BYLAWS
OF THE
UNITED STATES SOCCER FEDERATION, INC.

General Provisions
Membership
Councils
Officers, Board of Directors and Committees
Administrative
Players and Playing
Hearing, Grievances and Appeals
Amendments

Published by the
UNITED STATES SOCCER FEDERATION, INC.
Affiliated with the Fèdèration Internationale de Football Association

(As Revised and Amended, Effective September 1, 2012)

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BYLAWS
OF THE
UNITED STATES SOCCER FEDERATION, INC.

PART I--GENERAL PROVISIONS

Bylaw 101. NAME

This organization shall be incorporated and known as the United States Soccer Federation, Inc.

Bylaw 102. PURPOSES

The purposes of the Federation are:

(1) to promote soccer in the United States, including national and international games and tournaments, soccer for women and men, indoor soccer and beach soccer;
(2) to govern, coordinate, and administer the sport of soccer in the United States;
(3) to provide for the continuing development of soccer players, coaches, referees and administrators;
(4) to provide for national cup competitions; and
(5) to provide for the prompt and equitable resolution of grievances.

See ***Policy 102(3)-1 — National Coaching Program***
Policy 102(4)-1 — U.S. Open Cup

Bylaw 103. FIFA MEMBERSHIP AND NATIONAL GOVERNING BODY STATUS

Section 1. The Federation is the national association member of the Federation Internationale de Football Association for the United States, having been a member of FIFA since 1913. The Federation is also a member of the Confederation of North, Central America and Caribbean Association Football (“CONCACAF”). The Federation and its members are, to the extent permitted by governing law, obliged to respect the statutes, regulations, directives, and decisions of FIFA and of CONCACAF, and to ensure that these are likewise respected by its members. The Federation is further obligated to recognize the FIFA International Match Calendar.

Section 2. The Federation is recognized as the national governing body for the sport of soccer in the United States by the United States Olympic Committee, as provided by the Amateur Sports Act.

Bylaw 104. FIFA LAWS OF THE GAME APPLY

The "Laws of the Game" as issued by the International Football Association Board apply to soccer games.

Bylaw 105. AUTONOMY AND EQUAL OPPORTUNITY

Section 1. In accordance with the Amateur Sports Act and the requirements of FIFA and the

United States Olympic Committee, the Federation shall be autonomous in its governance of the sport of soccer in the United States and may not delegate its governance responsibilities.

Section 2. The Federation shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators and officials to participate in amateur soccer competitions without discrimination on the basis of race, color, religion, age, sex, or national origin.

Section 3. Each individual serving on the Federation's Board of Directors or any Council or committee of the Federation shall be selected without regard to that individual's race, color, religion, national origin, or sex.

Section 4. The Federation may not have eligibility criteria relating to amateur status more restrictive than those of FIFA.

Bylaw 106. SEASONAL AND FISCAL YEAR

Section 1. The fiscal year of the Federation begins on April 1 of the calendar year and ends on March 31 of the following calendar year.

Section 2. The seasonal year of the Federation begins on September 1 of the calendar year and ends on August 31 of the following calendar year.

Bylaw 107. USE OF NAME AND LOGO

The name and logos of the Federation are registered with the United States Patent and Trademark Office. No one may use the name or initials of the Federation or any of its logos except as provided under these bylaws or except with the express written consent of the Federation.

See ***Policy 107-1 — Use of Federation Logo By Members***

Bylaw 108. ROBERT'S RULES OF ORDER

Except as otherwise provided in these bylaws, all meetings of the Federation shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

Bylaw 109. DEFINITIONS

The following definitions apply to these bylaws:

(1) "**Amateur Sports Act**" means the Ted Stevens Olympic and Amateur Sports Act, chapter 2205 of title 36, United States Code.

(2) "**Associate**" means an organization formed to advance a particular aspect of soccer, but not responsible for recruiting, training, fielding and funding of soccer players.

(3) "**Athlete**" has the meaning given that term under the Amateur Sports Act, with respect to an individual playing soccer.

(4) "**Board of Directors**" means the Board of Directors established under Bylaw 411.

(5) "**club**" means an organization of one or more soccer teams usually playing within a geographic area.

(6) **"Disabled Service Organization"** means an organization formed with the primary goal of advancing and improving soccer for disabled individuals.

(7) "**Federation**" means the United States Soccer Federation, Inc.

(8) "**FIFA**" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.

(9) "**foreign game**" means any game between a United States and non-United States team (or two or more non-United States teams when the match is played in the United States) that is not an international game.

(10) "**Indoor Professional League**" means a professional sports organization that has professional indoor soccer teams competing against each other.

(11) "**international game**" means a game arranged between the teams of the Federation and another FIFA national association or a team comprised of players of more than one FIFA national association.

(12) "**league**" means an organization that conducts competition among soccer teams.

(13) "**National Affiliate**" means an amateur sports organization that conducts soccer programs in which players compete in at least 26 states of the United States.

(14) "**National Association**" means an amateur sports organization that conducts soccer programs in which players compete in each of at least 26 states of the United States, with at least 1,000 players in each of 26 states of the United States and at least 200,000 players in the United States and is a member of the Youth or Adult Council established under Bylaw 312 or 313.

(15) "**National Member**" means a sports organization that has teams competing in each of at least 26 states, and is recognized by FIFA as discipline of soccer played other than under the "Laws of the Game".

(16) "**Organization Member**" means an organization that is a member of the Federation as provided in Bylaw 202.

(17) "**Other Affiliate**" means an amateur sports organization that conducts soccer programs in which players compete in less than 26 states of the United States but in 4 or more states of the United States and is not a member of either the Youth or Adult Council.

(18) "**Professional League**" means a professional sports organization that has professional soccer teams competing against each other.

(19) "**State Association**" means the administrative body within a territory determined by the National Council to carry out the Federation's programs for amateur youth or amateur adult players, or both.

(20) "**team**" means a group of soccer players playing on the same side in soccer games.

(21) "**USOC**" means the United States Olympic Committee that is the corporation created pursuant to the Amateur Sports Act to oversee all amateur athletic activity in the United States.

(22) "**youth player"** means an individual who has not reached 19 years of age prior to the August 1 immediately before the start of any seasonal year. A player who reaches 19 years of age during a seasonal year is allowed to complete that seasonal year. A player who reaches 19 years of age during August of one seasonal year shall be allowed to complete all of the next seasonal year.

PART II--MEMBERSHIP

Subpart A--General

Bylaw 201. ELIGIBILITY

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

Bylaw 202. MEMBERSHIP CATEGORIES

The Federation has the following categories of membership:

(1) Organization Member composed of the following classifications of members:
- (A) Associate.
- (B) Disabled Service Organization.
- (C) Indoor Professional League.
- (D) National Affiliate.
- (E) National Association.
- (F) National Member.
- (G) Other Affiliate.
- (H) Professional League.
- (I) State Association.

(2) Life Member as provided by Bylaw 231.

(3) Individual Sustaining Member as provided by Bylaw 232.

See ***Policy 202(1) (H)-1—Professional Leagues***

Subpart B--Organization Members

Bylaw 211. ADMISSION TO MEMBERSHIP

Section 1. An organization desiring to become an Organization Member of the Federation must submit a written application for membership to the Secretary General. The applicant shall specify the category of Organization Member being applied for and, if applying to be a National Association, the Youth or Adult Council the applicant intends to join. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to understanding the structure and activities of the organization. The Secretary General shall prescribe the number of copies of each document to be submitted.

Section 2. The Secretary General shall refer an application to be an Organization Member to the Board of Directors for consideration. The Board shall submit the application and accompanying documents to the appropriate committee or committees of the Federation for review and report. The Board shall determine whether the applicant complies with the bylaws, policies and requirements of the Federation for the membership category for which the applicant applied. If the applicant does comply, the Board may (1) admit the applicant to provisional membership in the Federation until the next meeting of the National Council that the application can be considered and recommend that the applicant be admitted into full membership of the Federation, or (2) if the National Council has delegated to the Board authority to approve an application, admit the applicant to full membership in the Federation. If applicant does not comply, the Board shall recommend to the National Council that the applicant not be approved for membership in the Federation. The National Council or Board shall admit an applicant into full membership of the Federation by majority vote. Provisional membership of an applicant is terminated if the National Council does not approve the applicant for full membership at that next Council meeting.

Bylaw 212. GENERAL RESPONSIBILITIES

Section 1. Each Organization Member shall satisfy all of the following requirements:

(1) except as otherwise required by applicable law, comply with all Bylaws, policies and requirements of the Federation, and all statutes, regulations, directives and decisions of FIFA and CONCACAF, to the extent applicable to that classification of Organization Member.

