

**BYLAWS
OF THE
UNITED STATES ADULT SOCCER ASSOCIATION, INC.**

As duly adopted by the National Council
this 25th day of September, 2021

Revised September 24, 2022

With Conflict of Interest and Dispute Resolution Policies

Prepared by
USASA Governance Committee
and
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**BYLAWS
OF THE
UNITED STATES ADULT SOCCER ASSOCIATION, INC.**

1 DEFINITIONS

The following terms used in these Bylaws shall have the meanings set forth below.

1.1 Act

“Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

1.2 Alternate Delegate

“Alternate Delegate” means a person appointed by an Organization Member to substitute for a Delegate in his or her absence. An Alternate Delegate has the right to speak on behalf of his or her Organization Member.

1.3 Amateur Sports Act

“Amateur Sports Act” or “Sports Act” means the Ted Stevens Olympic and Amateur Sports Act (Chapter 2205 of Title 36, United States Code).

1.4 Amateur Athlete

“Amateur Athlete” shall mean a person who is actively engaged in amateur soccer competition. This includes registered soccer players, referees and coaches.

1.5 Code

“Code” shall mean the Internal Revenue Code of 1986 (or any future United States Internal Revenue law).

1.6 CONCACAF

“CONCACAF” means the Confederation of North, Central America and Caribbean Association Football.

1.7 Corporation

“Corporation” means United States Adult Soccer Association, Inc. (hereinafter “USASA”), an Illinois not-for-profit corporation.

1.8 Delegate

“Delegate” means a person appointed by an Organization Member from its Board of Directors or staff to represent that Organization Member in a National Council meeting.

1.9 Disabled Service Organization

“Disabled Service Organization” means an organization formed with the primary goal of advancing and improving soccer for disabled individuals.

1.10 Federation

“Federation” means the United States Soccer Federation, Inc. which is the national governing body for the sport of soccer in the United States and is a national association member of the Fédération Internationale de Football Association (“FIFA”) which is the world governing body for the sport of soccer. USASA is a National Association member of the Federation.

1.11 National Council

The “National Council” is composed of the National Board of Directors, State Associations, USASA Leagues, USASA Affiliates, USASA Associates (non-voting) and each Past-President of USASA.

1.12 Organization Member

“Organization Member” means a State Association, USASA League or USASA Affiliate.

1.13 Region

“Region” means a geographical area encompassing a set of State Associations, as designated by the National Council.

1.14 State Association

“State Association” means an administrative body as determined by the USASA National Council, to carry out USASA's programs for adult players and to be responsible for the administration and promotion of the game of soccer and for the registration of its leagues, teams, and players.

1.15 USASA

“USASA” means United States Adult Soccer Association, Inc., an Illinois not-for-profit corporation. USASA is a membership organization that is governed through its National Council, Board of Directors and National Executive Committee. Its assigned activities are carried out through its Regional Councils, Committees and staff.

1.16 USASA Affiliate

“USASA Affiliate” means an organization that independently conducts recreational competitions involving teams from several State Associations and is subject to the requirements and responsibilities established by USASA Policy.

1.17 USASA Associate

“USASA Associate” is an organization formed to advance a particular aspect of amateur soccer but not responsible for recruiting, training, fielding and funding of leagues, teams, players and coaches and is subject to the requirements and responsibilities established by USASA Policy.

1.18 USASA League

“USASA League” is an organization comprised of teams of players competing among several State Associations and is subject to the requirements and responsibilities established by USASA Policy. It will have its player registration numbers assigned to the State Association in which those players reside.

1.19 USASA Policy

“USASA Policy” means a collection of procedures to be followed by USASA and its members when implementing USASA Bylaws, objectives and activities.

1.20 Voting Members

“Voting Members” are members which have the right to vote in the National Council and/or Regional Council as the case may be.

2 CORPORATE OFFICES

USASA shall continuously maintain in the State of Illinois a registered office and a registered agent whose office address provided in accordance with Illinois law. USASA may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

3 CORPORATE PURPOSES

The organization shall be incorporated as the United States Adult Soccer Association, Inc. (USASA). As set forth in the Articles of Incorporation, USASA is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Code. More specifically, USASA is organized and operated to develop, promote and administer the game of adult soccer within the United States; to organize and provide the necessary support for the activities of USASA in order to develop, promote and administer the game of adult soccer and to encourage community-wide support of adult soccer and physical fitness; and to develop, strengthen and promote a unified soccer community and to do any other act consistent with the purposes and activities stated herein.

