



**BYLAWS
OF
WISCONSIN YOUTH SOCCER ASSOCIATION, INC.**

(Effective March 2, 2024)

**ARTICLE I
NAME**

This nonprofit educational organization shall be incorporated as Wisconsin Youth Soccer Association, Inc. (“WYSA”).

**ARTICLE I
PURPOSE**

The purposes of WYSA shall be as set forth in its Articles of Incorporation. WYSA is a state association member of United States Youth Soccer Association, Inc. (“USYSA”) and the United States Soccer Federation, Inc. (the “**Federation**”).

**ARTICLE II
MEMBERSHIP**

Section 1. Eligibility. The membership of WYSA is open to all soccer organizations and all soccer players, coaches, trainers, managers, and administrators without discrimination on the basis of race, color, religion, age, sex, or national origin.

Section 2. Categories.

A. Organization Members. WYSA shall have the following two classifications of organization members (each, an “**Organization Member**”):

1. **Affiliate Members.** To qualify for affiliate membership, an organization must be a youth sports organization that conducts soccer programs for a minimum of four teams or 75 players in the State of Wisconsin and that meets the standards for membership established by WYSA, USYSA and the Federation from time to time (an “**Affiliate Member**”).
2. **District Association Members.** District Association Members are administrative bodies created and authorized by the State Association to carry out WYSA’s programs and services within a geographic area of the State of Wisconsin and that meet the standards for membership established by WYSA, USYSA and the Federation from time to time (a “**District Association Member**”).

(a) The WYSA State Council shall maintain 12 districts.

- a) Changes in the number of districts will be made in accordance with the procedures established in Article XV.
- (b) Affiliate Members will be assigned to a District Association by the Executive Director.
 - a) An Affiliate Member may request District Association re-assignment through a written request to the Executive Director; that is subject to approval by a majority vote of the Board of Directors.
 - b) Affiliate Members which have teams in multiple districts may participate in non-assigned district meetings as ex-officio members.
- (c) The WYSA Board of Directors shall review boundaries and composition every five years (in years ending in 0 or 5) and may be adjusted to better serve Affiliate Members or support WYSA programming and services.
 - a) Adjustments to District Association borders must be approved by a majority vote of the Board of Directors.

B. Individual Members. An individual who is a player, coach, or administrator may be an individual member of WYSA (1) through that individual's membership or association with an Organization Member, (2) as an elected officer of WYSA or member of the Board of Directors, (3) if the individual occupies an unpaid administrative position with WYSA, (4) as a committee member of WYSA, or (5) through the individual joining WYSA in compliance with requirements that the Board of Directors approves from time to time (an "**Individual Member**").

Section 3. Admission.

- A. General.** An organization or individual desiring to become a Member must submit a written application for membership to the Executive Director, for approval by the Board of Directors. In the case of an applicant seeking membership as an Organization Member, the application must include the classification of organization membership being sought and copies of its charter, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to understanding the structure and activities of the organization.
- B. Limitation.** WYSA shall have no more than 12 District Association Members, each of which shall be responsible for certain oversight of WYSA's programs within the State Council-approved designated geographical area of the State of Wisconsin and each of which shall serve as the highest level administrative body for soccer for youth players within that geographical area for programs delegated by WYSA to that District.

Section 4. Terms of Membership.

A. Membership Year.

- 1. The term of membership of each Affiliate Member and Individual Member (each, a "**Member**") shall be one seasonal year. However, if the Member is admitted and the

membership is effective before the beginning of the next seasonal year, the term of membership for that Member shall be the balance of the seasonal year.

2. The term of membership of each Affiliate Member and District Member automatically renews each seasonal year as long as the Member remains in good standing with WYSA, which includes, without limitation, being current with annual fees, not having any outstanding fines or suspensions and being compliant with WYSA policies, as determined by the Board of Directors.
3. The term of membership of each Individual Member requires renewal activation either through a registration with WYSA or registration with an Affiliate Member.