(2) submit to the Federation any amendment to its organizational documents or its governing documents not later than ninety (90) days after adoption of such an amendment.

(3) submit to the Federation its most current annual financial statements within ninety (90) days after the start of the seasonal year.

(4) except Associates and as provided by Section 1 of Bylaw 603

(A) require that every player, coach, trainer, manager, administrator and official that is sponsored, financed, coached, organized or administered by an Organization Member or a member organization of an Organization Member be registered with the appropriate Organization Member; and

(B) register with the Federation at least once each seasonal year the names and addresses of those players, coaches, trainers, managers, administrators, and officials registered with such Organization Member, and such individuals shall have the membership rights accorded to them under these Bylaws.

(5) pay fees due to the Federation by the deadline the fees are required to be paid.

(6) comply with the Amateur Sports Act.

(7) if the Organization Member is responsible for recruiting, training, fielding or funding soccer players, it must establish a risk management program that evaluates potential registrants to determine whether their participation poses a risk to the safety of other participants in the Organization Members' activities.

Section 2. Except as specifically provided otherwise in these Bylaws, each Organization Member has exclusive jurisdiction over its own programs and activities; provided, however, that any Organization Member or other person or entity subject to the jurisdiction of the Federation which desires to conduct an international competition to be held in the United States, or to sponsor an international competition to be held outside the United States, must first obtain a sanction from the Federation.

Bylaw 213. ORGANIZATION MEMBER RESPONSIBILITIES

Section 1.

(a) Except as otherwise specifically provided in this Section 1, the organizational documents and governing documents of each Organization Member shall include the following:

(1) Except with respect to a Professional League, the membership of the Organization Member and its member organizations shall be open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of soccer who is not subject to suspension under Section 4 of Bylaw 241 or pursuant to the disciplinary action of any amateur soccer organization in its territory; and except for a National Association, the membership of the Organization Member and its member organizations shall be open to any amateur soccer organization in its territory.

(2) The Organization Member shall not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

(3) The Articles of Incorporation of the Federation, its binding rules and policies, and these Bylaws, including Bylaw 603 governing interplay, shall take precedence over and supersede the organizational documents and governing documents of the Organization Member and its member organizations except to the extent applicable law otherwise requires, and the Organization Member and its member organizations shall abide by the Articles of Incorporation of the Federation, its duly approved binding rules and policies, and these Bylaws.

(4) The Organization Member shall not become a member of any organization that imposes requirements that conflict with the Articles of Incorporation of the Federation, its duly approved binding rules and policies, or these Bylaws.

(5) Except with respect to a Professional League and for-profit Organization Members, the Organization Member shall have a Board of Directors (or similar body) selected through an open and democratic election process.

(6) Except with respect to a Professional League, the actions and policies adopted by the board of directors (or similar body), executive committee of the board (or similar body), or officers of the Organization Member shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of the Organization Member's membership, with notice of the meeting and its purposes given to such

membership at least fifteen (15) days in advance of the meeting.

(7) The Organization Member shall provide prompt and equitable procedures for resolution of complaints of its members and procedures for fair notice and an opportunity for a hearing with respect to any complaint of any Athlete, coach, trainer, manager, administrator or official who is a member of the Organization Member, or a member organization thereof, concerning a proposed declaration that any such individual is ineligible to participate in the programs or other activities of such Organization Member or a member organization thereof and such procedures shall conform, as applicable, to the provisions of Part VII of these Bylaws.

(8) The Organization Member shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by Federation (subject to any contrary requirements contained in any federal, state or local law applicable to the Organization Member).

(b) The Federation may review an Organization Member at least once every four (4) years to determine compliance with the provisions of Section 1. The Federation's review shall be performed by a committee consisting of one officer from one Organization Member in each of the categories of Organization Member established under Bylaw 202.

Section 2. The organizational documents and/or governing documents of each applicant for admission as an Organization Member must satisfy all of the requirements of Bylaws 212 and 213 prior to its submission of its application.

Section 3. If an Organization Member intends or is being compelled by law to dissolve for any reason, it shall immediately notify the Federation.

Section 4.

(a) An organization may submit an application to the Secretary General to replace an existing State Association. Within 15 days of receiving the application, the Secretary General shall notify the Board of Directors and the existing State Association of the receipt of such an application. Within 45 days of receiving the notice from the Secretary General, the existing State Association may file with the Secretary General a written response to the application.

(b) Within 90 days after receipt of the application, the Board of Directors shall appoint a Hearing Panel to conduct a hearing. The chairman of the Hearing Panel shall be a member of the Board of Directors. The hearing shall commence within 120 days after receipt of the application. The Secretary General shall provide the applicant and the existing State Association at least 30 days prior written notice of the time and place of the hearing. Not later than 15 days prior to the hearing, the parties shall provide the Hearing Panel with copies of any documents they wish to introduce into evidence at the hearing and the names of witnesses, if any, and the substance of their testimony. The applicant and the existing State Association shall be given a reasonable opportunity to present evidence supporting each of their positions.

(c) The applicant must establish, by a preponderance of the evidence, that--

(1) the existing State Association is not adequately carrying out its responsibilities to the Federation as a State Association; or

(2) the applicant is more capable, based upon the nature, scope, quality and strength of its programs, of carrying out the responsibilities to the Federation if it were designated as the replacement for the existing State Association.

(d) Within 30 days after the end of the hearing, the Hearing Panel shall submit a written recommendation to the Board of Directors. The recommendation shall be provided to all parties to the hearing. The Board of Directors shall issue a Decision either at its next meeting or not more than 90 days after receiving the recommendation of the Hearing Panel --

(1) that the existing State Association shall continue as the State Association;

(2) to revoke the membership of the existing State Association and declare that a vacancy exists;

(3) to revoke the membership of the existing State Association and approve the applicant as the State Association; or

(4) that because of minor deficiencies, to place the existing State Association on probation for not more than 180 days to come into compliance with regard to those deficiencies.

(e) If the Board of Directors places the existing State Association on probation under subsection (d)(4) of this section, then within 30 days after the expiration of the probationary period the Board shall determine whether the existing State Association has come into compliance. If the Board of Directors determines that the existing State Association has not come into compliance, then the Board of Directors shall act as provided under subsection (d)(2) or (3) of this section.

(f) Any decision of the Board of Directors under subsection (d) (2) or (3) of this section becomes effective 30 days after rendered, unless appealed. The decision may be appealed to the National Council. Any appeal must be filed within 30 days of notification of the Board's decision and shall be reviewed by the National Council at the next National Council meeting after the appeal is filed. If there is a timely appeal, the decision is stayed during the review period.

Section 5. On application of a State Association or motion of the Board of Directors, the Board may conduct a hearing to determine whether the boundaries of one or more State Associations should be altered. The Secretary General shall provide all affected State Associations with at least 30 days prior written notice of the date and place of the hearing. The Board may recommend to the National Council changes to State Association boundaries if it determines that the change would be beneficial to the administration of soccer. The National Council shall approve any such change by a majority vote.

Bylaw 214. FEES AND BONDS

Section 1. Each Organization Member shall pay to the Federation annual fees recommended by the Board of Directors and approved by the National Council by a majority vote. These fees may include annual membership fees and annual registration fees on a player or team basis.

Section 2. Each Professional League shall meet bond requirements determined annually by the Board of Directors after consultation with the Professional Council established under Bylaw 314.

Section 3. The Board of Directors shall establish deadlines for the payment of fees.

See ***Policy 214-1 –- Membership Dues Deadlines***
Policy 214-2 –- Membership Fees

Subpart C--Life and Individual Sustaining Members

Bylaw 231. LIFE MEMBERS

Section 1. A member eligible to vote at the National Council may nominate an individual to be a Life Member of the Federation. The nomination must be submitted in writing to the Secretary General at least 120 days before the National Council meeting at which the nomination is to be considered. The nomination shall be included in the meeting notice sent out by the Secretary General about the meeting.

Section 2. A majority vote of the National Council shall be required to grant Life membership to an individual nominated under section 1 of this bylaw. A Life Member only has voting rights as provided at National Council meetings and has no other voting or representational rights related to the activities and programs of the Federation.