4 FEDERATION MEMBERSHIP

4.1 Federation Organizational Member Requirements

As a Federation Organization Member, USASA shall comply with all requirements of the Federation:

- 4.1.1 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, each as they may be amended or modified from time-to-time, to the extent applicable to USASA.
- 4.1.2 Make available to the Federation any amendment to its organizational documents or its governing documents.
- 4.1.3 Submit to the Federation its most current annual financial statements within ninety (90) days after the end of its fiscal year.
- 4.1.4 Require that every player, coach, trainer, manager, administrator and official that is sponsored, financed, coached, organized or administered by USASA or a USASA Organization Member, be registered with USASA.
- 4.1.5 Register with the Federation annually the names and addresses of those players, trainers, managers and administrators registered with USASA.
- 4.1.6 Pay fees and other amounts due to the Federation by deadlines set by the Federation.
- 4.1.7 Comply with the Amateur Sports Act.
- 4.1.8 Establish a risk management program to promote the safety and protect the welfare of participants, to the extent that USASA is responsible for recruiting, training, fielding or funding soccer players.

4.2 Federation Organization Member's Independent Jurisdiction Limitations

USASA has sole jurisdiction over its own programs and activities. However, if USASA desires to conduct an international competition to be held outside the United States or to sponsor an international competition to be held outside the United States, it must first obtain approval from the Federation, which may be granted or denied at the Federation's discretion.

4.3 Federation Organization Member's Required Provisions

- 4.3.1 USASA's membership and the USASA Organization Members 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 Federation Bylaw 241 Section 4 or pursuant to the disciplinary or risk management action of any amateur soccer organization in its territory.

- 4.3.2 The Articles of Incorporation of the Federation, its rules, policies and bylaws, including Federation Bylaw 603 governing interplay, shall take precedence over and supersede the organizational and governing documents of USASA and USASA Organization Members, except to the extent applicable law otherwise requires and USASA and USASA Organization Members shall abide by the Articles of Incorporation of the Federation, its duly approved binding rules, policies and bylaws.
 - 4.3.3 USASA shall not become a member of any organization that imposes any requirement that conflicts with the Federation's Articles of Incorporation or its rules, policies or bylaws.
 - 4.3.4 USASA shall have a Board of Directors (or similar body) selected through an open and democratic election process.
 - 4.3.5 The actions and policies adopted by USASA's Board of Directors (or similar body), executive committee of the Board (or similar body) or officers shall be reported to its membership or their authorized representatives, at least once each year at a meeting of USASA's membership, with notice of the meeting and its purposes given to such membership at least fifteen (15) days in advance of the meeting.
 - 4.3.6 USASA 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, training, manager, administrator or official who is a member of USASA or a USASA Organization Member, concerning a proposed declaration that any such individual is ineligible to participate in the programs or other activities of USASA or USASA Organization Member and such procedures shall conform, as applicable, to the provisions of Federation Bylaws Part VII.
 - 4.3.7 USASA shall adopt policies prohibiting sexual and physical abuse.
- 4.4 Federation Organization Member's Duty to Report Dissolution or Termination

If USASA dissolves or otherwise terminates its existence for any reason, it shall immediately notify the Federation.

5 USASA MEMBERSHIP

5.1 Membership Categories

USASA shall have the following five (5) categories of membership:

- 5.1.1 State Association
- 5.1.2 USASA League
- 5.1.3 USASA Affiliate
- 5.1.4 USASA Associate
- 5.1.5 Individual Member

5.1.6 Disabled Service Organization

The definitions and requirements of these categories are more specifically set forth in USASA Policies. Membership may be granted upon recommendation of the USASA Board of Directors and approval by majority vote of the National Council.

All members must comply with all Bylaws and Policies of USASA and the Federation, as well as with the Amateur Sports Act and other applicable law.

USASA Membership is open to all soccer organizations and soccer players, coaches, trainers, managers, administrators and officials without discrimination on the basis of race, color, religion, age, gender, national origin or other legally protected categories.