B. Provisional Membership.

1. For organization membership as an Affiliate Member requiring Board of Directors approval, the Executive Committee may grant, deny, or withdraw from an applicant provisional membership until the next meeting of the Board of Directors. The application shall be submitted to the Board of Directors at its next meeting.
2. An applicant granted provisional membership as an Affiliate Member shall have the rights and responsibilities of an Affiliate Member granted except that the Affiliate Member may not vote.
3. Provisional membership is terminated at the end of the Board of Directors meeting at which the applicant's membership is considered unless the Board of Directors further extends the period of provisional membership or the applicant's application for membership is approved by the Board of Directors.

- C. Change in Status.** With the consent of the Board of Directors, an Organization Member may change its organizational structure without losing its membership in WYSA. However, if the change in the organizational structure is of such a nature that it would change a member from one classification of Organization Member to another classification of Organization Member, the Member must apply for that new classification as a new member of WYSA.

Section 5. Prohibition on Transfers. Membership in WYSA is not transferable or assignable. Membership terminates when WYSA dissolves, the Organization Member dissolves, the Individual Member dies, or as otherwise provided under these bylaws or applicable law.

Section 6. Resignation. Any Member may resign from membership in WYSA by submitting a written resignation to WYSA. A vote of the Board of Directors is not required to accept a resignation from a Member. The resignation will be effective upon receipt by WYSA. A Member's resignation does not relieve the Member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

Section 7. Reinstatement. A suspended Member may submit a written request for reinstatement. The Executive Committee may reinstate the membership of a suspended Member on reasonable terms that the Board of Directors considers appropriate.

ARTICLE III CERTAIN MEMBER RESPONSIBILITIES

Section 1. General.

- A. **Organization Members.** Each Organization Member shall (1) comply with its bylaws and the bylaws of WYSA, USYSA, and the Federation, (2) comply with its policies, procedures, and requirements and the policies and procedures, and requirements of WYSA, USYSA and the Federation, (3) pay fees due WYSA by the deadline the fees are required to be paid and (4) comply with all applicable laws, including, without limitation, the Ted Stephens Olympic and Amateur Sports Act to the extent applicable. Without limitation, each Organization Member shall take all action to prohibit all forms of physical, sexual and similar abuse.
- B. **Individual Members.** Each Individual Member shall (1) comply with the bylaws of WYSA, USYSA, and the Federation, (2) comply with the policies and procedures, and requirements of WYSA, USYSA, and the Federation, (3) pay fees due WYSA by the deadline the fees are required to be paid and (4) comply with all applicable laws, including, without limitation, the Ted Stephens Olympic and Amateur Sports Act to the extent applicable. Without limitation, each Individual Member shall take all action to prohibit all forms of physical, sexual and similar abuse.

Section 2. Autonomy. Each Member shall retain its own autonomy except as otherwise provided in these bylaws or the policies, procedures, and requirements of WYSA, USYSA, or the Federation.

ARTICLE IV FEES AND DISCIPLINE

Section 1. Annual Fees. Each Member shall pay to WYSA annual and other fees recommended by the Board of Directors and approved by the State Council from time to time.

Section 2. Suspensions.

- A. **Failure to Pay Fees.** Any Member failing to pay any fees due WYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent Member may be suspended from membership in WYSA after a proper hearing pursuant to Subsection 3B of this Article. The Member shall be notified in writing of any suspension and the date on which membership will be terminated if the fees remain unpaid.
- B. **Due to Litigation.**
 - 1. **Suspension.** Any person participating in a WYSA program, or in a program of a Member, who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the welfare of youth players shall be suspended from all soccer-related activities. Suspensions shall be determined by the Executive Director, appropriate District Association Member or the Board of Directors. Matters detrimental to the welfare of youth players shall include, but not be limited to, crimes of moral turpitude and felonies. Any person subject to suspension has a right to appeal the suspension only over whether the matter that is the substance of the accusation, if true, is detrimental to the welfare of youth players.
 - 2. **Potential Reinstatement.** Upon completion of the litigation, the suspended person may inform the body suspending the person that the litigation has been completed and request that the suspension be terminated and the person reinstated. The suspending body may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by the suspending

body, fine the person, terminate all membership of that person with the suspending body and its members, or any combination of those authorized penalties.

Section 3. Other Penalties.

