

**MICHIGAN STATE YOUTH SOCCER ASSOCIATION
OF THE
United States Youth Soccer Association
BYLAWS**

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**ARTICLE I
NAME**

The name of this organization shall be Michigan State Youth Soccer Association.

**ARTICLE II
PURPOSE**

The purpose of the Michigan State Youth Soccer Association is to provide an opportunity through our member leagues for all youth in the state to have an enjoyable soccer experience while moving toward their personal goals. The Association shall provide:

- A. The governing structure to administer youth soccer in Michigan, and
- B. A vehicle to communicate information to players, parents, coaches, referees, and other interested parties.

**ARTICLE III
MEMBER ORGANIZATIONS**

Section 1. Eligibility Approval and Acceptance

The Michigan State Youth Soccer Association, herein known as MSYSA, is a member of the United States Youth Soccer Association (US Youth Soccer), and a member of the United States Soccer Federation (USSF). The MSYSA and its members are open to all soccer organizations. The MSYSA and its member organizations shall provide an equal opportunity to all soccer players, coaches, trainers, managers, administrators and officials, without discrimination on the basis of race, color, religion, age, sex or national origin to participate. An organization or individual subject to suspension under Section 4 of USSF Bylaw 241 is ineligible. Provisional approval may be granted by the board of directors to eligible candidates, formal approval for membership is subject to acceptance by the members of this association.

Section 2. Full Member Organization Qualifications

Full Members are voting members of MSYSA. Full Members of MSYSA are domiciled and operating within Michigan State Youth Soccer Association territory and are in good standing with MSYSA and USSF. Only soccer organizations (sometimes referred to locally as clubs, leagues or associations) which conduct competition between soccer teams are eligible. Full Members must have youth players among its participant members with at least one hundred (100) players and containing a minimum of four (4) teams in the same divisional age group.

Section 3. Associate Member Organizations

Associate Members are non voting members of MSYSA. Associate Members of MSYSA are domiciled and operating within Michigan State Youth Soccer Association territory and are in good standing with MSYSA and the USSF. Associate Members must have youth players among its participant members with a minimum of four (4) teams participating.

Section 4. Good Standing

A member in good standing is one whose current MSYSA fees are paid and who complies with the provisions of the USSF Articles of Incorporations, Bylaws, policies and MSYSA Bylaws and Standing Rules. The board of directors may review the status of any member organization. If any member organization fails to meet member organization qualifications, the board of directors may recommend deactivation of their membership. In the event a member falls below the minimal player and/or team requirements, the Board of Directors may recommend a change to provisional membership status.

Section 5. Member Responsibilities

- A. Each MSYSA Member Organization, Full or Associate, shall:
 - 1. Annually submit: Membership Fee, Membership Affiliation Form, and Bylaws Policies and Procedures.
 - 2. Have a Board of Directors that consist of at least five (5) officers who are distinct and different individuals.
 - 3. Register at least one coach and an unlimited number of team officials for each team.

4. Register every soccer player on a team which is sponsored, financed, coached or administered by the member.
5. Provide a list of fields and their location with address for insurance purposes.
6. Participate in the MSYSA Risk Management Program.
7. Develop coaching and referee education with the Director of Coaching and the State Youth Referee Administrator.
8. Send a copy of amendments to their bylaws, policies and procedures that are adopted at the member's annual meeting to the MSYSA office within ninety (90) days, for review by the MSYSA Board of Directors.

ARTICLE IV FEES AND FINANCE

Section 1. Fees

- A. Annual Member Organization Affiliation Fees shall be as determined by the board of directors.
- B. Annual Member Organization Affiliation Fees shall be due and payable to the MSYSA office at the time of fall registration.
- C. Spring and fall registration fees shall be determined by the member organizations. The board of directors shall determine when these fees are to be submitted by each member organization.

Section 2. Budget

The budget-finance committee shall prepare a budget annually for adoption by the membership.

Section 3. Audit

The financial records shall be audited at the end of the fiscal year, by an independent auditor, and at such other times as requested by the board of directors. The full audit report shall be presented to the member organizations annually for adoption annually.