5.2 Voting Rights

State Association Members, USASA League Members, USASA Affiliate Members, Disabled Service Organizations and certain Individual Members (“Voting Members”) shall have voting rights as set forth in these bylaws.

Unless otherwise provided herein, USASA Associate Members and USASA Individual Members shall not vote, nor be counted for purposes of notice, quorum or manner of acting. They may, at the discretion of the Board of Directors, receive notice of meetings, but such notice shall not be required.

5.2.1 State Association, USASA Affiliate Members and Disabled Service Organizations

- 5.2.1.1 Each State Association, USASA Affiliate Member and Disabled Service Organization shall be entitled to appoint Delegates from their Board of Directors or staff to exercise voting rights on their behalf in the National Council. The number of such votes for each State Association, USASA Affiliate Member or Disabled Service Organization shall be determined on the basis of the number of players registered with USASA by that Member in the most recent calendar year as provided in Table 1: Voting Strength.
- 5.2.1.2 For purposes of determining such membership voting rights, State Associations shall include among its count those players registered by the State Associations and players registered through USASA Leagues that have been assigned to the respective State Association based on the residence of those individual players.
- 5.2.1.3 For purposes of determining the number of persons to be counted for membership voting purposes, the term “players” shall be those persons registered and whose fees have been received by USASA during the previous calendar year prior to the Annual Meeting. Such registration information and payment shall be certified by the USASA Executive Director, received at the USASA office by December 31 to verify “player” status for voting purposes. The number of votes determined at the Annual Meeting shall remain in effect until the next Annual Meeting.

- 5.2.1.4 Each State Association may also appoint Alternate Delegates. All Delegates must be appointed from their respective Board of Directors and staff. In the event that these Members have less than their specified number of Delegates in attendance at a National Council meeting, the Delegates present at such meeting may cast all allocated votes for such Members.

5.2.2 Table 1: Voting Strength

Number of Registered Players	Number of Votes
0 to 44 players	0 votes
45 to 750 players	1 vote
751 to 1,700 players	2 votes
1,701 to 3,400 players	3 votes
3,401 to 8,500 players	4 votes
8,501 to 15,000 players	5 votes
15,001 to 19,999 players	6 votes
20,000 or more players	7 votes

5.2.3 USASA League Members

Each USASA League Member shall have the following voting strength based on the number of players that they register:

0 to 2500 players	1 vote
2501 players to 5000 players	2 votes
More than 5000 players	3 votes

Each such USASA League may appoint a Primary and Alternate Delegate to exercise voting rights on its behalf in the National Council.

5.2.4 Individual Members

Individual Members may not vote in their capacity as USASA Individual Members.

Notwithstanding such limitation, the following Individual Members shall be Voting Members *ex officio*, each with one (1) vote per person in the National Council, provided that National Officers may not vote in elections for officers.

5.2.4.1 President;

5.2.4.2 Vice-President;

5.2.4.3 National Secretary;

- 5.2.4.4 National Treasurer;
- 5.2.4.5 Non-Officer Directors of the USASA Board of Directors;
- 5.2.4.6 Each Regional Director;
- 5.2.4.7 Each Regional Deputy Director;
- 5.2.4.8 Each Regional Secretary;
- 5.2.4.9 Each Regional Treasurer;
- 5.2.4.10 Each Past-President of USASA.

5.2.5 USASA Associate Members

USASA Associate Members may not vote in National Council meetings but may make or second motions and participate in debate.

5.3 Membership Application and Admission

- 5.3.1 Candidates for Membership shall submit applications using the forms and procedures established by the Board of Directors. Submitted applications shall be filed with USASA's corporate records.
- 5.3.2 Membership applications are subject to the approval of the Board of Directors, in accordance with the procedures set forth by the Board of Directors, as well as the approval of a majority of the National Council.
- 5.3.3 All members shall ensure that their mailing address and other contact information is kept current with USASA's Secretary or other person designated by the Board of Directors.

5.4 Annual Membership Dues

Annual membership dues ("Dues") shall be fixed from time to time by the Board of Directors in the USASA Policy Manual. Failure to pay such dues in accordance with the USASA Policy Manual shall be cause for immediate suspension.

