



**By-Laws of  
Madison Area Youth Soccer Association  
Approved October 22, 2014**

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*Mission Statement: MAYSA is a not-for-profit 501(c)(3) organization whose mission is to foster the physical, mental, and emotional growth and development of South Central Wisconsin youth through the sport of soccer at all ages and levels of competition.*

*MAYSA is the umbrella organization serving nearly 40 associated soccer clubs in south central District 05 of the Wisconsin Youth Soccer Association, including Dane, Columbia, Green, Iowa, Jefferson, Richland, Rock and Sauk counties. MAYSA serves our membership by offering inter-club league play during the fall and spring, tournaments, soccer camps, and coach training. MAYSA has been serving our member youth soccer clubs and their players and coaches since 1966.*

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The Madison Area Youth Soccer Association (MAYSA) affirms its commitment to collegiality as the most effective basis upon which to manage its affairs and to maintain excellence in its mission to foster the physical, mental, and emotional growth and development of South Central Wisconsin youth through the sport of soccer at all ages and levels of competition.

These by-laws are subject to the rule of law, in particular Wisconsin State Statute 181 regarding non-stock corporations. In addition, MAYSA's parliamentary procedures shall be performed in accordance with Robert's Rules of Order.

The intended effect of these by-laws is a culture of transparency, accountability and fairness in addition to a spirit of collaboration amongst Directors, affiliated clubs, staff and other stakeholders in the mission and vision of MAYSA.

## **Definitions:**

- **MAYSA Board:** The Madison Area Youth Soccer Association Board of Directors.
- **Executive Director:** reports to the Board of Directors but is not a voting participant. The Executive Director is solely responsible for day-to-day operations of MAYSA and may serve on committees. This individual will develop strategic and business plans and have other responsibilities as determined by the Board of Directors.
- **Staff:** refers to other paid personnel of MAYSA who carry out day-to-day operations.
- **WYSA:** refers to the Wisconsin Youth Soccer Association. MAYSA is among the districts operating within the WYSA, which in turn is a State Association within the United States Youth Soccer Association.
- **Participant(s):** refers to players/athletes who comprise the teams and in turn the leagues within MAYSA and WYSA or other soccer-related organizations.
- **Affiliate(s):** refers to the clubs, approved by WYSA, that are located within the MAYSA district and registered players/teams via MAYSA.

## **Article I – General**

**A. Name of Organization:** Madison Area Youth Soccer Association Affiliated, Inc. (MAYSA)

**B. Objectives:** Being affiliated with the Federation International de Football Association (FIFA), United States Soccer Federation, the United States Youth Soccer Association, and the Wisconsin Youth Soccer Association (WYSA), MAYSA will supervise, regulate and promote the participation.

The purposes of MAYSA shall be consistent with the Articles of Incorporation. MAYSA does assess fees to its Affiliates in order to fulfill administrative needs.

**C. Policies and Procedures:** The Board of Directors and Staff shall maintain and publish and regularly update a Policies and Procedures document to guide the operations of MAYSA leagues, player registration, etc. In addition, it shall produce an Employee Handbook to guide and oversee activities of MAYSA Staff.

## **Article II – Composition**

**A. Voting Affiliates:** Voting affiliates (generally referred to as “clubs”) are WYSA-approved clubs participating in sanctioned soccer leagues administered by or in collaboration with MAYSA.

**i. Voting structure:** Each club shall be entitled to a minimum of one (1) vote by virtue of their affiliation with MAYSA, regardless of size. Votes are established by quantity of registered players, regardless of age group, according to the

following scale: 1-250 registered players = 1 vote; 251-500 = 2 votes; 501-750 = 3 votes; and 750 or more = 4 votes.

**ii. Items for voting:** Voting affiliates shall determine/approve, by a majority vote: the Board of Directors and other initiatives or priorities deemed necessary by the Board with the general intent being transparency, inclusiveness and consensus-driven governance.

**iii. Standing of Affiliates:** Affiliates shall be considered “in good standing” with MAYSA unless otherwise notified in writing via certified letter. Affiliates may be categorized by the MAYSA Board of Directors as “under probation” or “not in good standing” due to egregious or persistent violation of Policies and Procedures; or, for failure to pay registration fees in a timely fashion. Affiliates “not in good standing” will not be entitled to voting privileges at MAYSA’s AGM.