Section 3. An individual shall be eligible for nomination as a Life Member if and only if they meet at least one of the following criteria:

(a) The individual was an officer of the Federation, and was elected to such office by a majority vote of the National Council; or
(b) The individual served on the U.S. Soccer Federation Board of Directors for at least 7 years; or
(c) The individual was an officer for at least 15 years of an Organization Member that organizes or runs soccer programs or competitions of the Federation and in that role has provided extraordinary services to the Federation.
(d) The individual was a staff member of the Federation, or served on a Federation committee, for at least 8 years.

Bylaw 232. INDIVIDUAL SUSTAINING MEMBERS

Section 1. Any individual, including any athlete, trainer, manager, administrator and official active in soccer in the United States may become an Individual Sustaining Member of the Federation. The Board of Directors shall prescribe procedures for becoming an Individual Sustaining Member and the dues and benefits of membership.

Section 2. An Individual Sustaining Member shall have no voting or other representational rights in the Federation.

Subpart D--Suspensions, Fines, and Terminations

Bylaw 241. SUSPENSIONS, FINES, AND TERMINATIONS

Section 1. An Organization or Individual Sustaining Member failing to pay any fees due the Federation shall be provided notice of the delinquency. If those fees are not paid within 30 days after the date specified in the notice of delinquency, the delinquent Organization or Individual Sustaining Member shall be suspended from membership in the Federation. Unless otherwise provided by the Board of Directors, the membership of an Organization or Individual Sustaining Member shall be terminated automatically if the Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Secretary General shall notify the Member of suspension and the date upon which membership will be terminated if the fees remain unpaid.

Section 2. The Board of Directors may suspend, fine, or terminate (or any combination thereof) the membership of any Member of the Federation if the Board determines that (1) the conduct of the Member is adverse to the best interests of soccer or the Federation, or (2) the Member has not complied with the requirements of its membership in the Federation. The Board may act only after a hearing, reasonable notice to the Member of the time and place of the hearing, and providing the Member with a reasonable opportunity to present evidence in support of the Member's position.

Section 3. Notwithstanding section 1 of this bylaw, the membership of a Member whose suspension is in effect on the last day of a seasonal year is terminated as of the first day of the next seasonal year unless the Board of Directors otherwise provides.

Section 4. A suspension or other disciplinary action imposed by the Federation, in accordance with these bylaws, shall be recognized by all Members of the Federation upon notification by the Federation. Suspensions and other disciplinary actions taken by Members of the Federation shall be recognized by the Federation and all other Federation Members upon proper notification to the Federation and determination by the Federation that the party subject to the action received hearing and procedural rights substantially similar to those set forth in these bylaws.

PART III--COUNCILS

Subpart A--National Council

Bylaw 301. STATUS AND GENERAL AUTHORITY

The National Council shall be the representative membership body of the Federation and have the following authority:

(1) the election of the President and Vice President of the Federation.
(2) the adoption of amendments to the articles of incorporation and bylaws of the Federation.
(3) approving the budgets of the Federation, including budgets of the Youth, Adult, Professional and Athletes' Advisory Councils.
(4) granting Life Member status to individuals as provided under Bylaw 231.
(5) approve changes in boundaries under section 5 of Bylaw 213.
(6) approve fees.
(7) approve membership of all Organization Members.
(8) adopt policies and rescind or amend policies adopted by the Board of Directors.
(9) affirming actions of the Board of Directors for the past year.

Bylaw 302. COMPOSITION AND VOTING

Section 1.

(a) The following shall be members of the National Council and entitled to one vote unless otherwise specified in this bylaw:
    (1) delegates from the State Associations, National Associations and Professional Leagues having votes as determined and weighted under section 2 of this bylaw.
    (2) Athlete delegates having votes as determined and weighted under section 3 of this bylaw.
    (3) each voting member of the Board of Directors.
    (4) each Past President of the Federation.
    (5) each Life Member, except that the total of all votes cast by Life Members shall not exceed 12. If there are more than 12 Life Members, then each Life Member's vote shall equal the fraction of 12 divided by the number of Life Members at that meeting, rounded off to 2 decimal places.
    (6) each National Association, National Member, National Affiliate, Other Affiliate, Indoor Professional League, Disabled Service Organization and Associate.
    (7) the Commissioners of the Adult Council's Administrative Commission shall be delegates and also entitled to vote in the Adult Council.
    (8) the Commissioners of the Youth Council's Administrative Commission shall be delegates and also entitled to vote in the Youth Council.

(b) An individual eligible to vote in more than one capacity under subsection (a) of this section may only vote in one of those capacities, as selected by that individual.

(c) (1) No voting by proxy is allowed. Except as provided in paragraph (2) of this subparagraph, one individual may cast all or part of the votes of an Organization Member having more than one vote at a Council meeting. However, any individual casting a vote for an Organization Member must be an officer or director of the Organization Member or a chief executive officer, chief operating officer, chief administrative officer, executive director, professional league commissioner, senior management official, or other position of comparable authority of the Organization Member.

(2) For any National Council meeting, one individual of an Organization Member may not cast votes that exceed 2 percent of the votes eligible to be cast at a Council meeting.

(d) An Organization Member may have alternates to a National Council meeting. An alternate may not vote but has the right to speak.

Section 2.

(a) The number of delegates from each of the Organization Members in the Youth, Adult, and Professional Councils shall be determined by the respective Councils. The number of delegates voting within a Council shall be proportional among its Organization Members based on the following:

(1) In the Youth Council, the number of delegates for (A) State Associations shall be based on the number of players registered and fees paid to the Federation by that State Association, and (B) National Associations shall be based on the number of players registered and fees paid by that National Association directly to the Federation and not through a State Association. In each case, players registered and fees paid shall be for the preceding calendar year, January 1 through December 31, as certified by the member of the Board of Directors authorized to serve as the Federation's Treasurer.

(2) In the Adult Council, the number of delegates for (A) State Associations shall be based on the number of players registered and fees paid to the Federation by that State Association, and (B) National Associations shall be based on the number of players registered and fees paid directly to the Federation by that National Association and not through a State Association, however the National Association shall designate delegate votes to National Association Members that are not State Associations based upon the number of players registered and fees paid directly to the National Association and not through a State Association. In each case, players registered and fees paid for the preceding calendar year, January 1 through December 31, as certified by the member of the Board of Directors authorized to serve as the Federation's Treasurer.

(3) In the Professional Council, the number of delegates for each Professional League shall be based on the level of competitive division among the Professional Leagues.

(b) If the members of a Council are unable to reach agreement on the number of delegates for each member under subsection (a) of this section, the Board of Directors shall determine the number.

(c) The basis for calculating the number of delegates within a Council may be

changed by the Board of Directors upon agreement with the Council.

(d) To provide equal representation among the Youth, Adult, and Professional Councils, the votes of the delegates from each of those Councils shall be multiplied by a Council multiplier. The Council multiplier shall equal the number of delegates for the Council with the largest number of delegates divided by the number of delegates of the respective Council, rounded off to 2 decimal places.

Section 3.

(a) At least 20 percent of the votes eligible to be cast at a National Council must be Athletes, and the Board of Directors shall make necessary adjustments to ensure that this 20 percent Athlete requirement is satisfied.

(b) Athlete delegates to the National Council shall be determined by the Athletes as provided by Bylaw 321.

(c) One individual may cast all or part of the votes for the Athletes at a National Council meeting, but that individual may not cast votes for any other Organization Member or individual at the meeting. The individual may cast the votes as an Athlete delegate or by proxy as determined by the Athletes' Council.

(d) To ensure at least 20 percent Athlete representation on the National Council, the votes of the Athlete delegates shall be multiplied by an Athlete Council multiplier. The multiplier shall be calculated as follows: ((TWV/.8) - TWV)/AD rounded of to 2 decimal places. "TWV" means the total weighted vote of all non-Athlete delegates at the National Council. "AD" means the number of Athlete delegates at the National Council meeting.

Bylaw 303. MEETINGS AND MAIL VOTE

Section 1. The National Council shall hold an annual general meeting during the period from January 1-March 31 of each year on a date and place designated by the Board of Directors by the end of the prior annual general meeting.

Section 2. A special meeting of the National Council shall be held on the request of the President or on the request of any 20 Organization Members, stating the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 3. Any business item (other than nominations for Life Members and proposed amendments to these bylaws) to be presented to the National Council at an annual general meeting shall be submitted to the Secretary General at least 60 days before the meeting. In urgent cases, upon two-thirds vote, the National Council may consider an item not so submitted.

Section 4. The Secretary General shall give 30 days notice of the Council meeting to each member of the National Council, together with a proposed agenda.

Section 5. A motion adopted at a National Council meeting may only be rescinded at the same National Council meeting by a two-thirds vote.