- A. The Board of Directors may suspend, fine, terminate and/or impose any other penalty on any Member if the Board of Directors determines that the conduct of the Member is adverse to the best interests of soccer or WYSA or the Member has not complied with the requirements of WYSA, provided that termination of the membership of a District Association Member must be approved by a two-thirds vote of the Board of Directors.
- B. The Board of Directors may act under this Article only after providing the Member with a reasonable opportunity to present evidence in support of the Member's position at a hearing held after reasonable notice to the Member.
- C. If the membership of a District Association Member is terminated either by resignation from WYSA or under this Article, WYSA shall immediately undertake actions to replace that organization with another organization having the same WYSA jurisdiction as the organization whose membership is terminated. That replacement organization may include an organization established and temporarily operated by WYSA.
- D. Members shall be subject to a suspension or other disciplinary action arising under the bylaws, policies, or requirements of USYSA, the Federation and The Confederation of North, Central American and Caribbean Association Football ("**Concacaf**").

Section 4. Effect. A suspension or other disciplinary action imposed by WYSA in accordance with these bylaws shall be recognized by all Members on notification by WYSA. In addition, a suspension or other disciplinary action imposed by USYSA, the Federation or Concacaf shall be recognized by all Members on notification by WYSA, USYSA, the Federation or Concacaf.

**ARTICLE V
ORGANIZATION MEMBERS RESPONSIBILITIES**

Section 1. District Association Duties. Each District Association Member (as defined in Article II) shall:

- A. Have a district council consisting of at least one representative from each Affiliate Association Member.
- B. Have elected officers to lead the district council.
 - 1. The number of officers shall be at least two, but the total number of officers shall be determined by the district council and set forth in the District Association Member's bylaws.
- C. Establish bylaws which comply with the Federation, USYSA, and WYSA bylaws and policies.
 - 1. A copy of the bylaws shall be filed with the WYSA office upon adoption and/or amendment.
- D. Comply with duties and responsibilities as indicated in policy 005-001 (District Duties) as determined by the Board of Directors.

Section 2. Affiliated Member Duties. In addition to other requirements within these bylaws, each Affiliate Member (as defined in Article II) shall:

- A. Adhere to the Affiliate Member’s governing documents.
- B. Register with WYSA all of its players, coaches, and administrators participating in any sanctioned USYSA or WYSA activities/leagues each seasonal year.
- C. Provide WYSA at least once each seasonal year the names and information required by policy for its teams, players, coaches, and administrators.
- D. Provide and coordinate opportunities for players under its jurisdiction to play soccer in conjunction with WYSA sanctioned activities.
- E. Comply with requirements pertaining to interstate, national, and international competition and other competitions approved or sponsored by WYSA and as required by USYSA or the Federation.

Section 3. Risk Management. Each Organizational Member shall be responsible for ensuring compliance with WYSA Risk Management Policy and the Athlete and Participant Safety Policy or other programs related to participant safety as established by WYSA, USYSA, or the Federation.

ARTICLE VI OFFICERS

Section 1. Officers. The elected officers of the WYSA Board of Directors shall be a Chair, Vice Chair, Secretary and Treasurer.

Section 2. Qualifications and Requirements. Candidates for elected office shall:

A. Qualifications:

- 1. Be in good standing with WYSA.
- 2. Satisfy all requirements of WYSA Risk Management Policies.

B. Requirements:

- 1. Not be a paid employee of WYSA.
- 2. Not hold more than one office or serve concurrently as an officer or director on the Board of Directors or similar governing body of an Organization Member unless otherwise prescribed in these bylaws.
- 3. Additional requirements for Chair and Vice Chair:
 - (a) Not be a paid employee of or receive any form of compensation (except reimbursement for expenses, coaching pay, referee pay) from WYSA or any Organizational Member of WYSA or the Federation or any member of the Federation’s Youth Council or the affiliates or those member organizations.

- (b) Other than serving as Chair or Vice Chair, serve in any managerial/leadership/board position of WYSA or of any Organizational Member of WYSA or any member of the Federation's Youth Council or affiliates of those member organizations.
4. If a candidate does not satisfy the above requirements at the time of election, they have 30 days from the start of their term to rectify the conflicting requirement(s).
- (a) Failure to remedy the conflict will result in automatic removal from office and the position shall be filled in accordance with Section 7 of this Article.

Section 3. Nominations.