Failure to comply with any of the above-listed membership qualifications and responsibilities shall result in suspension or termination of membership status and membership voting rights, as well as disciplinary action and monetary fines, as determined by the Board of Directors. Such suspension or termination shall be in accordance with such due process protocols prescribed by the Federation.

5.4.1 Termination of Membership after Suspension

The membership of any Organization Member whose suspension is in effect on the last day of a fiscal year shall be terminated as of the first day of the next fiscal year, unless the Board of Directors provides otherwise.

5.4.2 Recognition of Suspension or Disciplinary Action

Upon notice by the USASA Board of Directors, a suspension or other disciplinary action imposed in accordance with these Bylaws shall be recognized by all members of USASA.

5.4.3 Resignation of Membership

Any member may resign upon notice to the USASA Board of Directors.

5.5 Rights upon Termination

All rights of membership in USASA or in its property shall cease upon termination of membership.

5.6 Reinstatement of Membership

Suspended or terminated members may apply to the USASA Board of Directors for reinstatement.

5.7 Non-Assignment of Membership

Membership is not transferrable or assignable. Each membership terminates on the death of the member. Membership is not a property right that may be transferred after such termination.

5.8 Member's Liability to Third Parties

Members of USASA are not, as such, personally liable for the acts, debts, liabilities or obligations of USASA.

5.9 Membership Certificates

USASA shall not be required to provide membership certificates.

5.10 Members' Rights to Corporate Records

A Member shall have the right to examine, at any reasonable time or times, USASA's books and records in accordance with applicable law. In order to exercise this right, a Member must make written demand upon USASA, stating with particularity the records sought to be examined and the purpose therefor.

6 USASA NATIONAL COUNCIL

6.1 USASA National Council

The USASA National Council shall be the representative body of the USASA membership. The National Council has the corporate authority to vote on the following matters and its approval shall be required for:

- 6.1.1 Amendments to the Articles of Incorporation;
- 6.1.2 Amendments to the Bylaws;
- 6.1.3 Approval of USASA's annual budget;
- 6.1.4 Approval of any and all fees charged by USASA;

- 6.1.5 Approval of membership applications from potential Organization and Individual Members;
- 6.1.6 Adoption or rescission of and amendments to, any USASA Policies, including those adopted by the Board of Directors;
- 6.1.7 Approval of any changes to the geographic boundaries of the State Associations; and
- 6.1.8 Approval of any other corporate actions as the Board of Directors may propose to the National Council, from time to time.

6.2 Annual Meeting

An annual meeting of the National Council shall be held at such time and place as may be fixed by the Board of Directors for the purpose of transacting of such business, as specified by USASA Policy. The Board of Directors shall fix the date and location of the Annual Meeting at least six months in advance of the proposed meeting date.

6.3 Special Meetings of the National Council

Special meetings may be called by the President, the Board of Directors or not less than fifty percent of the National Council Voting Members, to transact such business as may come before the Council from time to time.

6.4 Fixing Record Date for Voting

For the purpose of determining the Voting Members entitled to notice of or to vote at any meeting of Voting Members or in order to make a determination of Voting Members for any other proper purpose, the date on which notice of the meeting is sent by USASA shall be the record date for such determination of Voting Members.

6.5 Notice of Meetings

6.5.1 Time

Written notice of any National Council meeting shall be delivered to each member entitled to vote at such meeting not less than twenty (20) nor more than sixty (60) days before the date of the meeting.

6.5.2 Content

The notice shall describe the proposed agenda, election or removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, amendment to USASA's Articles of Incorporation/Bylaws/Policies and/or any other relevant matter. Additionally, in the case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

The notice shall state the place, date and hours of such meeting.

6.5.3 Mail, Email and Telephone

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of USASA, with postage thereon prepaid.

Notice requirements may be satisfied by sending an email communication in a timely manner to the email address in the Corporation's records of each Member eligible to vote.

Telephone communications may be useful for establishing the time and place of the meeting, but shall not be used in lieu of the above notice provisions.