Section 6. A preliminary record of each National Council meeting shall be prepared and

approved by the Board of Directors within 60 days after the Council meeting. The record shall be published as the "Draft Minutes of the AGM" not later than 90 days after the date of that Council meeting.

Section 7. In matters of urgent importance, the Board of Directors may submit to the members of the National Council proposals for action by mail vote.

Section 8. The Board of Directors shall appoint a Parliamentarian for each meeting.

Subpart B--Youth, Adult and Professional Councils

Bylaw 311. GENERAL

Section 1. The Federation shall have the following 4 administrative councils:

(1) the Youth Council.
(2) the Adult Council.
(3) the Professional Council.
(4) the Athletes' Council

Section 2. The Councils shall be administrative units of the Federation and have responsibilities specified by these bylaws and the Board of Directors. Responsibilities do not include governance, and all governance of Federation programs and activities are within the autonomous control of the Federation and may not be delegated to the Councils.

Section 3. The Councils shall meet annually at the annual general meeting of the National Council. Each such meeting is open to all Members of the Federation. All Members in attendance have the right to speak but only the Organization Members of that particular Council may vote at the meeting.

Bylaw 312. YOUTH COUNCIL

Section 1. The Youth Council shall be composed of:

(1) State Associations of youth players that are admitted directly as members of the Youth Council and are not members of any National Association; and
(2) National Associations that have been admitted as members of the Youth Council.

Section 2. The Youth Council shall have the following responsibilities:

(1) to make reports and recommendations to the Board of Directors about youth soccer matters, including programs and activities the Board of Directors may direct the Youth Council to administer; and
(2) to elect a Chairman of the Youth Council from among the 8 Commissioners of the Youth Council's Administrative Commission (established under section 3 of this bylaw) at the annual Youth Council meeting in even-numbered years.

Section 3.

(a) The Youth Council shall have an Administrative Commission composed of 8 Commissioners. The Commission shall make timely reports and recommendations to the Board of Directors that the Commission considers appropriate and administer programs and activities that the Board of Directors has directed the Council to administer.

(b) The Commissioners shall be elected by the State and National Associations of the Council as provided by subsection (c) of this section.

(c) (1) As provided in this subsection, the 8 commissioner positions shall be allocated proportionally among (A) the State Associations that are direct members of the Youth Council and not members of any National Association, and (B) the National Associations of the Youth Council. The proportional allocation shall be based on registrations certified under section 2 of Bylaw 302.

(2) For purposes of proportional allocation under paragraph (1) of this subsection, (A) the registrations for State Associations that are direct members of the Youth Council shall be aggregated, and (B) National Associations shall be considered separately and the registrations of each National Association shall include the registrations of State Associations that are members of the National Association, if any. An allocation of a Commissioner position shall require an aggregate registration of no less than one-eighth of all registrations for the Youth Council, except that each National Association shall be allocated at least one Commissioner position.

(d) The Commissioners shall serve 2-year terms expiring at annual general meetings of the National Council. A vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term. A Commissioner remains in office until a successor is selected.

Bylaw 313. ADULT COUNCIL

Section 1. The Adult Council shall be composed of:

(1) State Associations of adult players that are admitted directly as members of the Adult Council and are not members of any National Association; and

(2) National Associations that have been admitted as members of the Adult Council.

Section 2. The Adult Council shall have the following responsibilities:

(1) to make reports and recommendations to the Board of Directors about adult soccer matters, including programs and activities the Board of Directors may direct the Adult Council to administer; and

(2) to elect a Chairman of the Adult Council from among the 8 Commissioners of the Adult Council's Administrative Commission (established under section 3 of this bylaw) at the annual Adult Council meeting in even-numbered years.

Section 3.

(a) The Adult Council shall have an Administrative Commission composed of 8

Commissioners. The Commission shall make timely reports and recommendations to the Board of Directors that the Commission considers appropriate and administer programs and activities that the Board of Directors has directed the Council to administer.

(b) The Commissioners shall be elected by the State and National Associations of the Adult Council as provided by subsection (c) of this section.

(c) (1) As provided in this subsection, the 8 commissioner positions shall be allocated proportionally among (A) the State Associations that are direct members of the Adult Council and not members of any National Association, and (B) the National Associations of the Adult Council. The proportional allocation shall be based on registrations certified under section 2 of Bylaw 302.

(2) For purposes of proportional allocation under paragraph (1) of this subsection, (A) the registrations for State Associations that are direct members of the Adult Council shall be aggregated, and (B) National Associations shall be considered separately and the registrations of each National Association shall include the registrations of the State Associations that are members of the National Association, if any. An allocation of a Commissioner position shall require an aggregate registration of no less than one-eighth of all registrations for the Adult Council, except that each National Association shall be allocated at least one Commissioner position.

(d) The Commissioners shall serve 2-year terms expiring at annual general meetings of the National Council. A vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term. A Commissioner remains in office until a successor is selected.

Bylaw 314. PROFESSIONAL COUNCIL

Section 1. The Professional Council shall be composed of Professional Leagues admitted as members of the Professional Council.

Section 2. The Council shall have the following responsibilities:

(a) to make reports and recommendations to the Board of Directors about professional soccer matters, including programs and activities the Board may direct the Professional Council to administer; and

(b) to elect a Chairman of the Professional Council from among the 8 Commissioners of the Council's Administrative Commission (established under section 3 of this bylaw) at the annual Professional Council meeting in even-numbered years.

Section 3.

(a) The Professional Council shall have an Administrative Commission composed of 8 Commissioners. The Commission shall make timely reports and recommendations to the Board of Directors that the Commission considers

appropriate and administer programs and activities that the Board of Directors has directed the Professional Council to administer.

(b) The Commissioners shall be elected by the Professional Leagues of the Professional Council as provided by subsection (c) of this section.

(c) As provided in this subsection, the 8 commissioner positions shall be allocated proportionally among the Professional Leagues of the Council. The proportional allocation shall be based on the proportions provided under section 2 of Bylaw 302. The Commissioner positions shall only be allocated to a Professional League or combination of Professional Leagues if the Professional League or combination of Professional Leagues has no less than one-eighth of the total delegates for the Professional Council to the National Council.

(d) The Commissioners shall serve 2-year terms expiring at annual general meetings of the National Council held in even-numbered years. A vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with same way that the position was filled at the beginning of a term. A Commissioner remains in office until a successor is selected.

Subpart C--Athletes' Council

Bylaw 321. ATHLETES' COUNCIL

Section 1. The Federation shall have an Athletes' Council to represent its Athletes. All Athletes are eligible to vote to elect Athlete representatives to the Athletes' Council. An Athlete must be 18 years of age to serve on the Athletes' Council. Athletes may determine the number of representatives on the Athletes' Council.

Section 2. The Council has the following responsibilities:

(1) to provide a broader means of communication between Athletes and the Federation;

(2) to make reports and recommendations to the Board of Directors about matters affecting Athletes;

(3) the election of the representative and alternate to the United States Olympic Committee's Athletes' Advisory Council as provided under Bylaw 323;

(4) the election of Athletes to the Board of Directors and Executive Committee as provided under Bylaw 322;

(5) the selection of Athlete delegates to the National Council;

(6) to approve the appointment of Athletes to serve on Federation committees at required by the USOC Constitution and Bylaws; and,

(7) to establish internal operating policies and procedures consistent with the Amateur Sports Act, the USOC Constitution and Bylaws, and these bylaws.

Bylaw 322. ELECTIONS AS COMMISSIONERS, DIRECTORS AND DELEGATES

Section 1. The Athletes' Council shall prescribe procedures for the nomination and election of Athletes by Athletes to serve on the Athletes' Council. The Athletes' Council shall elect its Athlete representatives to 2-year terms except for the Athlete representatives and alternate to the USOC Athlete Advisory Council which shall serve 4-year terms in accordance with Bylaw 323.

Section 2. The Athletes elected under section 1 of this bylaw shall determine among themselves which are to serve 2-year terms on the Board of Directors and which are to serve as delegates to the National Council.

Bylaw 323. REPRESENTATIVES TO OLYMPIC COUNCIL

The Athletes on the Athletes' Council shall nominate and elect from among themselves a representative and an alternate to the United States Olympic Committee's Athletes' Advisory Council. The representative and alternate shall serve 4-year terms coinciding with the years in which the summer Olympic Games are held. The representative and alternate may not be of the same gender. The election shall be held at a time every fourth year so that the representative and alternate elected may take office at least 60 days before the Quadrennial Meeting of the Board of Directors of the Olympic Committee. A representative or alternate may not serve more than 2 full 4-year terms.

