules, and shall issue a recommendation for acceptance or rejection.

6. Tournament Committee

The Tournament Committee shall have a chairperson and three (3) subcommittees – State Cup, President’s Cup, and Sanctioning. Each subcommittee shall have at least three (3) members. Not more than one (1) individual may serve on more than one (1) subcommittee.

- a. The State Cup subcommittee shall oversee the planning and operation of UYSA’s annual State Cup Tournament.
- b. The Presidents Cup subcommittee shall oversee the planning and operation of UYSA’s annual President’s Cup Tournament.
- c. The Sanctioning subcommittee shall oversee the sanctioning and operation of tournaments hosted and operated by Members.

442 WORKING (AD-HOC) COMMITTEES

The Board may establish working committees to accomplish particular tasks or to oversee ongoing areas in need of control or oversight. Each working committee shall be presided over by a chairperson. The President, with approval from the Board, shall appoint the chairperson and at least two (2) other members, but not more than six (6) members, for each working committee. Working Committee members shall serve one-year terms unless they resign or are removed earlier by the President. Each Working Committee may develop policies for its respective purpose and submit such policies to the Board for approval. The chair and each committee member shall have one (1) vote on their respective committees. Matters voted on by the committees must pass by a Majority vote.

443 REPORTING

Each committee shall submit a report of its activities to the Board at least seven (7) days prior to a regularly scheduled Board meeting.

SUBPART E – STATE OFFICE

450 EXECUTIVE DIRECTOR

The Board shall hire an Executive Director to run UYSA's State Office and day-to-day operations. The Board shall establish the Executive Director's compensation and job requirements. The Board shall also develop and enact policies for the operation of the State Office. The Executive Director shall report directly to the President. The Executive Director shall attend Board meetings and report on the progress of the organization.

451 STATE TECHNICAL DIRECTOR

The Board shall hire a State Technical Director to recruit, train, and retain UYSA coaches, and otherwise establish programs and services to foster player and coaching development in the state. The Board shall establish the State Technical Director's compensation and job requirements. The State Technical Director shall report directly to the President. The State Technical Director shall attend Board meetings and report on the progress of the organization.

452 OTHER

The Board may hire additional office executives as deemed necessary to help UYSA meet its mission and purposes. The Board shall establish compensation and job requirements for all hired office executives. The Executive Director and State Technical Director shall be responsible for the hiring and firing of non-executive staff.

ARTICLE V – AMENDMENTS

501 PROPOSAL

The Board or any Member, Director, or State Committee may propose or sponsor an amendment to these bylaws. Proposed amendments will be voted upon at the AGM or any Board meeting. Any proposed amendment must be submitted in writing to the Executive Director at least forty-five (45) days prior to the meeting at which the vote will take place, and must be circulated to voting members not later than thirty (30) days prior the meeting.

502 ADOPTION

For votes on proposed amendments at the AGM, an amendment shall be adopted by a vote of two-thirds (2/3) of the votes present at the AGM. For votes on proposed amendments at a Board Meeting, an amendment shall be adopted by a vote of three-fourths (3/4) of all votes held by the Board. At the AGM, the State Council shall ratify all amendments adopted by the Board since the prior AGM. Amendments adopted at the AGM or a Board meeting shall be effective at the beginning of the next Seasonal Year unless otherwise determined by the voting body.

ARTICLE VI – DISSOLUTION

601 DISSOLUTION

UYSA may be voluntarily dissolved upon a three-fourths (3/4) vote of the full State Council.

602 WINDING UP

Upon the dissolution of UYSA, after paying or adequately providing for the debts and obligations of UYSA, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If UYSA holds any assets in trust, said

assets shall be disposed of in such a manner as may be directed by order or decree of the District Court of the county in which UYSA's principal office is located, upon petition by any person concerned in the liquidation.

ARTICLE VII – MISCELLANEOUS

701 ACCOUNTING YEAR

UYSA's Fiscal Year shall be September 1 of one calendar year to August 31 of the next calendar year.