6.5.4 Waiver

Notice of any meeting of the Voting Members may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Voting Member at any meeting shall constitute a waiver of notice of such meeting, except where a Voting Member attends a meeting for the expressed purpose of objection to the transaction of any business because proper notice was not given. Neither the business to be transacted, nor the purpose of any regular or special meeting, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

6.5.5 Member Contact Information

Each Organization Member is responsible for communicating its email addresses and physical mail addresses to the USASA office. In the case of Individual Members, their respective State Association shall provide the required information to USASA.

6.6 Quorum

Voting Members holding fifty (50%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any membership meeting, a majority of the Voting Members present may adjourn the meeting at any time without further notice.

6.7 Manner of Acting

The act of majority of the Voting Members present at a duly convened meeting shall be the act of the membership, unless the act of a greater number is required by statute, these bylaws or the articles of incorporation.

Except as provided above regarding Voting Membership Delegate rights, Members may not vote by proxy nor under any other power of attorney.

6.8 Informal Action by Members by Written or Electronic Ballot

6.8.1 Written Ballot without a Meeting

Upon the USASA Board of Directors' authorization, any action required by law to be taken at a meeting of the National Council or any action which may be taken at a meeting of members, may be taken by written ballot without a meeting.

6.8.2 Notice

A notice in writing of the proposed action must be postmarked or electronically delivered to all of the Voting Members with respect to the subject matter thereof at least 20 days prior to the effective date of such proposed action. Voting must remain open until the day before the date of such proposed action; provided, however, in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 30 days from the date of the postmark or electronic delivery.

Such ballots may be delivered by mail, e-mail or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action.

6.8.3 Approval

In order to be valid, such action must receive approval by a majority of the members casting votes, provided that the number of Voting Members casting votes would constitute a quorum if such action had been taken at a meeting.

6.9 Meeting by Video/Teleconference

In extraordinary circumstances with a recommendation from two-thirds of the Board of Directors and approved via electronic means by a majority of the National Council, the Annual Meeting may be postponed to within the same calendar year whenever practicable, to the next year or held using video telecommunications (VTC) technology provided that:

- 6.9.1 All members of the National Council and Board of Directors attending the meeting can communicate with each other via the VTC technology and the VTC technology is reasonably secure;
- 6.9.2 A notice setting forth the proposed meeting agenda shall be delivered electronically to all members of the National Council at least twenty (20) days but not more than sixty (60) days before the date of the VTC;
- 6.9.3 The notice shall also include the information necessary for all the members of the National Council and Board of directors to participate (listen, see and speak) in the VTC;
- 6.9.4 Unless the vote is unanimous, all votes on motions and resolutions shall be taken by a roll call vote or by an electronic means that identifies the person associated with each vote;
- 6.9.5 Participation in a VTC shall constitute attendance and presence in person at the meeting of the person or persons so participating.

7 USASA REGIONS

7.1 Number of USASA Regions

USASA shall have the following four (4) administrative, geographic regions:

- 7.1.1 Region I
- 7.1.2 Region II

7.1.3 Region III

7.1.4 Region IV

Each State Association shall be a member of the region within whose geographic boundaries it is located.

7.2 Region I

Region I is composed of the following State Associations:

- 7.2.1 Connecticut State Soccer Association
- 7.2.2 Delaware Soccer Association
- 7.2.3 Eastern New York State Soccer Association
- 7.2.4 Eastern Pennsylvania Soccer Association
- 7.2.5 Maine Soccer Association
- 7.2.6 Maryland State Soccer Association
- 7.2.7 Massachusetts State Soccer Association
- 7.2.8 Metropolitan D.C.-Virginia Soccer Association
- 7.2.9 New Hampshire Soccer Association
- 7.2.10 New Jersey Soccer Association
- 7.2.11 Pennsylvania West Soccer Association
- 7.2.12 Rhode Island Soccer Association
- 7.2.13 Vermont State Soccer Association
- 7.2.14 West Virginia Soccer Association
- 7.2.15 Western New York Soccer Association

7.3 Region II

Region II is composed of the following State Associations:

- 7.3.1 Illinois State Soccer Association
- 7.3.2 Indiana Soccer Association
- 7.3.3 Iowa Soccer Association
- 7.3.4 Kansas Soccer Association
- 7.3.5 Kentucky Soccer Association
- 7.3.6 Michigan Soccer Association
- 7.3.7 Minnesota Soccer Association
- 7.3.8 Missouri Soccer Association
- 7.3.9 Nebraska State Soccer Association
- 7.3.10 North Dakota Soccer Association
- 7.3.11 Ohio Soccer Association North
- 7.3.12 South Dakota Adult Soccer Association
- 7.3.13 Southern Ohio Adult Soccer Association
- 7.3.14 Wisconsin Soccer Leagues