PART IV--OFFICERS, BOARD OF DIRECTORS, AND COMMITTEES

Subpart A--Officers

Bylaw 401. OFFICERS

Section 1.

(a) The officers of the Federation are the President and Vice President. An officer must be a citizen of the United States. An individual may not be an officer as long as the individual is paid compensation (excluding reimbursement of expenses or compensation as a player on one of the Federation's national teams) by the Federation.

(b) The officers shall be elected at the annual general meeting held in the year specified by section 2 of this bylaw. They shall be voted for separately by ballot (unless the ballot requirement is waived by consent) and must receive a majority vote.

Section 2. The terms of office are as follows:

(a) the President: 4-year terms, being elected in every other even-numbered year.

(b) the Vice President: 4-year terms.

Section 3.

(a) If a vacancy occurs in an office of President or Vice President, the following

order of succession applies:

(1) the Vice President for the President.

(2) the Chairman of the Adult Council for the Vice President.

(3) the Chairman of the Youth Council next in line after the Chairman of the Adult Council.

(b) The Board of Directors shall appoint an individual to fill the vacancy of an unexpired term of the President or Vice President if there is still a vacancy after applying subsection (a) of this section. Any such appointment is effective only through the next annual general meeting of the National Council. At that meeting, the Council will conduct an election for the remainder of the unexpired term, if any.

Section 4. No employee of the Federation may be an Officer of the Federation.

Bylaw 402. RESPONSIBILITIES OF OFFICERS

Section 1. The President of the Federation shall have the following responsibilities:

(a) preside at all meetings of the National Council and the Board of Directors, and serve as Chairperson of the Board;

(b) appoint all committees as provided by Bylaw 431 and serve as an ex officio member of those committees;

(c) provide an annual report 30 days prior to the annual general meeting of the National Council; and

(d) to be or to delegate someone to be the official representative of the Federation in FIFA, CONCACAF, and other international organizations.

Section 2. The Vice President shall assist the President in the performance of the President's responsibilities and shall exercise all the powers of the President in the President's absence.

Section 3. The President shall appoint a current member of the Board of Directors to be the Treasurer of the Federation, such appointment to be subject to the approval of the Board of Directors. The appointment shall be for a two-year term, expiring at the conclusion of annual general meetings of the National Council. Should the Treasurer no longer be a member of the Board for any reason, the Treasurer position shall be considered “vacant” and this vacancy shall be filled for the balance of the term in accordance with the way the position was filled at the beginning of the term. The Treasurer shall have the following authority:

(a) all authority necessary to serve as Treasurer of the Federation in any instance in which applicable law requires that the corporation have a Treasurer or that a specific function be performed by the corporation’s Treasurer;

(b) any authority specifically bestowed by the Board of Directors.

Subpart B--Board of Directors

Bylaw 411. GENERAL AUTHORITY AND RESPONSIBILITIES

Section 1. The Federation shall have a Board of Directors. Except as otherwise specifically provided by these bylaws, the Board of Directors shall have all governance, supervising, and administrative authority of the Federation as provided.

Section 2. No member of the Board of Directors, committee chairman, or voting committee member of the Federation shall receive compensation (other than reimbursement for expenses) for services or goods provided the Federation through a binding obligation unless the binding obligation is specifically approved by the Board of Directors. Any Board member having a financial interest in the contract, letter of agreement, or verbal understanding shall abstain from voting.

Section 3. No member of the Board of Directors or Officer of the Federation may serve as an officer of any other amateur sports organization that is recognized as a national governing body by the USOC.

See ***Policy 411-1—Federation Responsibility***

Bylaw 412. COMPOSITION

Section 1. The Board of Directors consists of the following Directors, with each Director having one vote except as otherwise provided:

(1) the President.
(2) the Vice President.
(3) the Immediate Past President (non-voting).
(4) two out of the 8 Commissioners of the Adult Council elected for a 2-year term expiring at annual general meetings of the National Council.
(5) two out of the 8 Commissioners of the Youth Council elected for a 2-year term expiring at annual general meetings of the National Council.
(6) two out of the 8 Commissioners of the Professional Council elected for a 2-year term expiring at annual general meetings of the National Council.
(7) Athletes, which shall be at least 20 percent of the total number of voting Directors of the Board, rounded up to the next whole number (currently 3), elected as provided by Bylaw 322.
(8) two independent directors elected by the National Council in odd-numbered years for 2-year terms each, expiring at annual general meetings of the National Council.
(9) one independent director elected by the National Council in even-numbered years for a 2-year term expiring at annual general meetings of the National Council.
(10) one “at large” representative elected by the procedures set forth in section 3 below, for a 2-year term expiring at annual general meetings of the National Council.
(11) the Secretary General (non-voting).

Section 2.

(a) An individual may not be an independent director if at any time during the 3 years before commencing or during his or her term—

(1) the individual was employed by or held any paid position or any volunteer governance position with the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation;

(2) an immediate family member of the individual was employed by or held any paid position or any volunteer governance position with the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation;

(3) the individual or immediate family member receives compensation (other than reimbursement for actual expenses), directly or indirectly from the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation; or

(4) the individual or immediate family member is a partner or has an ownership interest of 5 percent or more in an Organization Member, a member of an Organization Member or sponsor, agent, outside auditor, or outside counsel of the Federation.

(b) If an independent director position becomes vacant during a term of office, the remaining members of the Board of Directors may fill the position through the next annual general meeting of the National Council. The Council will conduct any election for the remainder of the unexpired term, if any.

Section 3. The "at large" representative shall be elected by the following Organization Members, so long as they are not otherwise represented on the Board, with each of the following Organization Members having votes as set forth below: (a) Disabled Service Organizations; (b) Professional Leagues; (c) National Affiliates; (d) National Associations; (e) National Members, and (f) Other Affiliates. If more than one Organization Member listed above is controlled by a single individual or entity, such commonly-controlled Organization Members shall be grouped together and counted as one Organization Member for purposes of determining the number of votes as set forth below. The election of the "at large" representative shall be administered by the Secretary General and shall occur within 30 days after the Annual General Meeting at which the 2-year term set forth in Bylaw 412(1)(1) above is to expire or within 30 days of a vacancy in the position. Election of the "at large" representative shall be by majority of the votes cast by those Organization Members eligible to vote for the position. Organization Members shall receive the greater number of votes as calculated under one of the following methods: A) One (1) vote for Organization Members that register up to 99,999 players, Two (2) votes for Organization Members that register between 100,000 and 299,999 players, Three (3) votes for Organization Members that register 300,000 or more players; **<u>or</u>** B) One (1) vote for Organization Members that register players with or are members of one of the Youth, Adult or Pro Councils, Two (2) votes for Organization Members that register players with or are members of two or more of the Youth, Adult or Pro Councils. Player registrations for purposes of this

section shall be based on registrations in the calendar year immediately prior to the election. If there are more than two candidates running for the position and none of the candidates receives a majority of the vote, a run-off election of the top two vote getters will be conducted. If any election results in a tie, the Board of Directors shall determine the appropriate tie-breaker procedures.

Section 4. The term of an individual elected to a position referred to in section 1 of this bylaw at the time of an annual general meeting of the National Council, who is elected for a full term and not to fill a vacancy, begins that term immediately after the adjournment of the meeting at which the individual was elected. An individual elected or appointed to fill a vacancy takes office immediately on the election or appointment. An Immediate Past President shall serve until a new individual is elected President and the President at the time of that election becomes the Immediate Past President.

Section 5. In the absence of Board representatives of the Adult Council, the Youth Council, the Professional Council, or an Athlete at a meeting of the Board of Directors, an alternate for the absent representative or Athlete, as the case may be, may attend that meeting of the Board and exercise all of the responsibilities of the absent representative or Athlete Board member if:

(1) the alternate is selected in the same manner as the absent representative or Athlete; and
(2) notice is provided to the Secretary General at least 48 hours prior to the Board meeting of the alternate's participation in that meeting.

Bylaw 413. MEETINGS

Section 1. The Board of Directors shall meet at least 4 times each fiscal year. Additional meetings of the Board may be scheduled by the President as necessary.

Section 2. A special meeting of the Board shall be held on written request to the Secretary General by the President or by at least 5 of the voting members of the Board. The meeting must be held within 5 days after the request is received.

Section 3. Any director may participate in a meeting of the Board by conference telephone or similar communications equipment allowing all Directors participating in the meeting to hear each other at the same time. Participation by such a means shall be deemed presence in person at the meeting.