**C. Representation to WYSA or other Governing Bodies:** The MAYSA Board of Directors shall designate one (1) person to represent the interests of the MAYSA district on the WYSA Board of Directors or other bodies which have influence over MAYSA operations.

### **Article III – Board of Directors**

**A. Size:** Consistent with the Articles of Incorporation, MAYSA may have as many as 12 Directors and as few as 3. The exact size may be determined by the standing Board to take effect at the conclusion of the next scheduled AGM.

**B. Composition:** In general, the Board of Directors should be representative of its affiliated clubs in terms of geography, gender, competitive versus recreational, etc. It is not a requirement, but is preferred, that a Director have specific experience in the sport of soccer.

**C. Nomination:** MAYSA shall produce and publish an open nomination form. The MAYSA Board of Directors will actively seek out potential Directors.

**D. Election Process:** Affiliates, via the weighted voting system (Article II, A, i), shall elect Directors to open positions. In the event that there are more nominees than open Director positions votes will be considered in descending order with the lowest nominee(s) not awarded a position on the Board.

**E. Term:** The term of each Director shall be three (3) years and the general intent shall be that not more than half of the Director’s terms shall expire in any one year. Directors, upon election or appointment, are expected to fulfill the duration of the term. Directors may be re-elected to serve additional terms so long as they stand for election.

- i. Should the situation arise that regular rotation of expiring terms become unbalanced the Board of Directors is allowed liberty to select a reasonable method to rectify the situation.

**F. Officers:** Following the AGM, the MAYSA Board shall elect Officers which include President, Vice President, Secretary and Treasurer. Term lengths of Officers are limited to a single year, thereby requiring Officers to stand for election amongst fellow Directors annually. The general responsibilities of Officers includes but is not limited to:

- i. The **President** shall:
  - a. Call meetings of the Board of Directors.
  - b. Assist with the creation of an agenda.
  - c. Coordinate and direct board activities and policies in accordance to the rules and regulations of the Wisconsin Youth Soccer Association.
  - d. Preside over all scheduled district board meetings.
- ii. The **Vice-President** shall:
  - a. In the absence or refusal of the President, call meetings of the Board of Directors.
  - b. Aid the President in the formulation and administration of organizational policies.
  - c. If there is a vacancy in the office of the President, the Vice President shall assume that role.
- iii. The **Secretary** shall:
  - a. In the absence of both the President and Vice President, or their refusal, call meetings of the Board of Directors.
  - b. Maintain all correspondence and communication essential to MAYSA.
- iv. The **Treasurer** shall:
  - a. Report on the receipt and disbursement of funds.
  - b. Prepare a budget for the review and approval of the Board of Directors.
  - c. Prepare financial statements for review at Board of Directors meetings.
  - d. Assure that internal controls are in place and functional.
  - e. Determine whether a financial audit or review should be performed and report to the Board of Directors accordingly.
  - f. In the absence of the President, Vice President, and Secretary, or their refusal, call meetings of the Board of Directors.
- v. **Directors-At-Large** include any non-Officers on the Board who are expected to attend meetings regularly and be considered for committees.

**G. Conflict-of-Interest:** Each year, following the election of Directors, each Director shall complete and fully disclose any conflicts of interest and use discretion in abstaining from decisions and votes related to such conflicts of interest. For this reason, it is generally recommended (though not prohibited) that Directors not hold similar roles within MAYSA-affiliated clubs.

**H. Committees:** In the interest of delegating responsibility and utilizing whatever available experience or expertise there may be amongst Directors, committees may be formed. Committees may include current and former Directors and/or club-level representatives or individuals from the community at large. Committees are intended to complete designated tasks and offer recommendations to the board.

**I. Removal:** Any individual Director may be removed from office, with cause by a two-thirds (2/3) majority vote of the Board. Among the reasons for removal, but not limited to, include: 1) absence for two (2) or more consecutive meetings; 2) failure to disclose a significant conflict of interest; 3) failure to maintain residence within the MAYSA district; or other activities deemed detrimental to MAYSA.

