

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.

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

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

“**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.

“**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, CONCACAF Rules, and FIFA 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
 - a. The Board shall divide the state into six (6) geographic subdivisions called Regions with approximately equal Member populations.
 - b. Region boundaries shall be determined by the Board.
 - c. Each Region shall have a numeric designation.
 - d. Regions are not governance bodies, but are established for the purpose of establishing electoral representation on the Board.
2. Reapportionmentⁱ

Beginning May 1, 2015, and every five (5) years thereafter, the Board shall review the average Member population of each Region for the preceding three (3) Seasonal Years and, in its discretion, determine if and how it will reapportion the regions.

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. Partner Member.

302 ADMISSION

1. Eligibility

- a. Associate Membership shall be open to all Youth Players, Parents of 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. Partner Membership 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.
- d. UYSA shall not discriminate against any individual on any basis prohibited by law, including race, color, religion, sex, and national origin.
- e. Organizational 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 is entitled to vote at Annual General Meetings (AGM), Special State Council Meetings, and AGM Regional Caucuses. The Organizational Member shall have the following number of votes:ⁱⁱ

| # of Registered Youth Players | # of Votes |
|--------------------------------------|-------------------|
| 100-250 | 1 |
| 251-500 | 2 |
| 501-1000 | 3 |

| | |
|---------------------|----------|
| 1001-2000 | 4 |
| 2001-3000 | 5 |
| 3001 or more | 6 |

The Organizational Member’s number of registered youth players is determined by looking at the total registered membership with UYSA through such Organizational Member as of the last day of the month preceding the date of the vote. In Regional Caucuses, for purposes of voting for recreational and competitive positions, an Organizational Member’s Youth Player membership shall be divided into a recreational number of players and a competitive number of players, and votes will be determined for each using the chart above. The Organization Member may vote its recreational votes for recreational positions and its competitive votes for competitive positions. Members must vote through an Organization Representative.ⁱⁱⁱ

- 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. An Organizational Member may only vote in a Seasonal Year in which it is 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.

4. Other Rights

Members shall have other rights as set forth in UYSA Policy.

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. Upon seven (7) days’ notice, an Organizational Member shall make its business and financial records available to UYSA for inspection.
- 3. All Organizational Members must register with UYSA all Youth Players, Coaches, Trainers, Administrators, and Teams that register with such Members.
- 4. Teams affiliated with UYSA may not play games against non-affiliated Teams or participate in events with non-members without UYSA’s permission.
- 5. All Member responsibilities shall apply to any Organization that is a subsidiary or affiliate of an Organizational Member.

305 BAD STANDING, SUSPENSION, AND TERMINATION

- 1. 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 or as set forth in UYSA’s policies.
- 2. UYSA will recognize the suspension and other disciplinary actions imposed on persons by the Federation and Members of the Federation if requirements by USSF policy 241-1 are met.

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.

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 half of the calendar year.
 - d. Each Region shall hold a caucus at the AGM to hold elections for its respective Regional Director, if applicable; to hold elections for representatives on the Competition and Recreation Subcommittees; and to conduct any other appropriate business.
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 forty-five (45) 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

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

b. Regional Directors

- (1) There will be one Regional Director on the Board for each UYSA Region.
- (2) Regional Directors will serve staggered terms of two (2) years, with three (3) being elected at the AGM each year.
- (3) The Regional Directors for the odd-numbered Regions shall be elected in the odd-numbered years and the Regional Directors for the even-numbered Regions shall be elected in the even-numbered years.