Section 4. Fiscal Year

The fiscal year shall be from September 1 to August 31.

ARTICLE V OFFICERS

Section 1. Officers

- A. The elected officers shall be a president, a vice-president, a recording secretary, a treasurer, a recreational director and the state premier soccer program chairman.
- B. The appointed officer shall be a state youth referee administrator.

Section 2. Qualifications

- A. A candidate for elected office shall:
 1. Be in good standing with USSF for the past year;
 2. Not be a paid employee of the Association;
 3. Not hold more than one (1) office, or serve concurrently as an officer of a member organization.

- B. A candidate for the office of president shall have served on the board of directors for at least one (1) year.

Section 3. Term of Office

- A. All officers shall serve for a term of two (2) years or until their successors are elected or appointed.
- B. Elected officers shall assume office at the conclusion of the meeting at which they are elected. An officer may not serve more than (3) three consecutive terms in the same office.
- C. Officers may be removed, with cause, by a two-thirds (2/3) vote of the full member organizations at the annual general meeting or a special meeting called for that purpose.

Section 4. Vacancy in Elected Office

- A. A vacancy in the office of president shall be filled by the vice-president.
- B. Any other vacancy in elected office shall be filled by ballot vote of the board of directors. Previous notice of any election shall be included in the call of the meeting.

Section 5. Duties of Officers

- A. The President shall:
 - 1. Be the Chief Executive Officer of the Association and preside at all meetings of MSYSA and of the board of directors;
 - 2. Execute all authorized conveyances, contracts, or other obligations in the name of the Association except where required by law to be otherwise signed and executed, and except where the signing and the execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Association;
 - 3. Serve as an ex-officio member of all committees with the exception of the nominating committee;
 - 4. Serve as the state youth commissioner;
 - 5. Make employment decisions concerning the executive director with prior approval of the board of directors;
 - 6. Appoint:
 - a. A state referee administrator (SRA) subject to the approval of the board of directors and the Michigan Soccer Association (MSA), beginning January 1 of odd-numbered years for a two (2) year term;
 - b. A state youth referee administrator (SYRA) subject to the approval of the board of directors and the State referee administrator (SRA);
 - c. A state director of coaching subject to the approval of the board of directors, whose duties and remuneration shall be specified in a written contract approved by the board of directors;
 - d. Except as otherwise provided for in these bylaws, standing committee chairmen subject to the approval of the board of directors;
 - e. Special Committees.
 - 7. Attend MSA board of directors meetings or send an appointee;
 - 8. Perform the duties of the office as set down in the bylaws, the standing rules of MSYSA, the current edition of *Robert's Rules of Order Newly Revised*, and as assigned by the board of directors.
- B. The Vice-President shall:
 - 1. Perform the duties of the president in the absence of the president;
 - 2. Succeed to the office of president for the unexpired term in the event of a vacancy in that office;