- A. 90 days prior to the annual general meeting, the Nomination Committee Chair and/or the Executive Director will submit a call for nominations from all Organization Members.
- B. Nominations must be submitted to the Nomination Committee Chair and the Executive Director by 60 days prior to the annual general meeting.
- C. Vetted nominees will be presented to the State Council 30 days prior to the annual general meeting.

Section 4. Election of Officers. The Chair and Secretary shall be elected at the annual general meetings held in odd-numbered years. The Vice Chair and Treasurer shall be elected at the annual general meetings held in even-numbered years. Officers are elected by a majority vote of the State Council according to the weighted vote as defined in Article VIII.

Section 5. Term of Office. All officers shall assume office at the close of the annual general meeting at which they are elected. All officers shall serve for a term of two years or until their successors are elected or appointed, except in the case of removal under Article VI, Section 2B4. If the individual is fulfilling a vacancy, the term of office begins immediately after being elected to fill the vacancy. An individual may not be elected to any one office for more than five full terms, except that an individual who is elected or succeeds to fill a vacancy of an unexpired term of more than one year may not be elected for five full terms.

Section 6. Duties of Officers. The officers shall perform the duties provided in this Section and such other duties as are prescribed for the office in these bylaws or by the State Council.

- A. **Chair.** The Chair shall: (1) serve as Chair of all meetings of the State Council and the Board of Directors; (2) have the authority to execute instruments for WYSA that the Board of Directors authorizes the Chair to be executed; (3) give general oversight of the activities of the Executive Director and act as a liaison between the Board of Directors and the Executive Director; and (4) perform other responsibilities assigned by the Board of Directors from time to time.
- B. **Vice Chair.** The Vice Chair shall: (1) assist the Chair; (2) assume the responsibilities of the Chair when the Chair is absent, cannot act, or refuses to act; and (3) perform other responsibilities assigned by the Board of Directors or the Chair from time to time.
- C. **Secretary.** The Secretary shall: (1) ensure that minutes of meetings of the State Council and Board of Directors are taken; and (2) perform other responsibilities assigned by the Board of Directors or the Chair from time to time.

- D. Treasurer.** The Treasurer shall: (1) give general oversight to the management of all WYSA funds; (2) make a financial report to the Board of Directors at each meeting and at other times when requested by the Board of Directors or the Chair; (3) in accordance with the financial policies of WYSA, cooperate in such a manner as to enable timely completion of an independent audit of the financial accounts and transactions of WYSA; (4) assist the Board of Directors in reviewing a proposed budget for WYSA in consultation with the Executive Director; and (5) perform other responsibilities assigned by the Board of Directors or the Chair from time to time.

Section 7. Removal from Office. Any officer referred to in Section 1 of this Article, or director referred to in Section 1 of Article IX when serving as a member of the Board of Directors, may be removed from office and the Board of Directors by a 2/3 majority vote of the Members entitled to vote for that office.

Section 8. Vacancy in Office.

- A.** If the office of Chair becomes vacant for any reason, the Vice Chair shall become the Chair for the balance of the term.
- B.** If the office of Vice Chair, Secretary or Treasurer becomes vacant for any reason, the remaining members of the Board of Directors may elect an individual to the office or position to fill the vacancy until the next State Council meeting.
- C.** However, if a vacancy is caused by an election during a State Council meeting, the election to fill the vacancy for the balance of the term shall occur during that State Council meeting.

Section 9. Restrictions. No officer referred to in Section 1 of this Article may (a) receive compensation (except for reimbursement for expenses, coaching pay, referee pay) for services as an officer or director, (b) be an officer or a member of the Board of Directors or similar governing body of any Organization Member except as provided otherwise in these bylaws, or (c) be a paid employee of, or receive compensation (except reimbursement for expenses, coaching pay, referee pay) from, WYSA.

ARTICLE VII STATE COUNCIL AND MEETINGS

Section 1. Composition. WYSA has a State Council that is composed of representatives of Organization Members and the Board of Directors.

Section 2. Authority. The State Council has the authority to: (a) amend the charter and bylaws of WYSA; (b) approve an annual budget; (c) approve prior actions of the Board of Directors as described in these bylaws; (d) approve minutes of prior meetings; (e) elect all officers and Independent Directors; (f) approve annual fees; In each instance, such authority may be implemented only after action of the State Council as described in Article VIII.