702 INDEMNIFICATION OF OFFICERS AND DIRECTORS

UYSA shall indemnify each Director or executive officer now or hereafter serving UYSA, and the respective heirs, executors and administrators of each of them, to the fullest extent provided by law against all liabilities, costs, expenses, judgments, and attorneys fees incurred by or imposed upon them in connection with or resulting from them being or having been a Director or executive officer, provided that in their official capacity with UYSA, they acted in good faith and in a manner reasonably believed not opposed to the interests of UYSA. In the case of criminal proceedings UYSA shall indemnify if the Director or executive officer had no reasonable cause to believe their conduct was unlawful. Any judgment, settlement, conviction, or plea of nolo contendere shall not, of itself, be a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of UYSA or had reasonable cause to believe their conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or executive officer may be entitled as a matter of law. In its sole discretion, the Board may obtain insurance on behalf of any person who is or was a Director, executive officer, employee, or agent against any liability arising out of their status.

703 NOTICES

Notices required by these bylaws must be in writing and must be delivered by hand, fax, e-mail, U.S. mail, or other reputable courier service. An individual or organization entitled to notice may waive such notice in writing. Attendance of an individual at a meeting, personally or by proxy, constitutes waiver of notice by the individual or the organization represented by such individual, except when the individual attends such meeting for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened.

704 PROXYS

A proxy must be in writing, designate the person entitled to vote, designate the time period the proxy is effective, and be submitted to a member of the appropriate body prior to use of the proxy. UYSA employees may not exercise proxies.

705 GRIEVANCES, DISPUTES, AND APPEALS

The Board shall establish policies and procedures to allow the Members to obtain prompt and fair resolution of any disputes or issues arising from their UYSA membership. Members shall also have the appeal rights provided by USSF. Members must exhaust the remedies provided by UYSA before invoking the aid of Utah's federal, state, or local courts.

706 PRECEDENCE

UYSA's bylaws take precedence over UYSA policies.

707 USSF COMPLIANCE

UYSA shall comply with all of USSF's reporting policies and requirements. By established deadlines, UYSA shall pay to USSF all required fees. Upon three (3) business days' notice, UYSA will allow USSF to review UYSA records to determine compliance with USSF Rules.

708 LIABILITY DISCLAIMER

UYSA specifically disclaims legal or financial responsibility for debts, contracts, financial obligations or other personal liabilities of any Member or Director.

709 ABUSE POLICIES

UYSA opposes sexual and physical abuse. To the extent permissible under applicable law, the Board shall adopt policies consistent with USSF criteria.

710 AMATEUR SPORTS ACT

To the extent applicable, UYSA and its affiliates shall comply with the Amateur Sports Act found at 36 U.S.C. section 371, et. seq.

711 CONDUCT OF MEETINGS

UYSA meetings shall be conducted in accordance with latest version of Robert's Rules of Order, except as modified herein.

712 APPLICABLE LAW

Utah law shall govern the construction, interpretation, and enforcement of these bylaws.

713 IMPLEMENTATION

1. Unless otherwise specified herein, these bylaws shall be effective as of the beginning of the first AGM following adoption of these bylaws by the State Council.
2. Organizations may apply for Organizational Membership starting on the first day of the month following adoption of these bylaws.
3. Voting at the first AGM following adoption of these bylaws shall be done in accordance with these bylaws.
4. All three (3) At-large Directors shall be elected at the first AGM following adoption of these bylaws. The Second Vice President shall be up for election at the second AGM, the First Vice President shall be up for election at the third AGM, and the President shall be up for election at the fourth AGM following adoption of these bylaws.
5. All six (6) Regional Directors shall be elected at the first AGM following adoption of these bylaws. The Directors for Regions 1, 3 and 5 shall be up for election at the second AGM and the Directors for Regions 2, 4, and 6 shall be up for election at the third AGM following adoption of these bylaws.