3. Be an ex-officio member of the budget-finance committee;
 4. Be an ex-officio member of the Michigan State Youth Soccer Association Foundation (MSYSAF);
 5. Perform the duties of the office as set down in the bylaws, the standing rules of MSYSA, the current edition of *Robert's Rules of Order Newly Revised*, and as assigned by the board of directors.
- C. The Recording Secretary shall:
1. Record the proceedings of all MSYSA member organization meetings, board of directors meetings and executive committee meetings and be custodian of the records of MSYSA during the term of office;
 2. Provide oversight of the registration process as implemented by the Executive Director;
 3. Perform the duties of the office as set down in the bylaws, the standing rules of MSYSA, the current edition of *Robert's Rules of Order Newly Revised*, and as assigned by the board of directors.
- D. The Treasurer shall:
1. Be custodian of all funds;
 2. Be a member of the budget-finance committee and provide information to assist the committee in preparing a budget;
 3. Be an ex-officio member of the Michigan State Youth Soccer Association Foundation (MSYSAF);
 4. Direct the keeping of full and accurate accounts of receipts and disbursements;
 5. Ensure all funds are deposited in a financial institution approved by the board of directors;
 6. Oversee the preparation of financial statements on a monthly basis and send them to all member organizations;
 7. At quarterly delegate meetings, present a complete financial report including receipts and disbursements by budget categories and the current balance of all MSYSA accounts;
 8. At the AGM, submit an audited annual financial report, compiled by an independent auditor;
 9. Provide the MSYSA with a bond in the amount and with such sureties as are satisfactory to the board of directors;
 10. Be responsible for the preparation of forms relative to the MSYSA non-profit status and all federal and state tax returns;
 11. Require two original signatures on all checks;
 12. Provide the secretary general of the USSF with an annual report regarding MSYSA activities including the most current financial report no later than ninety (90) days following the beginning of the fiscal year;
 13. Perform the duties of the office as set down in the bylaws, the standing rules of MSYSA, the financial policy and procedures manual, the current edition of *Robert's Rules of Order Newly Revised*, and as assigned by the board of directors.
- E. The Recreational Director shall:
1. Represent and advocate the recreational soccer player at all meetings and on the field;
 2. Co-chair MSYSA recreational tournaments, which includes coordinating and supervising them;
 3. Act as liaison between the adult community and the youth during tournaments;

4. Perform the duties of the office as set down in the bylaws, the standing rules of MSYSA, the current edition of *Robert's Rules of Order Newly Revised*, and as assigned by the board of directors.
- F. The Michigan State Premier Soccer Program Chairman shall:
1. Be the chief executive officer of the MSPSP;
 2. Preside at all meetings of the MSPSP delegates and of the MSPSP board of directors;
 3. Have general and active management of the activities of the MSPSP;
 4. Be responsible for the implementation of all resolutions adopted by the MSPSP board of directors;
 5. Attend all MSYSA delegate and board of directors meetings, reporting all MSPSP activities;
 6. Perform the duties of the office as set down in the bylaws, the standing rules of MSYSA, the current edition of *Robert's Rules of Order Newly Revised*, and as assigned by the board of directors.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. A nominating committee consisting of one (1) member from each district shall be elected by ballot for a two (2) year term at the annual general meetings held in the odd-numbered years:
1. Nominations for the committee shall be made from the floor with the consent of the nominee;
 2. The election shall be held at the same time as the election of officers;
 3. No member shall serve two (2) terms consecutively on the committee and board members (other than the chair of this committee) are ineligible;
 4. A plurality vote shall elect. If more than one (1) member from a member organization receives sufficient votes to be elected, the one receiving the highest number of votes shall serve;
 5. The nominee receiving the highest number of votes on the first ballot shall serve as chairman of the committee. In case of a tie, a separate ballot shall be cast with the names of the nominees with the tied number of votes placed on the ballot. A majority vote shall elect;
 6. Vacancies on the nominating committee shall be filled by the president with the candidate who received the next highest number of votes, if available, in accordance with paragraph 3 above. If not available, by a ballot vote of the board of directors from qualified nominees nominated by the board of directors. In the event there is but one nominee, the election may be by voice vote.
- B. Duties of the Nominating Committee
1. The nominating committee shall accept nominations and consider the qualifications of the candidates proposed by the membership or the nominating committee no later than November 1.
- C. Report
1. The nominating committee shall submit at least one (1) name for each office to be filled. No member shall be nominated who has not given consent to serve.
 2. The report of the nominating committee shall be sent to the president at least sixty (60) days prior to the date of the annual general meeting, included in the call of the meeting, and shall be read at the meeting when additional nominations from the floor may be made.

Section 2. Election of Officers

- A. The election shall be under the direction of the elections committee appointed by the president.

- B. Election shall be by ballot unless there is but one (1) nominee for office, when the vote may be taken by voice.
- C. The president, treasurer and recreational director shall be elected by majority vote in the even-numbered years.
- D. The vice-president, recording secretary, and Michigan State Premier Soccer Program chairman shall be elected by majority vote in the odd-numbered years.