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. In the case of an At-large Director, is not a member of the board of directors of an Organizational 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 identify and partner with funding sources;
12. 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 Chief Executive Officer 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.
5. 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.
6. A Director may have another Director or state 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.
4. 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.
5. 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
 - a. At the AGM each year, an election will be held for those Director positions that are up for election that year.
 - b. Each member of the State Council will vote for At-large Directors.
 - c. Each non-Director Member (Organizational 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 fill a vacancy in a Director position until the next AGM, provided that twenty (20) days' notice of such election has been given. In this situation, only the Directors shall vote. At the next AGM, an election shall be held in accordance with subparagraph 1 above to fill the remainder of the Director's term.^{iv}

3. Nominations

- a. 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.
- b. 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.
- c. Candidates must meet the Director qualifications found in UYSA policy.
- d. 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.
- e. The Nomination Committee shall make the list of candidates and packets available to voters at least seven (7) days prior to the election.
- f. Organizational Members may submit candidates and packets to the Nominating Committee at least twenty (20) days prior to the election.
- g. There will be no nominations from the floor at the election meeting.

427 CONDUCT

1. Conflict of Interest

- a. 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.
- b. The Board shall establish further appropriate conflict-of-interest policies.
- c. 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, VACATION

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 Board for any of the following reasons:
 - (1) Failure to attend, personally or by available electronic means, at least seventy-five percent (75%) of regular Board meetings;^v
 - (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. Vacation

A Director’s position shall become vacant upon the Director’s resignation, death, incapacity, election to another Director position, or other event making it impossible for the Director to continue in the position.^{vi} 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 and the chairperson of the Board. 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 with no voting rights;
- 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 either the Finance Committee or Human Resource Committee as assigned by the President;^{vii}
- 4. Recommend chairperson of the 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 either the Human Resources Committee or Finance Committee as assigned by the President;^{viii}
- 4. Recommend chairperson of the 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 respective Regions;
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
 - a. The President shall be a member of and chair the Executive Committee.
 - b. The Regional Directors for Regions 1 and 4 shall also be members of the committee.
 - c. 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.
 - d. The Chief Executive Officer shall be an *ex officio* member without a vote.
2. Finance Committee
 - a. The First Vice President or Second Vice President shall be a member of and chair the Finance Committee.
 - b. The Regional Directors for Regions 2 and 5 shall also be members of the committee.
 - c. The Finance Committee shall oversee and conduct UYSA's budgeting processes, financial and accounting processes, and internal and external audits.
3. Human Resources Committee
 - a. The First Vice President or Second Vice President shall be a member of and chair the Human Resources Committee.
 - b. The Regional Directors for Regions 3 and 6 shall also be members of the committee.
 - c. 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

1. General Provisions

Unless otherwise specifically provided for herein:

 - a. Each standing committee shall have at least one (1) chairperson recommended and approved as provided above.
 - b. The chairperson shall serve for one (1) year from the date of appointment by the Board.
 - c. If a committee has subcommittees, the committee's chairperson shall be an *ex officio* member of each subcommittee with voting rights.
 - d. Each committee shall have a Regional Director as an *ex officio* member without voting rights.

- e. The chair and each committee or subcommittee member shall have one (1) vote on their respective committees or subcommittees.
- f. Matters voted on by the committees and subcommittees must pass by a Majority vote with a quorum present.
- g. Each committee and subcommittee shall develop and propose policies and procedures to the Board regarding their respective area of responsibility.

2. Specific Committees

UYSA shall have the following regular, standing committees.

a. Adjudication Committee

- (1) The Adjudication Committee shall have two (2) chairpersons and at least six (6) additional members.
- (2) The Adjudication Committee shall have the following responsibilities:
 - (a) Review the adjudication policies and suggest changes to the Board;
 - (b) Review and decide disciplinary and protest matters, and appeals from such matters;
 - (c) Annually submit a budget to the Board;
 - (d) Quarterly submit a written report to the Board.
- (3) The Adjudication Committee shall have the jurisdiction enumerated in UYSA policy.
- (4) A matter must go through the full Adjudication Committee process before going to the civil court system.