7.4 Region III

Region III is composed of the following State Associations:

- 7.4.1 Alabama Soccer Association
- 7.4.2 Arkansas State Soccer Association
- 7.4.3 Florida State Soccer Association
- 7.4.4 Georgia State Soccer Association
- 7.4.5 Louisiana Soccer Association
- 7.4.6 Mississippi Soccer Association
- 7.4.7 North Carolina Adult Soccer Association
- 7.4.8 North Texas State Soccer Association
- 7.4.9 Oklahoma Soccer Association
- 7.4.10 South Carolina Amateur Soccer Association
- 7.4.11 Tennessee State Soccer Association
- 7.4.12 Texas State Soccer Association - South

7.5 Region IV

Region IV is composed of the following State Associations:

- 7.5.1 Alaska State Soccer Association
- 7.5.2 Amateur Soccer Association of Wyoming
- 7.5.3 Arizona State Soccer Association
- 7.5.4 California Soccer Association North
- 7.5.5 California State Soccer Association - South
- 7.5.6 Colorado Soccer Association
- 7.5.7 Hawaii Soccer Association
- 7.5.8 Idaho State Soccer Association
- 7.5.9 Montana Soccer Association
- 7.5.10 Nevada State Soccer Association
- 7.5.11 New Mexico State Soccer Association
- 7.5.12 Oregon Adult Soccer Association
- 7.5.13 Utah Soccer Association
- 7.5.14 Washington State Soccer Association

8 USASA REGIONAL COUNCILS

8.1 Membership of a Regional Council

Each Region shall have a Regional Council composed of the following:

- 8.1.1 Regional Director;
- 8.1.2 Regional Deputy Director;
- 8.1.3 Regional Secretary; and
- 8.1.4 Regional Treasurer.

Each Regional Council's composition shall also include:

- 8.1.5 State Associations within the Region; and

Delegates from State Associations within the Region may include Primary and Alternate Delegates appointed from their Board of Directors and staff. In the event that a State Association has fewer Delegates in attendance at a Regional Council meeting than its authorized voting strength, the State Association Delegates present at such meeting may cast all the votes for such State Association.

8.2 Regional Council Authority

Each Regional Council shall be the legal corporate equivalent of a committee of USASA, with the following authority, but subject to the National Council's oversight and authority to:

- 8.2.1 Adopt and amend Regional Policies;
- 8.2.2 Adopt the budget of the Region;
- 8.2.3 Elect the Officers of the Region; and
- 8.2.4 Initiate and implement regional and national programs.

8.3 Regional Council Meetings

Each Regional Council shall hold at least two (2) meetings per year. Meetings may be called by the Regional Director, Regional Executive Committee or upon written request by at least one half of all of the Regional Members to transact such business as may come before the Regional Council from time to time.

8.4 Regional Council Voting Rights

For each Regional Council meeting, the Regional Officers shall each have one vote (except that Regional Officers shall not have any vote in the election of Regional Officers). Each State Association shall have the number of votes that are commensurate with its voting strength on the National Council. No vote by proxy shall be allowed.

8.5 Notice of Meetings

8.5.1 Time

Written notice stating the place, date, hours and proposed agenda of any meeting of a Regional Council shall be delivered to each Regional Council member entitled to vote at such meeting not less than fourteen (14) nor more than sixty (60) days before the date of such meeting.

At any duly convened meeting of a Regional Council, a resolution may be approved concerning future meetings of the Regional Council.

Mailing of the Regional Council minutes to each member of the Regional Council may qualify as notice of the next meeting of the Regional Council if the minutes concerning the next meeting are clearly set forth, concise in its composition and meet the time frame described above.

8.5.2 Mail and Email

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Regional Council member at his or her address as it appears on the records of the USASA, with postage thereon prepaid.

Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile or email communication in a timely manner.