ARTICLE VII MEETINGS

Section 1. Parliamentarian

The parliamentarian shall serve in an advisory capacity while in attendance at any meeting.

Section 2. Annual General Meetings

- A. Annual general meetings of MSYSA shall be held in the first quarter of the year at a time and place determined by the board of directors.
- B. Notice shall be mailed at least thirty (30) days nor more than sixty (60) days before the meeting.
- C. Meetings shall be for the purpose of electing officers and commissioners, receiving reports of officers and committees, approving the actions of the board of directors (since previous Annual General Meeting), electing a nominating committee in the odd-numbered years, and such other business as may properly come before it.
- D. Voting for the annual general meetings is per Section 7C of this Article.

Section 3. Special Meetings

- A. Special meetings of MSYSA may be called by the president or shall be called by the majority of the board of directors or upon petition by at least twenty-five (25) full members.
- B. Notification of the meeting shall take place no less than fifteen (15) days nor more than sixty (60) days prior to the meeting and shall state the time, place and purpose.
- C. No business other than that stated in the call may be transacted.
- D. Voting for the special meetings is per Section 7C of this Article.

Section 4. Delegates Meetings

- A. Meetings for the delegates of member organizations shall be held in January, April, August and November at a time and place determined by the board of directors.
- B. Notification of the meeting shall take place no less than fifteen (15) days or more than sixty (60) days prior to the meeting and shall state the time and place.
- C. Meetings shall only be for the purposes of dissemination of information, and open discussion.

Section 5. Quorum

To transact any business at the annual general meeting or special meetings there shall be a minimum of fifteen (15) full member organizations in good standing, and at least three (3) elected officers present to constitute a quorum.

Section 6. Electronic Meetings

Electronic meetings of the membership shall be for the purpose of dissemination of information, and shall not be for the purpose of voting.

Section 7. Voting Body

- A. The voting body shall be composed of the following:
 - 1. Members of the executive committee;
 - 2. A representative from each full member organization in good standing.
- B. No representative shall vote in more than one (1) capacity. There shall be no absentee voting or voting by proxy.
- C. Each full member organization in good standing shall have voice and one (1) vote, unless a weighted vote is called for regarding a motion, and authorized by a majority vote of the quorum. Weighted votes for full member organizations will follow the voting structure listed below. When the weighted vote is called for and authorized by the assembly, as indicated in this Article, the members of the executive committee remain part of the voting body.
- D. MSYSA member organizations shall register and retain player counts for their own players who play on teams in other MSYSA member organizations.
- E. The weighted voting structure, when used, will be one (1) vote per one-hundred (100) players.

Section 8. Cancellation

In the event of a national or local emergency, the executive committee by an affirmative vote of three (3) members in a meeting, by mail or telephone, may dispense with any meeting of MSYSA. All member organizations shall be notified and the meeting shall be rescheduled in a reasonable amount of time.

Section 9. Fines

Member organizations shall be assessed a fine, the amount determined by the board of directors, for each unexcused absence.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Composition

- A. The members of the board of directors shall be:
 - 1. Elected officers;
 - 2. Appointed officers;
 - 3. District Commissioners;
 - 4. The Michigan Soccer Association president or designee elected by their respective membership;
 - 5. Chairman of the nominating committee (non voting);
 - 6. Immediate past president (non voting);
- B. A district or committee appointed member may represent the district or committee if the district commissioner or committee chairman holds any other position on the board of directors or is unable to attend.

Section 2. Officers

The officers of MSYSA shall be the officers of the board of directors.