b. Player Development Committee^{ix}

(1) Composition

- (a) The Player Development Committee chairperson shall be the State Technical Director.
- (b) The Player Development Committee shall have ten (10) additional members as follows:
 - (i) The State Technical Director will select six (6) eligible individuals – two (2) from the North (Regions 1 and 2), two (2) from the Metro (Regions 3 and 4), and two (2) from the South (Regions 5 and 6) areas of the state.
 - (ii) The State Technical Director will select two (2) additional eligible individuals as at-large members of the PDC.
 - (iii) To be eligible for selection by the State Technical Director under (i) and (ii) above, an individual must live within the jurisdictional boundaries of UYSA and meet one of the following criteria:
 - Be the Director of Coaching/Technical Director of an Organizational Member;
 - Have 10 or more years of coaching experience;
 - Be a current member of the UYSA State Select staff;
 - Hold a USSF “B” License or higher;
 - Be a current or former professional soccer player.
 - (iv) The State Technical Director shall make the foregoing selections within thirty (30) days after the AGM.
 - (v) The other two (2) members of the PDC will be the Competition Subcommittee Chairperson and the Recreation Administrator.
 - (vi) PDC members shall serve one (1) year terms.
 - (vii) The League Commissioner shall serve as an ad hoc member of the committee with no voting rights.
 - (viii) PDC members may receive a stipend for their services if approved by the Board.
- (c) The Player Development Committee shall have a Competition Subcommittee.
 - (i) The Competition Subcommittee shall consist of two (2) representatives from each Region elected by a weighted vote of the Organizational Members that have a Majority of their Youth Players registered in the Region that the representative represents.

- (ii) The Region representatives may not be from the same Organizational Member.
- (iii) The two representatives from each Region shall serve staggered terms of two years, with one representative from each Region being elected at the AGM each year.
- (iv) If a Region fails to elect a representative at the AGM, the Region Director for that Region shall nominate a representative within thirty (30) days of the end of the AGM for approval by the Board.
- (v) The Competition Subcommittee shall be responsible for developing policies, procedures, and programs for the state's non-recreation Youth Players to be presented to the PDC, and handling alignment for UYSA's competition leagues.
- (d) The Player Development Committee shall have a Recreation Subcommittee.^{xxi}
 - (i) The Recreation Subcommittee Chairperson shall be the State Grassroots Development Coordinator.
 - (ii) The Recreation Subcommittee ("RS") shall have eight additional members as follows:
 - i. The State Grassroots Development Coordinator will select six (6) eligible individuals – one from each Region (1,2,3,4,5 and 6).
 - ii. The State Grassroots Development Coordinator will select two (2) eligible individuals as at-large members of the RS.
 - iii. To be eligible for selection by the State Grassroots Coordinator under (i) and (ii) above, an individual must live within the jurisdictional boundaries of UYSA.
 - iv. The State Grassroots Coordinator shall make the foregoing selections within thirty (30) days after the AGM.
 - v. RS members shall serve alternating two (2) year terms.
 - vi. The State Technical Director shall serve as an ad hoc member of the committee with no voting rights.
 - vii. RS members may receive a stipend for their services if approved by the Board.
 - viii. The Recreation Subcommittee shall be responsible for developing policies, procedures, programs, and best practice strategies for the State's recreation Youth Players to be presented to the PDC.
- (2) Responsibilities
 - (a) Meet at least quarterly.
 - (b) Review UYSA's player development policies and suggest additions and changes to the Board.
 - (c) Develop programs and services to aid the development of all players regardless of ability and age, including competition, recreation, and elite players.
 - (d) Annually submit a budget to the Board.
 - (e) Quarterly submit a written report to the Board.
 - (f) Appear before and report to the Board when requested.
- c. Risk Management Committee
 - (1) 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.
 - (2) The Risk Management Committee shall train, coordinate and communicate with, and assist the Risk Management Coordinator of each Organizational Member to ensure compliance with UYSA's Risk Management Policies.
- d. Rules & Revisions Committee
 - (1) The Rules and Revisions Committee shall evaluate UYSA Rules and develop and propose appropriate amendments to the Board.
 - (2) 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.

e. Tournament Committee^{xii}

The Tournament Committee shall have two (2) subcommittees – UYSA Events and Tournament Sanctioning. Each subcommittee shall have at least three (3) members. Not more than one (1) individual may serve on more than one (1) subcommittee.