Section 3. Regular Meeting.

- A. Annual General Meeting.** The State Council shall hold an annual general meeting during the time period of January 1 through March 31.
- B. Notice of Meeting.** WYSA shall provide to each Organization Member and the Board of Directors:

1. no more than 60 days but no fewer than 45 days before the date of the meeting, notice of the annual general meeting, giving the date, time, and location of the meeting; and
2. at least 30 days before the date of the meeting, a proposed agenda with copies of reports of officers and any items proposed to be considered at the meeting.

C. Business Items. Any business item (other than proposed amendments to the charter or bylaws of WYSA) to be presented at an annual general meeting must be submitted in writing to WYSA at least 60 days before the meeting.

Section 4. Special Meetings. A special meeting of the State Council may be called at any time on request of: (a) the Chair of WYSA; (b) a majority of the Board of Directors; or (c) at least 25% of the Organization Members. The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting. Notice of special meeting shall be provided to each Organization Member and the Board of Directors and shall include the date, time, place, and location as well as the business item(s) to be considered. The meeting notice must be sent to the State Council at least 30 days prior to the meeting date.

Section 5. Location of Meetings. The Board of Directors may designate any place within Wisconsin as the place of meeting for a meeting of the State Council.

Section 6. Voting Body. The voting body of the State Council meetings shall be as prescribed in Article VIII.

Section 7. Quorum. A quorum for any State Council meeting shall be a majority of the total number of eligible votes of all Members.

ARTICLE VIII VOTING BODY

Section 1. Affiliate Members.

A. Each Affiliate Member is entitled to vote at State Council meetings. An Affiliate Member shall have the following number of votes:

- (1) 1-500 players — 1 vote.
- (2) 501-1,000 players — 2 votes.
- (3) 1,001-1,500 players — 3 votes.
- (4) 1,501-2,000 players — 4 votes.
- (5) 2,001-2,500 players — 5 votes.
- (6) 2,501 players and over — 6 votes.

B. At each State Council meeting, the number of votes of an Affiliate Member is based upon Section 1A of this Article. For the purposes of calculating the number of votes, the number of players is defined as the number of players registered by the Affiliate Member with WYSA for the immediate, prior seasonal year.

Section 2. Officers and Board of Directors.

A. Each member of the Board of Directors, except the individual chairing the meeting, is entitled to one vote at State Council meetings.

- B. The individual who is chairing a meeting of the State Council may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

Section 3. Individual Members. Individual Members are not entitled to vote at any meeting.

Section 4. Proxy. An Affiliate Member having a vote at a meeting of the State Council may have its votes cast by proxy. The proxy must be in writing, signed by an elected chair or president or their designee, specify the date on which the proxy was executed, and specify the meeting for which the proxy is effective.

Section 5. Voting by Mail. The Board of Directors may authorize a vote by mail on any matter on which the membership of the State Council may vote.

Section 6. Limitation. An individual may vote at any meeting of WYSA in only one capacity.

ARTICLE IX BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of: (a) the Chair; (b) the Vice Chair; (c) the Secretary, (d) the Treasurer; (e) the Executive Director, ex officio, non-voting, (f) at large members with a number equal to the number of District Association Members as defined in Article II; and (h) an Independent Director. Each member of the Board of Directors may hold only one position on the Board of Directors at a time.

Section 2. Duties. In addition to other duties described in these bylaws, the Board of Directors shall (a) act as a fiduciary of WYSA (b) enforce the bylaws, rules, policies, and procedures of WYSA, (c) submit to the State Council at each annual meeting, a report on the activities of WYSA since the last annual meeting and a financial report, (d) propose a budget for each fiscal year to be submitted for approval by the State Council, (e) adopt policies regarding the management, compensation, and fringe benefits provided to WYSA personnel, (f) analyze at least annually, the organization's progress in achieving its objectives and report the findings to the membership, (g) set the place, date, and time of meetings as prescribed in these bylaws, (h) establish fees as prescribed in these bylaws or WYSA policies and procedures, (i) fill vacancies as provided in these bylaws, with at least 24 hours' notice, and (j) exercise such other duties as prescribed for the Board of Directors in these bylaws, by the State Council, in the WYSA policies and procedures, or in the adopted parliamentary authority.