Section 3. Duties

- A. The Board of Directors shall:
 - 1. Fill vacancies, except for the office of president, in any elected office and in the nominating committee when required, by ballot from nominations proposed by members of the board of directors. A majority vote shall elect;

2. Adopt standing rules as needed to carry out the business of the board of directors;
 3. Appoint one or more assistant secretaries and/or assistant treasurers as necessary;
 4. Create geographic divisions, called Districts, within the state of Michigan with clearly defined boundaries.
 5. Have authority to bar completely, suspend, or otherwise discipline, any player, coach, manager, team assistant, member organization officer, state board member, team, league or other organization affiliated with or representing the MSYSA for unacceptable behavior or conduct either in carrying out the duties of their position or while holding aforementioned offices and/or position, by a two-thirds (2/3) vote of the board of directors.
- B. The District Commissioners shall:
1. Be elected by their respective districts at the district's annual meeting, one (1) vote for each full member organization, one (1) commissioner from each district;
 2. Be able to hold an office concurrently in a member organization, if already in office in the member organization;
 3. Represent the MSYSA and coordinate activities within the district;
 4. Hold four (4) district meetings per year;
 5. Attend their respective member organizations' annual general meetings by invitation;
 6. Review all bylaws received from new and existing member organizations;
 7. Review a new member organization application for proposal to the board of directors for approval;
 8. Review and assess tournament sites within the district for compliance with Risk Management, quality and quantity of fields, small-side game compliance and quality and quantity of referees;
 9. Approve tournaments and bond releases;
 10. Appoint an assistant district commissioner from their district, if necessary.
- C. If an officer, director or district commissioner misses three (3) consecutive meetings without approval or without acceptable cause, these absences constitute an implied resignation by that member.

Section 4. Meetings

- A. A regular meeting of the board of directors shall be held immediately following the annual general meeting for the purpose of planning the ensuing year and approving the appointments of the president.
- B. Other regular meetings shall be held at least quarterly and at such other times as may be determined by the board of directors. At least five (5) days but not more than sixty (60) days notice of meetings shall be given to the members of the board of directors.
- C. Unless otherwise restricted by the board of directors, attendance at all regular meetings of the board of directors shall be open to all MSYSA members without vote and without privilege of debate unless invited to do so by a two-thirds (2/3) vote of the board of directors.
- D. Special meetings of the board of directors may be called by the president or by any four (4) members of the board of directors. At least five (5) days but not more than sixty (60) days notice shall be given to the members of the board.

Section 5. Quorum

Eight (8) board members, two (2) of whom shall be elected officers, shall constitute a quorum for all meetings of the board of directors.

A director may participate in a meeting by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other, and their participation shall constitute presence at the meeting.

Section 6. Voting

- A. Proposals concerning expenditures of funds not provided for in the adopted budget shall require a two-thirds (2/3) vote of the board of directors present or no fewer than five (5), whichever number is greater.
- B. A vote by mail is authorized when necessary. Proposals concerning expenditures of funds not provided for in the adopted budget shall require a two-thirds (2/3) vote of the entire board of directors for adoption. A report of any action taken by mail shall be verified and made a part of the minutes at the next meeting of the board of directors.

**ARTICLE IX
EXECUTIVE COMMITTEE**

Section 1. Composition

- A. The executive committee shall consist of the president, the vice-president, the recording secretary, and the treasurer.

Section 2. Duties

- A. The Executive Committee shall:
 - 1. Be empowered to act for the board of directors when it is not feasible to call a meeting of the board of directors;
- B. Be aware that all action of the executive committee is subject to ratification by the board of directors at the next regularly scheduled meeting.

Section 3. Meetings

Meetings shall be at the call of the president or of any two (2) members and shall require a notice to the members of at least three (3) days.

Section 4. Quorum

A majority of the executive committee shall constitute a quorum for all meetings.

A member of the executive committee may participate in a meeting by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other, and their participation shall constitute presence at the meeting.

**ARTICLE X
COMMITTEES**

Section 1. Committees

- A. There shall be the following standing committees:
 - 1. Budget-finance, bylaws and standing rules, cup competition, and discipline and appeals;
 - 2. There shall be such other standing committees as are deemed necessary by MSYSA.
- B. There shall be special committees as deemed necessary by the president, board of directors, or MSYSA.
- C. Standing committee chairmen shall be appointed by the newly elected president with the approval of the board of directors for a two (2) year term. Special committee members shall be appointed by the president to serve until a specified task has been completed.
- D. The chairman of each standing committee, with the approval of the president, shall be authorized to appoint additional members to serve on subcommittees.