Section 4. The confirmed minutes of each Board meeting (except those of executive sessions) shall be distributed within 30 days to all Organization Members to keep them fully informed of developments of the Federation.

Bylaw 414. REMOVAL

Any member of the Board of Directors may be removed by the Board for cause, after reasonable notice, hearing, and reasonable opportunity to present the member's case. Removal requires a two-thirds vote of the Board. Removal from the Board also simultaneously removes that member from all other positions of the Federation. A President removed from office for cause under this bylaw shall be ineligible to serve as Immediate Past President.

Subpart C--Standing and Special Committees

Bylaw 431. STANDING AND SPECIAL COMMITTEES

Section 1.

(a) The President shall annually appoint, subject to approval of the Board of Directors by not later than the first Board meeting after the annual general meeting, the members of the following standing committees:
  (1) an Appeals Committee.
  (2) a Budget and Audit Committee.
  (3) a Credentials Committee.
  (4) a Physical Fitness and Sports Medicine Research Committee.
  (5) a Referee Committee.
  (6) a Rules Committee.
  (7) a Disability Soccer Committee.
  (8) a Technical Committee.

(b) The Board of Directors shall prescribe the responsibilities of each of the standing committees.

(c) The President, subject to approval of the Board of Directors shall establish special committees as the President considers necessary, prescribe the responsibilities of each of those committees, and appoint members to each of those committees. Each special committee must have a specific objective, a specific deliverable and a term.

(d) The President shall name the Chairman of each standing and special committee from among the members of the committee.

(e) No paid employee of the Federation, other than an Athlete, may be appointed as a voting member to any committee.

Section 2. The Appeals, Rules, and Budget and Audit Committees and any other committee that prepares, approves, or implements programs involving the expenditure of funds received from the USOC or selects individuals for international, Olympic, and Pan American Games, shall be comprised of at least 20 percent Athletes. Athlete appointments to all Federation committees shall be made in conformance with the Amateur Sports Act and the USOC Constitution and Bylaws.

Section 3. Prior to appointing an individual to a committee, the President shall notify the State Association Presidents where that person is active or resides and the Chairmen of the Youth, Adult, and Professional Councils.

Section 4. Standing committee members shall continue in office until removed or their successors are appointed. Special committee members shall continue in office until removed or the special committee is terminated because it has fulfilled its objective and or its term has expired.

See ***Policy 431-1 — Federation Standing Committees***

PART V--ADMINISTRATIVE

Subpart A--Secretary General

Bylaw 501. APPOINTMENT

The Federation shall have a Secretary General. The Secretary General shall be appointed by the President, subject to the approval of the Board of Directors, and shall serve as the Chief Executive Officer of the Federation with the authority to oversee the operations, management, and programs of the Federation.

Bylaw 502. RESPONSIBILITIES

The Secretary General has the following responsibilities:

(1) subject to approval of the Board of Directors, coordinate and administer the development and selection of players to participate in Pan American, Olympic, World Cup championships and international competitions.
(2) attend all meetings of the National Council and the Board of Directors, and maintain records and minutes related to those meetings.
(3) maintain all records and correspondence of the Federation.
(4) ensure that notices of meetings are distributed in accordance with these bylaws.
(5) prepare and distribute an annual report to the members of the National Council at least 30 days before the annual general meeting of the Council.
(6) subject to the approval of the Board of Directors, maintain Federation staff that is provided under the Federation budget, to carry out programs and activities of the Federation and the responsibilities of the Secretary General.

See ***Policy 502-1 — Authority of Secretary General to Fine***

Subpart B--Finances

Bylaw 511. YEARLY BUDGET

Section 1. The budget of the Federation shall be prepared by the Budget Committee and shall be approved by the Board of Directors at least 60 days prior to the appropriate annual general meeting, then submitted to the National Council for final approval.

Section 2. The budget shall consist of the expenses to be incurred by the officers, Board of

Directors, meetings of the National Council, the Federation's offices and staff, the Federation's committees and national programs, and the Youth, Adult, Professional, and Athletes' Advisory Councils.

See ***Policy 511-1 — Federation Budget Amendments***

Bylaw 512. AUDIT

The President shall select, with the approval of the Board of Directors, an independent certified public accountant before the annual general meeting of the National Council to audit the Federation's books and accounts and to submit a report to the National Council.

Bylaw 513. QUARTERLY FINANCIAL STATEMENTS

Quarterly financial statements of the Federation shall be distributed to Organization Members on a timely basis after the end of each fiscal quarter. These financial statements will show the original Federation budget approved by the National Council and amendments to that budget.

Subpart C--International Games

Bylaw 521. HOSTING OF AND PARTICIPATING IN INTERNATIONAL GAMES

Section 1. The ultimate authority for organizing international matches and competitions between teams of different national federations lies with FIFA.

Section 2.

(a) The Federation will exercise all authority granted in the FIFA statutes and regulations regarding international competitions staged in the United States.

(b) Teams and professional leagues of other FIFA national associations may not schedule games or competitions in the geographical territory of the Federation without prior written approval of the Federation.

(c) The Federation has full jurisdiction over all competitions played by Federation Members, and members of Federation members, outside of the United States. Prior consent of the Federation is required. The Federation shall inform the other FIFA national association concerned when consent has been given. The Federation shall also inform the other FIFA national association concerned of any games known to have been arranged or played within its jurisdiction for which consent has not been given.

(d) The Federation, unless having received authority from FIFA, shall not allow its national teams to play matches or make sporting contacts with national federations that are not members of FIFA or with provisional members of any FIFA confederation

See ***Policy 521-1—International Match Sponsorship***

Subpart D--Referee Administration

Bylaw 531. GENERAL POLICIES

The Board of Directors shall prescribe policies concerning the administration of the National Referee Development Program consistent with these bylaws, including policies related to referee registration, assignment of game officials, uniforms, Federation FIFA referee and assistant referee qualifications, assignment of game officials, assignors, use of unregistered referees, misconduct toward game officials, misconduct by game officials, and ethics and restrictions on game officials and assignors.

See ***Policy 531-1 — Referee Administration***
Policy 531-2 — Referee Registration Fee
Policy 531-3 — Referee Registration Cards
Policy 531-4 — Referee Uniform
Policy 531-5 — Referee Authority
Policy 531-6 — Restriction on Referee as a Player
Policy 531-7 — Federation FIFA Referee and Assistant Referee Qualifications
Policy 531-8 — Assignment of Game Officials
Policy 531-9 — Misconduct Toward Game Officials
Policy 531-10 — Misconduct of Game Officials
Policy 531-11 — National Referee Development Program

Bylaw 532. REFEREE REGISTRATION REQUIRED

All referees will be registered on Federation referee registration forms through the State Referee Administrator or the Overseas Referee Branch. Certain registration responsibilities may be delegated to a State Association Referee Registrar with the approval of the Referee Committee and the Board of Directors.

Subpart E--Miscellaneous

Bylaw 541. INDEMNIFICATION

Section 1. The Federation shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of the Federation against all expenses actually and reasonably incurred by the person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if the Federation approves such settlement as provided in section 2 of this bylaw. Such an individual shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Federation. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption

that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of the Federation.

Section 2. Any amount payable as indemnification under this bylaw may be paid by the Federation upon a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the individual in question met the standard of conduct set forth in section 1 of this bylaw. If no such disinterested Board members are available, the required determination shall be made by the Secretary General, or if the Secretary General is not a disinterested party, then by a majority vote of the National Council.

Section 3. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by the Federation in advance of a final disposition of the litigation upon receipt of a written commitment by that individual to repay the amount advanced if it is determined under section 2 of this bylaw that that individual is not entitled to indemnification under this bylaw.

Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

Bylaw 542. SAVING CLAUSE

Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

Bylaw 543. PASSES

Each member of the National Council shall be furnished annually with a pass that is not transferable. Each member inducted into the Hall of Fame shall be furnished with a Life Time Pass that is not transferable. The holder of any such pass shall be entitled to a ticket to any competition sponsored by the Federation provided the holder of the pass requests such a ticket at least 72 hours before the scheduled starting time of that competition.

See ***Policy 543-1 — Special Youth Player Privileges***

Bylaw 544. HISTORIAN

The National Soccer Hall of Fame, including its committees and the Society for American Soccer History, shall be designated as historian to collect information and assemble memorabilia related to soccer.