Section 3. At Large Members. Each District Association member shall have one representative serve as an at large member.

- A. **Representaitve Determination.** The means of determining who the representative is shall be specified in the governing documents of the District Association Member.

- B. **Term.** The term of office for each At Large Member shall be for two years.

1. Half of the At Large Members will have terms that begin in even numbered years, while the remainder will begin in odd numbered years, as defined in policy 009-001 (Selection of At Large Directors).
2. Each term shall start at the conclusion of the annual general meeting, and end at the conclusion of the annual general meeting two years in the future.
3. Representatives may serve multiple terms in accordance with the definitions in the District Association Member's governing documents.

- C. **Vacancies.** Each District Association Member's governing documents shall define how any vacancy outside the normal terms shall be filled.
- D. **Restrictions.** No At Large Member may receive compensation (except for reimbursement for reasonable out-of-pocket expenses) for services as a director from WYSA.

Section 4. Independent Director.

- A. **Selection.** The other members of the Board of Directors shall appoint a single Independent Director through a majority vote. Nominations or recommendations may come from any member of the Board of Directors, the representative of any member organization, or the WYSA staff.
- B. **Qualifications.** An individual qualifies to be an Independent Director if that individual meets the following criteria and maintains these criteria while holding the position of Independent Director:
 - 1. The individual is not employed and does not hold a governance position with an Organization Member of WYSA as defined in Article II, Section 2.
- C. **Term.** The term of office for the Independent Director shall be up to one year.
 - 1. The Board of Directors will appoint the Independent Director within two months of the conclusion of the annual general meeting.
 - 2. The term will conclude at the end of the annual general meeting of the following year.
 - 3. The Independent Director may be reappointed.
- D. **Vacancy.** If at any time during the term, the position of Independent Director becomes vacant, the Board of Directors will appoint a replacement, through a majority vote.
- E. **Restrictions.** The Independent Director may not receive compensation (except for reimbursement for reasonable out-of-pocket expenses) for services as a director from WYSA.

Section 5. Meetings.

- A. **Regular Meetings.** The Board of Directors shall hold at least four regular meetings each seasonal year. The Chair shall establish the time, place, and location of the meetings. Written notice of a regular meeting must be given at least 30 days before the date of the meeting.
- B. **Special Meetings.** The Board of Directors may hold special meetings called at the request of the Chair, the Executive Director or by a majority of the Board of Directors. The request shall state the business items to be considered at the special meeting. No other items may be considered. Notice of a special meeting shall be provided to all members of the Board of Directors not less than seven nor more than 20 days before the date of the meeting.

Section 6. Voting. Each voting member of the Board of Directors has one vote, except that the individual presiding at a board meeting may vote only when the vote is by ballot or, in any other case, to affect the result of the vote.

Section 7. Quorum. A quorum for any board meeting shall be a simple majority of the total number of eligible voting members of the Board of Directors in office immediately before a meeting begins.

Section 8. Proxies. Proxies are not permitted at meetings of the Board of Directors.

ARTICLE X COMMITTEES

Section 1. Standing Committees.

- A.** The WYSA Chair shall annually appoint, subject to approval by the Board of Directors by not later than the first regular Board of Directors meeting after the annual general meeting, the members of the following committees:
 - 1. Governance & Nominating Committee.
 - 2. Finance Committee.
 - 3. Appeals Committee.
 - 4. Disciplinary Committee.
- B.** Standing Committees shall consist of between three and seven members.
 - 1. If an Appeals or Disciplinary committee member must recuse themselves due to a conflict of interest, a temporary independent interim member may be appointed for the hearing to have an off number of members judging on the hearing.
- C.** At least one member of each committee must be a board member.
- D.** The WYSA Chair and Executive Director (or assigned designated staff person) shall be included in all committees as non-voting members.
- E.** The WYSA Chair shall appoint the chair of each committee, which shall be a voting member of the Board of Directors.
- F.** The standing committees shall complete the duties as described in Policy 010-001 (Standing Committee Duties).
- G. Restriction.** No member of a standing committee may receive compensations (except reimbursement for reasonable out-of-pocket expenses) for services performed as a committee member.