- E. The president shall be an ex-officio member of all committees except the nominating committee.
- F. Standing and special committees shall report to the board of directors at each board meeting.
- G. A majority of the committee members shall constitute a quorum.

Section 2. Budget-Finance Committee

- A. The budget-finance committee shall be composed of at least three (3) members, one of which includes the treasurer, and in addition, the vice president and executive director as ex-officio members.
- B. The budget-finance committee shall:
 - 1. Review the finances of MSYSA and make recommendations to the board of directors.
 - 2. Prepare an annual budget covering a three (3) year period for consideration and recommendation by the board of directors prior to the annual general meeting, and adoption by the member organizations annually.

Section 3. Bylaws and Standing Rules Committee

- A. The bylaws and standing rules committee shall be composed of at least three (3) members. The MSYSA bylaws and standing rules committee shall also serve as the bylaws and standing rules committee of the board of directors.
- B. The bylaws and standing rules committee shall:
 - 1. Consider, edit, and/or correlate such bylaw amendments as it may originate and as are referred to it by the board of directors, member organization or individual member no later than November 15;
 - 2. Verify that bylaw amendments are not in conflict with the US Youth Soccer Association and USSF bylaws;
 - 3. Present to MSYSA changes to the bylaws necessitated by amendments made in the US Youth Soccer Association and USSF bylaws;
 - 4. Send proposed bylaw amendments with recommendations to the president for inclusion with the call of the meeting;
 - 5. Consider, edit, and/or correlate such standing rules as it may originate and as are referred to it by the board of directors, member organization or individual member;
 - 6. Send proposed standing rules and amendments to the president for inclusion with the call of the meeting;
 - 7. Review and update the MSYSA Rules, Regulations and Policies as needed;
 - 8. Send a copy of the current bylaws of MSYSA to the US Youth Soccer and USSF annually, but within ninety (90) days of adoption of any amendments;
 - 9. Make copies of the bylaws available to members.

Section 4. Cup Competition Committee

- A. The cup competition committee shall be composed of at least three (3) members including the appointed cup competition chairman.
 - 1. **Chairman.** Chairman shall be appointed by the president and confirmed by the board of directors.
- B. The Cup Competition Committee shall:
 - 1. Determine tournament rules and/or may modify FIFA Laws of the Game when/where necessary.

Section 5. Discipline and Appeals Committee

- A. **Composition.** The committee shall be composed of at least three (3) members who shall not be members of the board of directors.
- B. **Chairman.** Chairman shall be appointed by the president and confirmed by the board of directors at its' first meeting following the annual meeting in the even-numbered years to serve as chairman of the committee for a two (2) year term.
- C. **Election to Committee.** The committee chairman shall appoint enough additional members to the committee to provide a panel of three, disinterested and impartial, body of fact-finders for each hearing or appeal. The members of the committee shall be confirmed by the president or board of directors. Committee members shall serve at the discretion of the chairman of the committee.
- D. **Accountability.** The committee shall report to the president and executive director.
- E. **Hearing Procedures.** All hearings conducted under these Bylaws, shall comply with USSF Bylaw 701 and USSF Policy 701-1, and also refer to MSYSA Rules, Regulations and Policies.
- F. **Litigation.**
 - 1. No member organization, player, coach, trainer, manager, club, team, administrator or referee may invoke the aid of the courts in the United States or the State of Michigan without first exhausting all available remedies within the appropriate soccer organization and as provided within Michigan State Youth Soccer Association, US Youth Soccer and United States Soccer Federation.
 - 2. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to MSYSA for all expenses incurred by MSYSA and its officers in defending each court action, including but not limited to the following:
 - a. Court cost;
 - b. Attorney's fees;
 - c. Reasonable compensation for time spent by MSYSA officials and employees in responding to and defending against allegations in the actions, including responses to discovery and court appearances;
 - d. Travel expenses;
 - e. Expenses for holding special meeting necessitated by the court action.