PART VI--PLAYERS AND PLAYING

Bylaw 601. POLICIES

Except as otherwise provided in these bylaws, the Board of Directors shall prescribe policies regarding the number of players on rosters, the amateur and professional status of players, the registration, release, transfer, and loaning of players, professional player contract provisions, and amateur reinstatement.

See ***Policy 601-1 — Player Status – Adult or Professional***
Policy 601-2 — Registration of Professional Players and Registration Procedures
Policy 601-3 — Professional Player Contract
Policy 601-4 — Amateur Reinstatement
Policy 601-5 — Registration of Amateur Players
Policy 601-6 — International Clearances
Policy 601-7 — Residence Registration-Competition Participation
Policy 601-8 — Professional League Player Registration

Bylaw 602. PROFESSIONAL PLAYER CONTRACT REQUIREMENT

Each player contract with a United States citizen with a professional team in a Professional League shall include the following language: "Any United States citizen registered with the Federation shall be made available on request of the Federation for international games, FIFA and CONCACAF tournaments, and Olympic Games competition, including preparation, qualification, and final tournament matches." The Federation will cooperate with each Professional League and professional team in establishing procedures for the use of players for those Federation purposes and, to the extent possible, in avoiding scheduling conflicts.

Bylaw 603. INTERPLAY

Section 1. One Organization Member may not require that all of the players, coaches, teams, and administrators of another Organization Member (who have been registered with, and fees paid to, the Federation as required by section 1 of Bylaw 212) be registered with the first Organization Member as a condition for only some of those players, coaches, teams, or administrators participating in the activities of the first Organization Member. The first Organization Member may require registration of only those players, coaches, teams, and administrators of the other Organization Member that actually participate in the activities of the first Organization Member. Those players, coaches, teams, and administrators of the other Organization Member registering with the first Organization Member shall comply with all of the regular registration requirements of the first Organization Member.

Section 2. An Organization Member (other than a Professional League) shall not discriminate against the participation of players, teams, coaches or clubs on the basis of that player, coach, team, or club's membership in, or affiliation with, another organization. The Federation encourages its Organization Members to allow teams of all other Members to participate in tournaments sponsored by them or any of its organization members when the teams otherwise

comply with the tournament eligibility requirements. A tournament sponsor may charge each team of another Member an additional fee of not more than $25 to participate in the tournament.

Bylaw 604. PLAYER CITIZENSHIP REQUIREMENT

A player representing the Federation shall be a citizen of the United States.

PART VII- -HEARINGS, GRIEVANCES, DISPUTES AND APPEALS

Bylaw 701. HEARING PROCEDURES

Section 1.

(a) In all hearings conducted under these bylaws, the parties shall be accorded:

(1) notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;

(2) reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;

(3) the right to have the hearing conducted at a time and place so as to make it practicable for the person charged to attend;

(4) a hearing before a disinterested and impartial body of fact-finders;

(5) the right to be assisted in the presentation of one's case at the hearing;

(6) the right to call witnesses and present oral and written evidence and argument;

(7) the right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing;

(8) the right to have a record made of the hearing if desired;

(9) a written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion, with all Federation grievance decisions posted on the Federation website, and sent to the Board of Directors and all Organization Members;

(10) notice of any substantive and material action of the hearing panel in the course of the proceedings; and

(11) quality concerning communications and no ex parte communication is permitted between a party and any person involved in making its decision or procedural determination except to provide explanations involving procedures to be followed.

Section 2. For the purposes of hearing grievances filed pursuant to Bylaw 704, the President shall appoint a Hearing Panel, consisting of individuals who are certified by the American Arbitration Association (AAA) to conduct arbitration hearings. The Panel shall be appointed on the same schedule as committee appointments, but may be supplemented at any time. Appointments are subject to the approval of the Board of Directors.

Section 3. Federation staff shall assist in the hearing process by communicating with the parties, assembling documents, coordinating hearing dates, and performing other administrative tasks to minimize the time and expense of the hearing.

Section 4. Hearing rules and procedures shall be set forth in the Policies.

Bylaw 702. OPPORTUNITY TO PARTICIPATE

Section 1. Fair notice and an opportunity for a hearing shall be accorded to any amateur athlete, coach, trainer, manager, administrator, or official before the Federation may declare that individual ineligible to participate in any amateur athletic competition. Section 1 of Bylaw 703 and the procedures of that bylaw apply to any administrative proceeding brought by the Federation against such an individual.

Section 2.

(a) Neither the Federation nor any Member of the Federation may --

(1) deny or threaten to deny any amateur athlete, coach, trainer, manager, administrator or other official the opportunity to compete in the Olympic Games, Pan American Games, World Championship competitions or such other "protected competition" as defined in the USOC Constitution; and

(2) subsequent to that competition, censure or otherwise penalize any such individual who participates in any such competition.

(b) Any individual identified in subsection (a) of this section who alleges that he or she has been denied by the Federation or a Member of the Federation a right established by subsection (a) of this bylaw shall immediately inform the President of the Federation and the Federation's USOC Athletes' Advisory Council representative who shall cause an investigation to be made and steps to be taken to settle the controversy. Notwithstanding any efforts taken by the Federation to settle the controversy informally or through the Federation's grievance procedures set forth in these bylaws, the individual may refer the matter to the Executive Director of the USOC for action, as appropriate, under Article IX of the USOC Constitution.

Bylaw 703. GRIEVANCES RELATED TO OPPORTUNITIES TO PARTICIPATE

Section 1. In this bylaw:

(1) "amateur athletic competition" means any Federation sponsored or organized competition in which amateur soccer players compete at a highly competitive level, such as National Team events, international competitions, and ODP programs; and

(2) jurisdiction for any grievance related to a soccer competition sponsored by any other entity shall be with the sponsoring entity whose decision is final unless otherwise appealable to the Federation under these Bylaws.

Section 2. A grievance may be filed by any Athlete, or other eligible athlete, coach, trainer, manager, administrator, or official regarding that individual's opportunity to participate

in, or to attempt to qualify for selection to participate in, (1) any amateur athletic competition, (2) any soccer event of the Pan American Games, the Olympic Games, World Championship competitions, or (3) any other "protected competitions" as that term is defined in Article 1, section 2(G), of the USOC Constitution. Any grievance must be made in writing and signed under oath by the person(s) presenting the grievance, and must state the full name(s) and addressees of the athlete, coach, trainer, manager, administrator, official, the Federation, another organization which is a member of the Federation, a committee of the Federation or a committee of a Member of the Federation against whom the grievance is made, and must include with specificity a complete statement of the acts which constitute the grievance, including the requested relief sought. The maker(s) must be prepared to substantiate the grievance at a hearing by personal testimony of a witness or witnesses with personal knowledge subject to cross-examination and by sworn statements, other witnesses and by other competent evidence. The accused shall have the right to be assisted in the presentation of his or her case at the hearing, including the assistance of legal counsel (if desired), the right to call witnesses and present oral and written evidence and argument, the right to confront and cross-examine adverse witnesses, and the right to have a record made of the hearing if desired.

Section 3. The grievance should be addressed to the President and should be transmitted to the attention of the Secretary General at the Federation office by hand delivery or by certified mail or by facsimile as soon as practicable following the events which are the subject of the grievance.

Section 4.

(a) As soon as is practicable after the receipt of the grievance, the Secretary General shall promptly communicate informally with the parties and the President of the Federation and the Federation's USOC Athletes' Advisory Council representative, and they shall make every effort to resolve the grievance to their and the parties' mutual satisfaction. If unsuccessful, the Secretary General shall, without prejudice to the right of the complainant to pursue remedies available under the Amateur Sports Act and the USOC Constitution, arrange for a prompt hearing of the grievance by a Hearing Committee.

(b) The Hearing Committee shall consist of 5 voting members of the Board of Directors, appointed by the President with the approval of the Board. The panel shall consist of one member of the Board (who shall chair the panel), one representative from each the Youth, Adult and Professional Councils and one Athlete; but shall not include any member of the Board having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

Section 5. Any person, committee, or association against whom a grievance has been filed is entitled to a hearing. The hearing shall be after advance written notice of (1) the specific charges or alleged violations, and (2) the time, place, and opportunity to participate in person and by counsel or other representative given to the person or persons presenting the grievance, the accused and all other possibly affected parties. Notices of hearing must be accompanied by a copy of the written grievance and shall set forth the possible consequences if the charges are found to be true.

Section 6. The Hearing Committee shall review the record of any grievance hearing and promptly issue its written findings and determination based on the evidence of record in accordance with Bylaw 701, which shall be final and binding upon the parties, except as otherwise provided in the Constitution and Bylaws of the USOC.