Section 2. Special Committees.

- A. Appointment.** Subject to the approval of the Board of Directors, the Chair, or the Executive Director in consultation with the Chair, may establish special committees, appoint the members and chair of each of those committees, and prescribe the responsibilities of each.
- B. Composition.**

1. Each special committee shall consist of a minimum of one member of the Board of Directors.
 2. The Executive Director, with consultation from the Chair, shall appoint the chair and members of each special committee with the approval of the Board of Directors.
 3. Members of the special committees shall be appointed annually. Absent resignation, a committee member continues to serve until a successor has been appointed.
- C. **Restriction.** No member of a special committee may receive compensation (except reimbursement for reasonable out-of-pocket expenses) for services performed as a committee member.

ARTICLE XI ELECTRONIC MEETINGS AND COMMUNICATION

Section 1. Meetings. The Board of Directors and all special committees may conduct meetings by telephone conference or through other electronic communications media so long as all members can simultaneously hear each other and participate during the meeting.

Section 2. Communication. Unless Members indicate otherwise to WYSA, all communication required in these bylaws, including meeting notices, may be sent electronically.

ARTICLE XII GRIEVANCES, DISPUTES, AND APPEALS

Section 1. General Requirements.

- A. Each Organization Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other documents that clearly state the procedures under which adjudication of appeals and other disciplinary matters shall occur.
- B. If an Organization Member does not have those procedures required by Section 1A of this Article, the following procedures apply:
 1. All parties are entitled to a hearing with proper notification.
 2. Once grievance, dispute, or appeal has been properly filed, the chair of the appropriate entity of the Organization Member shall notify all involved parties within five days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.
 3. The conduct of the hearing shall be as determined by the rules of the Organization Member.
 4. A record shall be kept of the proceedings.
 5. A written notification of the decision shall be sent to all involved parties in a timely fashion. This notice shall be sent by certified mail.
 6. All hearings shall be scheduled to be held within 30 days.

Section 2. Resolution of Disputes.

- A.** A dispute concerning WYSA between or among Organization Members shall be resolved by a special commission of the Board of Directors as follows:
1. Any Organization Member involved in a dispute between or among Organization Members shall submit a written petition to the Board of Directors for the resolution of the dispute.
 2. Within 30 days of receiving the petition, the Chair of WYSA, in consultation with the Board of Directors, shall appoint a special commission composed of three or five Members.
 3. Each special commission may prescribe appropriate procedures for resolving the dispute, except that a hearing shall be conducted within 90 days of receipt of the petition, and a written decision or resolution shall be issued within 120 days of receipt of the petition.
 4. The decision of the special commission is final and binding on the disputing Organization Members.
 5. The Chair of WYSA may require the disputing Organization Members to participate in mediation before the appointment of the special commission, in which case the deadlines provided in paragraph 3 are extended by not more than 30 days.
- B.** With respect to all other disputes, WYSA favors the resolution of disputes through mediation whenever possible and shall prescribe policies to carry out this Section.

Section 3. Appeals.

- A.** A matter that may be appealed from a level below the state level may be appealed to the appropriate body or a special committee established by the Board of Directors, as the case may be, and then to the Board of Directors. For all other matters, the matter may be appealed to the Board of Directors.
- A.** The Board of Directors shall prescribe a policy to carry out this bylaw, including the amount of the appeals fee.

Section 4. Exhaustion of Remedies.

- A.** No dispute, claim, protest or appeal shall be presented to or defended in the Association except by a bona fide member of WYSA.
- B.** Neither any Member nor any official, league, club, team, player, coach, administrator or referee associated with WYSA programs may invoke the aid of the courts of the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations and as provided within WYSA.
- C.** For a violation of this bylaw, the offending party shall be subject to suspension and fines and shall be liable to WYSA for all expenses incurred by WYSA and its officers and members of the Board of Directors in defending each court action, including, without limitation, (1) court costs, (2) attorney's fees, (3) reasonable compensation for time spent by WYSA officials and

employees in responding to and defending against allegations in the action, including responses to discovery and court appearances, (4) travel and related expenses, and (5) expenses for holding special State Council or Board of Director meetings.