ARTICLE XI INDEMNIFICATION

Section 1. Third Party Suits

To the extent permitted by Michigan law, from time-to-time in effect and subject to the provisions of this Article XI, this Association shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of Nolo Contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably had cause to believe to be in or not opposed to the best interests of the Association or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Suits by or in Right of the Association

To the extent permitted by Michigan law from time-to-time in effect and subject to the provisions of this Article XI, the Association shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she

is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association or its members, except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Indemnification against Expenses

To the extent that a person who is or was a director, officer, employee or agent of the Association, or a trustee, director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving at the request of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article XI, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 4. Determination that Indemnification is Proper

Any indemnification under Section 1 or Section 2 of this Article XI (unless ordered by a court) shall be made by the Association only upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set fourth in Section 1 and Section 2. The determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Reimbursement of Expenses

Expenses incurred by any person who may have a right to indemnification under this Article XI in defending a civil or criminal action, suit or proceeding may be paid by the association in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided by Section 4 of this Article XI upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association pursuant to this Article XI.

Section 6. Insurance

The Association may purchase and maintain insurance (and pay the entire premium thereof) on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against his or her status, as such, whether or not the Association would have the power to indemnify against such liability under the provisions of this Article XI or under the provisions of Sections 561 through 565 of the Michigan Business Corporation Act.

Section 7. Merged and Reorganized Corporations

For the purposes of this Article XI, references to the Association include all constituent corporations absorbed by the Association in a consolidation or merger, so that a person who is or was a trustee, director, officer, employee or agent of a constituent corporation or is or was serving at the request of a constituent corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the Association as he or she would if he or she had served the Association in the same capacity.

Section 8. Severability

The invalidity or unenforceability of any provision of this Article XI shall not affect the validity or enforceability of the remaining provisions of this Article XI.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that MSYSA may adopt. The parliamentary authority adopted by MSYSA shall be adopted by each member organization.

**ARTICLE XIII
AMENDMENTS**

- A. Article I and Article II of these bylaws shall be identical to the corresponding articles of the Articles of Incorporation.
- B. Any provision contained in these bylaws may be amended at any annual or special meeting of MSYSA by a two-thirds (2/3) vote of all members present and voting in person, a quorum being present and at least thirty (30) days prior notice having been given.
- C. All bylaw amendments shall be received by the bylaw and standing rules committee no later than November 15.
- D. **Revision.** These bylaws may be revised only upon authorization of the membership. The bylaws committee shall be responsible for preparing and presenting an authorized version at the meeting which has been mailed at least thirty (30) days nor more than sixty (60) days prior to the meeting.
- E. In the event of a conflict between these bylaws of Michigan State Youth Soccer Association and the articles of incorporation, bylaws, policies and requirements of the United States Soccer Federation, the articles, bylaws, policies and requirements of the United States Soccer Federation govern.
- F. Any amendment to these bylaws and/or Rules, Regulations, and Policies necessitated by amendments to the articles of incorporation, bylaws, policies, and requirements of the United States Soccer Federation shall be automatically effected by the bylaws committee and reported to the board meeting following the adoption of such amendments by USSF and to the membership at the Annual General Meeting.
- G. Unless otherwise provided, any amendment to the bylaws of MSYSA is effective on that July 31 that occurs immediately after the amendment is adopted.

**ARTICLE XIV
DISSOLUTION**

In the event of dissolution of the Michigan State Youth Soccer Association, and after payment of all liabilities, this association shall dispose of all assets in such a manner as defined by United States Youth Soccer Association and United States Soccer Federation. If the Association intends to dissolve for any reason, it shall immediately notify the United States Soccer Federation of its intentions.

Provisos

- 1. *Provided*, That those in office prior to the adoption of this revision shall retain all the rights applicable to their office under the superseded bylaws until the close of this annual general meeting.
- 2. *Provided*, That following the adoption of this revision there shall be nominations from the floor for the nominating committee, followed by a ballot election.
- 3. *Provided*, That tournaments scheduled prior to the adoption of the revised rules, regulations, and policies shall not be required to meet the guidelines as adopted until their next scheduled tournament.