**J. Vacancies:** Due to resignation, removal or otherwise vacancies may be filled by special approval of the standing Board. It is also the option of the Board to not fill any vacancy so long as the minimum number of Directors (i.e., 3) is retained. Remaining terms of vacated Director positions may not be assigned to remaining Directors. A Director may not resign with the intent of being reappointed to a separate, open vacancy.

**K. Resignation:** A Director may resign at any time by giving written notice to the Board of Directors or the Secretary. The resignation will take effect immediately upon submission unless otherwise approved by 2/3 majority vote of the Board.

**L. Compensation:** Directors shall receive no compensation other than reimbursement for expenses or travel on behalf of MAYSA.

**Article IV – Meetings** *(All meetings will be facilitated according to Robert’s Rules of Order and with respect to an approval/review policy regarding public comment on listed or unlisted agenda items)*

**A. Announcement:** Meetings of the Board of Directors must be communicated no less than 24 hours before commencement. Communications must include date, time, location, agenda and/or general purpose for the meeting. If the 24-hour requirement cannot be met all Directors (even those who cannot be in attendance) must sign a Waiver of Notice for any business or decisions transacted at the meeting to be valid. No business may be conducted nor motion taken without quorum.

**B. Place:** Regular or special meeting shall be held at any place designated by the President (or at his/her absence or refusal see provisions in Article III, F). Regular

or special meetings can be attended via audio or video methods, which facilitates a regular majority vote for approval of any motions.

**i. Electronic-voting** is acceptable but requires a 2/3 vote and the results of such vote must be documented in the minutes of the next regularly-scheduled Board meeting.

**B. Frequency:** The frequency and timing of the meeting shall be determined by the board, dependent upon the type and urgency of the necessary business. The general recommendation is that meetings are held, approximately, on a monthly basis.

**C. Annual General Meeting:** The AGM will be conducted between the conclusion of the Fall season and commencement of the Spring season and shall be primarily for the purpose of electing Directors to open Board seats, review of financial information and addressing other appropriate and/or relevant business. A minimum of two (2) weeks notice is required for the AGM.

**D. Quorum:** Over 50% of voting representatives will constitute a quorum at Board of Directors meetings and the Annual General Meeting.

**F. Open Meetings:** All MAYSA Board meetings shall be open to the public. Contributions of attendees may be limited in terms of time and content.

**G. Minutes and Financial Statements:** All meeting minutes shall contain details on at least the following: attendees (Board, Staff and otherwise), evidence of financial review, start and end time, notes on discussion items, specific language of motions, Directors votes as “yay” or “nay” on a motion (save for election of Officers) and any other information that may be critical for future review and clarification. Minutes for a meeting shall be reviewed, amended and approved and the next following meeting and then published or posted.

## **Article V – Execution of Instruments, Approvals, Indemnification and Fiscal Year**

**A. Contracts:** the President shall enter into contracts or execute and deliver instruments in the name of and behalf of MAYSA after approval by the Board. The Board of Directors may choose to direct an agent of MAYSA (staff or fellow Director) to enter into agreements or contracts following approval and with specifically outlined parameters.

**B. Checks and Notes:** Unless otherwise determined by the Board of Directors, checks and notes may be signed by appropriate and approved staff so long as it is within the limitations of the Board-approved budget. The Board may choose to establish limits/thresholds for check writing that will require secondary (i.e., Board-level) approval for expenses not already included in the budget.

**C. Indemnification:** MAYSA shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right MAYSA to procure a judgment in its favor, whether civil or criminal, by reason of the fact that the person or person's testator or intestate is or was a director or officer of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and the Corporation may advance such person's related expenses, to the full extent permitted by law. MAYSA may purchase and maintain insurance to indemnify itself and its Board of Directors to the full extent indemnification is permitted by law.

**D. Loans and Securities:** No loans or securities shall be contracted on behalf of MAYSA unless approved by the Board.

**E. Fiscal Year:** The fiscal year of MAYSA shall begin July 1 and end June 30.

#### **Article VI – Date of effect and Amendments**

**A. Date of Effect:** these by-laws and any amendments shall be considered effective upon their approval by the Board of Directors and communication to affiliates.

**B. Amendments:** these by-laws may be amended by a two-thirds (2/3) vote of the Board of Directors.