ARTICLE XIII ADMINISTRATIVE OPERATIONS

Section 1. Executive Director. The conduct of the day-to-day business and affairs of WYSA shall be managed under the oversight of an Executive Director.

- A. Accountability.** The Executive Director shall be appointed by, and report to, the Executive Committee.
- B. Duties.** The Executive Director shall (1) be responsible for overseeing the day-to-day management of the operations of WYSA, (2) be responsible for WYSA's employment of such personnel as required to carry out the operations of WYSA, provided that such employment falls within the constraints established by the budget and personnel policies established by the Board of Directors, (3) serve as an ex-officio member of all committees, and (4) perform such other duties as may be stated in these bylaws and other WYSA governing documents, the policies and procedures established by the Board of Directors, and directed by the Board of Directors or the Chair from time to time.

Section 2. Equal Opportunity. WYSA shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions. Individuals serving on the Board of Directors or any council or committee of WYSA shall be selected without regard to that individual's race, color, religion, national origin, or sex. WYSA may not have eligibility criteria relating to amateur status more restrictive than those of USYSA or the Federation.

Section 3. Fiscal Year. The fiscal year shall be as determined by the Board of Directors.

Section 4. Seasonal Year. The seasonal year shall be from August 1 through July 31.

Section 5. Accounts, Books, and Records. WYSA shall maintain adequate accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the state office of WYSA.

ARTICLE XIV INDEMNIFICATION

Section 1. Definitions. As used in this Article XIV, the "Statute" shall mean Sections 181.0871 through 181.0889 of the Wisconsin Nonstock Corporation Law and all amendments thereto that permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article XIV and not otherwise defined in these Bylaws shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2. Mandatory Indemnification. WYSA shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of Members, the Statute or otherwise. The Corporation may, but shall not be required to,

supplement the right to indemnification against Liability and advancement of Expenses under this Section 2 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 2.

Section 3. Permissive Supplementary Benefits. WYSA may, but shall not be required to, supplement the foregoing right to indemnification against Liability and advancement of Expenses under Section 2 of this Article XIV by (a) the purchase of insurance on behalf of any one or more of such Directors or Officers, whether or not WYSA would be obligated to indemnify or advance Expenses to such Directors or Officers under Section 2, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 4. Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Code or Section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the Code or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

Section 5. Limited Liability of Volunteers. Each individual (other than an employee of the WYSA) who provides services to or on behalf of the WYSA without compensation (a “**Volunteer**”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the WYSA without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the WYSA in writing.

ARTICLE XV AMENDMENT OF CHARTER AND BYLAWS

Section 1. Proposing Amendments. Any amendment to the charter or bylaws of WYSA may be proposed by: (a) an Organization Member; (b) the Board of Directors; (c) a member of the Board of Directors; or (d) a committee of WYSA.

Section 2. Advance Notice.

- A.** Any proposed amendment to the charter or bylaws of WYSA must be submitted in writing to the Executive Director at least 90 days in advance of a State Council meeting at which the amendment is to be considered.
- B.** Each proposed amendment received in compliance with Section 2A of this Article shall be sent in writing by WYSA to each Organization Member and the Board of Directors at least 30 days in advance of the State Council meeting at which the amendment is to be considered.

Section 3. Voting Requirement. Any amendment to the charter or bylaws of WYSA requires a two-thirds vote of the State Council.

Section 4. Priority. In the event of a conflict between the charter, bylaws, policies and requirements of WYSA and the charter, bylaws, policies, and requirements of USYSA or the Federation, the charter, bylaws, policies, and requirements of USYSA or the Federation shall govern.

Section 5. Effective Date. Unless otherwise provided, any amendment to the charter or bylaws of WYSA is effective on that August 1 that occurs immediately after the amendment is adopted.

**ARTICLE XVI
DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved upon the adoption of a written plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of WYSA, no liquidating or other dividends and no distribution of property owned by WYSA shall be declared or paid to any private individual, but the net assets of WYSA shall be distributed as follows: (A) all liabilities and obligations of WYSA shall be paid, satisfied, and discharged or adequate provision shall be made therefor; and (B) all remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as designated by the Board of Directors in a plan to dissolve adopted in accordance with these Bylaws.