Section 7. The hearing shall take place no earlier than 20 days after receipt of notice by the person charged and not later than 60 days from such receipt so as to ensure that the person charged has sufficient time to prepare a defense. In emergency situations, these time periods may be shortened by the Hearing Committee in order to expedite a hearing as practical to resolve a matter relating to a scheduled competition.

Bylaw 704. DISPUTES AND GRIEVANCES BY OR AMONG ORGANIZATION MEMBERS

Section 1.

(a) Any complaint by one Organization Member against another Organization Member or any complaint by an individual or an Organization Member which alleges that (A) an Organization Member has failed to comply with its membership requirements in the Federation, or (B) the Federation has failed to comply with its membership requirements in the USOC shall be in writing and signed under oath by the individual or the chief executive of the Organization Member making the complaint. The complaint shall be filed with the Secretary General by certified mail with a copy served on the other parties by certified mail at the same time. The complaint shall set forth the factual allegations in numbered paragraphs with each paragraph containing a single factual allegation. The complaint shall contain also, at a minimum --

(1) the names and addresses of the parties;

(2) the alleged grounds of noncompliance;

(3) supporting evidence or documentation forming the basis of the complaint; and

(4) the relief sought.

(b) The complaint shall be accompanied by the grievance fee in the form of money order or cashier's check in an amount equal to the appeals fee set up under Bylaw 705. The grievance fee shall be retained by the Federation.

Section 2. An answer to the complaint shall be filed by the respondent with the Secretary General by certified mail, with a copy served by certified mail on the parties, within 30 days after the filing of the complaint. If the respondent is without sufficient knowledge or information to admit or deny a given factual allegation, the respondent may so respond. Failure to file an answer within the requisite time period shall serve as a default, except upon a showing of good cause.

Section 3.

(a) The complaint and answer shall be referred to a Hearing Examiner, appointed by the President from members of the Hearing Panel, established pursuant to Bylaw

701. However, any member of the Hearing Panel having a direct interest, either personally or by virtue of an organizational membership affiliation, in the outcome of the proceedings, shall be disqualified from adjudicating the complaint.

(b) Any Organization Member may file an amicus brief to the hearing, pursuant to the guidelines set forth in the Policies.

(c) The Hearing Examiner shall review the grievance complaint and answer. If the Examiner determines that, even assuming all facts alleged by the grieving party are true, the grievance would not be granted, the Examiner shall dismiss the grievance. Otherwise, the panel shall hold a hearing no later than 90 days after the complaint was filed. The Examiner shall render his decision within 30 days after the hearing on the complaint.

Section 4. There shall be a right of appeal of a Hearing Examiner's decision to the Board of Directors under this bylaw, which decision may only be overturned or amended by a two-thirds vote of the Board.

Section 5. Each party shall pay their own expenses for participating in the hearing. The fees and expenses for the Hearing Examiner shall be shared equally between the parties and the Federation.

Bylaw 705. APPEALS PROCEDURES

Section 1.

(a) The Appeals Committee shall consider and determine appeals from final decisions rendered by Organization Members (except Professional League Members) relating to activities sponsored by the Federation or the Organization Member (except a Professional League Member) or its members. The decision of the Appeals Committee is final. The Appeals Committee has the power to call for the production of any documents and evidence the Appeals Committee may require.

(b) (1) In this subsection, "competition" may include games, tournaments, league play, or a regular season.

(2) No decision of an Organization Member that arises out of the application of the rules of competition which is made in the course of the competition, and has no consequence beyond the competition, is appealable. Nothing in this subsection shall be construed to limit the rights of appeal available under the Amateur Sports Act or the Constitution or Bylaws of the USOC relating to the opportunity of Athletes to participate in "protected competition", as defined in the USOC Constitution.

Section 2. An appeal shall be made in accordance with procedures established by the Board of Directors and is begun by submitting a notice of appeal within 10 days from the date of the official receipt of the decision by the party making the appeal. Copies of the notice of appeal

shall be sent to all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 3. The notice of appeal shall be accompanied by the appeal fee in the form of money order or cashier's check in an amount determined by the Board of Directors. The appeal fee shall be retained by the Federation.

Section 4. The appeals committee or other body whose decision is being appealed shall, within 10 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, forward to the Secretary General and to all parties the official record utilized by it in making its decision. Parties should not resubmit documents contained in the official record.

Section 5. Within 20 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, the appealing party shall submit to the Secretary General any argument it wishes to make in support of the appeal and shall furnish copies of the argument to all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 6. Within 30 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, all opposing parties shall submit to the Secretary General any argument they wish to make in opposition to the appeal.

Section 7. A decision rendered by an Organization Member (except a Professional League Member) from which an appeal is taken is not suspended pending the final decision of the Appeals Committee unless the Committee otherwise orders. That decision may be upheld, reversed, or reversed and remanded.

See ***Policy 705-1 — Appeals Committee***
Policy 705-2 — Appeals Record

Bylaw 706. ARBITRATION

The Federation shall submit the following to binding arbitration conducted under the auspices of the American Arbitration Association in accordance with its commercial rules in effect:

(1) any controversy involving its recognition as a national governing body for the sport of soccer, as provided in the Amateur Sports Act and the USOC Constitution and Bylaws; and

(2) any controversy involving the opportunity of any Athlete, coach, trainer, manager, administrator, or official to participate in any amateur athletic competition or the Olympic Games, Pan American Games, World Championship competitions, or any other "protected competition" as defined under the Amateur Sports Act and the USOC Constitution and Bylaws.

Bylaw 707. LITIGATION

Section 1. No Organization Member, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of a State without first exhausting all available remedies within the appropriate soccer organization, and as provided within the Federation. This bylaw does not apply to the commencement of an arbitration proceeding under these bylaws or the USOC Constitution and Bylaws or the enforcement of a decision rendered in such a proceeding.

Section 2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Federation for all expenses incurred by the Federation and its officers in defending each court action, including but not limited to the following:

(1) court costs.
(2) attorney's fees.
(3) reasonable compensation for time spent by Federation officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances.
(4) travel expenses.
(5) expenses for holding special National Council meetings necessitated by the court action.

Bylaw 708. JURISDICTION OF FIFA AND COURT OF ARBITRATION FOR SPORT

Section 1. FIFA shall have jurisdiction on all international disputes between any Organization Member, official, league, team, player, coach, administrator, or referee and any party belonging to any other FIFA national association or confederation.

Section 2. Any appeal against a final and binding FIFA decision shall be heard by the Court of Arbitration for Sport ("CAS"), unless such decision relates to violations of the Laws of the Game or suspensions of up to four matches or up to three months.

Section 3. The Federation and each of its Organization Members shall ensure that all officials, leagues, teams, players, coaches, administrators, and referees participating in their respective programs comply with any final decision passed by FIFA or CAS.

PART VIII--AMENDMENTS

Bylaw 801. PROPOSING AMENDMENTS

Section 1. Any proposal to amend the Articles of Incorporation, policies or these bylaws of the Federation may be made by an Organization Member, a Life Member, a Past President, a member of the Board of Directors, the Adult, Youth, Professional, or Athlete's Advisory Council, or a committee of the Federation.

Section 2. One copy of any proposed rule amendment shall be submitted in the form prescribed by the Rules Committee.

Bylaw 802. ADVANCE NOTICE, REVIEW, AND REPORT

Section 1. Any proposal to amend the articles of incorporation or these bylaws of the Federation must be submitted in writing to the Secretary General not later than 120 days in advance of the National Council meeting at which the proposal is to be considered.

Section 2. The Secretary General shall immediately provide the Rules Committee with the proposed amendments received. The Committee shall review each of the proposed amendments.

Section 3. The proposed amendments and recommendations of the Rules Committee shall be submitted in writing to each member of the National Council at least 30 days before the National Council meeting at which the proposed amendments are to be considered.

Section 4. A report from the Rules Committee shall include a majority and a minority report (if applicable) of the Committee's action.

Bylaw 803. VOTING REQUIREMENTS

Any amendment to these bylaws of the Federation shall require a two-thirds vote of the National Council, except only a majority vote shall be required to increase the membership of the Board of Directors as provided by section 5 of Bylaw 411. Any amendment to the certificate of incorporation for the Federation shall be adopted in conformity with the requirements of New York Not-for-Profit Corporation Law.

Bylaw 804. EFFECTIVE DATE

Unless otherwise provided, an amendment to these bylaws is effective on that September 1 that occurs immediately after the amendment is adopted.