- (1) The UYSA Events subcommittee shall oversee the planning and operation of events/tournaments hosted and operated by UYSA, including State Cup and Presidents Cup.
- (2) The Tournament Sanctioning subcommittee shall oversee the sanctioning and operation of tournaments hosted and operated by Members.

f. Hall of Fame Committee^{xiii}

- (1) The Hall of Fame Committee consists of all living awardees of the Hall of Fame along with the current UYSA President.
- (2) The committee must select at least one (1) individual to the Hall of Fame each year and present the award at UYSA's annual awards banquet.
- (3) The committee shall select individuals for the Hall of Fame based on outstanding service to the soccer community in memory of Kirk Hoecherl.

442 WORKING (AD-HOC) COMMITTEES

1. The Board may establish working committees to accomplish particular tasks or to oversee ongoing areas in need of control or oversight.
2. Each working committee shall be presided over by a chairperson.
3. 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.
4. Working Committee members shall serve one-year terms unless they resign or are removed earlier by the President.
5. Each Working Committee may develop policies for its respective purpose and submit such policies to the Board for approval.
6. The chair and each committee member shall have one (1) vote on their respective committees.
7. Matters voted on by the committees must pass by a Majority vote.

443 REPORTING

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

SUBPART E – STATE OFFICE

450 CHIEF EXECUTIVE OFFICER

1. The Board shall hire a Chief Executive Officer to conduct the business, management, and affairs of UYSA.
2. The Board shall establish the Chief Executive Officer's compensation and job requirements.
3. The Chief Executive Officer shall develop and enact policies for the operation of the State Office.
4. The Chief Executive Officer shall be employed by the board of directors and report directly to the UYSA President.
5. The Chief Executive Officer shall attend Board meetings and report on the progress of the organization.

451 STATE TECHNICAL DIRECTOR

1. The Chief Executive Officer 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.
2. The Chief Executive Officer shall establish the State Technical Director's compensation and job requirements subject to the approval of the board.
3. The State Technical Director shall report to the Chief Executive Officer.
4. The State Technical Director shall attend Board meetings and report on the progress of the organization.

452 CHIEF OPERATING OFFICER

1. The Chief Executive Officer shall hire a Chief Operating Officer to recruit, train, and retain key managers and other staff and otherwise establish and oversee non-technical programming and day to day functions of the UYSA State Office.
2. The Chief Executive Officer shall establish the Chief Operating Officer's compensation and job requirements subject to the approval of the board.
3. The Chief Operating Officer shall report to the Chief Executive Officer.
4. The Chief Operating Officer shall attend Board meeting and report on the progress of the organization.

453 OTHER

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

ARTICLE V – AMENDMENTS

501 PROPOSAL

1. The Board or any Member, Director, or State Committee may propose or sponsor an amendment to these bylaws.
2. Proposed amendments will be voted upon at the AGM or any Board meeting.
3. Any proposed amendment must be submitted in writing to the Chief Executive Officer 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

1. 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.
2. 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.
3. At the AGM, the State Council shall ratify all amendments adopted by the Board since the prior AGM.
4. 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 June 1 of one calendar year to May 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.

ⁱ Amended April 23, 2015. Ratified March 2016.

ⁱⁱ Amended August 2012. Ratified March 2013.

ⁱⁱⁱ Amended August 2012. Ratified March 2013.

^{iv} Amended on February 16, 2014. Ratified March 2014.

^v Amended on February 16, 2013. Ratified March 2013.

^{vi} Amended on February 16, 2014. Ratified March 2014.

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- vii Amended on June 19, 2014. Ratified March 2015.
 - viii Amended on June 19, 2014. Ratified March 2015.
 - ix Amended on ???, 2015. Ratified March 2016.
 - x Amended February 19, 2015. Ratified March 2015.
 - xi Amended November 22, 2019, Ratified ____ (bylaw to revert if not approved.)
 - xii Amended on ???, 2015. Ratified March 2016.
 - xiii Amended on August 15, 2013. Ratified March 2014.