8.5.3 Waiver

Notice of any meeting of the Regional Council may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Regional Council Member at any meeting shall constitute a waiver of notice of such meeting, except where a Regional Council Member attends a meeting for the expressed purpose of objection to the transaction of any business because proper notice was not given. Neither the business to be transacted, nor the purpose of any regular or special meeting, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

8.6 Fixing Record Date for Voting

For the purpose of determining the Regional Council Members entitled to notice of or to vote at any meeting of the Regional Council or in order to make a determination of Regional Council Members for any other proper purpose, the date on which notice of the meeting is sent by USASA or the Regional Director or Secretary shall be the record date for such determination of Regional Council Members.

8.7 Quorum

Fifty percent (50%) of the members of a Regional Council shall constitute a quorum of a Regional Council meeting. If a quorum is not present at any Regional Council meeting, a majority of the Regional Council members present may adjourn the meeting at any time without further notice.

8.8 Manner of Acting

The act of the members of a Regional Council holding the majority of the votes (in accordance with Section 8.4) present at a duly convened meeting shall be the act of that Regional Council's membership, unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation.

8.9 Informal Action by Regional Council Members by Written or Electronic Ballot

Upon a given Region's Regional Officers' authorization, any action which may be taken at a meeting of the Regional Council, may be taken by written ballot without a meeting.

8.9.1 Notice

A notice in writing of the proposed action must be postmarked or electronically delivered to all of the Voting Members with respect to the subject matter thereof at least 20 days prior to the effective date of such proposed action. Voting must remain open until the day before the date of such proposed action; provided, however, in the case of a removal of one or more Regional Officers, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 30 days from the date of the postmark or electronic delivery.

Such ballots may be delivered by mail, e-mail or any other electronic means pursuant to which the Regional Members entitled to vote thereon are given the opportunity to vote for or against the proposed action.

8.9.2 Approval

In order to be valid, such action must receive approval by a majority of the Regional Council Members casting votes, provided that the number of Regional Council Members casting votes would constitute a quorum if such action had been taken at a meeting.

8.10 Regional Officers

Each Regional Council shall have the following Officers:

8.10.1 Regional Director

Each Regional Director shall serve as the chairperson of the Regional Council, coordinate and represent USASA in all matters pertaining to adult soccer within the Region and be responsible for the implementation of USASA Policies.

8.10.2 Regional Deputy Director

Each Regional Deputy Director shall assist the Regional Director, perform the duties of the Regional Director in their absence at any USASA Board of Directors, Regional Council or National Council meeting and perform other duties assigned by the Regional Director. If the position of Regional Director becomes vacant, the Deputy Director shall become Regional Director for the remainder of the term of the Regional Director.

8.10.3 Regional Secretary

Each Regional Secretary shall keep accurate minutes of all meetings of the Regional Council, be responsible for all Regional Council recordkeeping and perform other duties assigned to the Regional Secretary by the Regional Director.

8.10.4 Regional Treasurer

Each Regional Treasurer shall be responsible for the financial matters of the Region, shall be responsible for correct and complete financial books and records of the Region, render financial reports for the Region as requested by the Regional Council, Regional Director and the National Treasurer and perform other duties assigned to the Regional Treasurer by the Regional Director.

8.11 Regional Council Executive Committee

Each Regional Council shall have an Executive Committee, composed of its Regional Director, Regional Deputy Director, Regional Secretary and Regional Treasurer. The Executive Committee shall carry out the business of its Regional Council between meetings of the Regional Council and otherwise as the Regional Council may direct.

8.12 Regional Officers Terms and Staggering

Elections for Regional Officers shall occur at the USASA Annual Meeting. Each Regional Officer shall hold office for a term of two (2) years. Regional Officers' terms shall be staggered. The following positions shall be elected as shown below:

Even Years	Odd Years
Regional Director and Secretary of Regions 1 and 3	Regional Deputy Director and Treasurer of Regions 1 and 3
Regional Deputy Director and Treasurer of Regions 2 and 4	Regional Director and Secretary of Regions 2 and 4

Each such director shall hold office until his or her successor has been elected or appointed.

8.13 Resignations, Removal, Automatic Termination, Vacancies

8.13.1 Resignation

Any Regional Officer may resign at any time by giving written notice to the Regional Director or USASA President. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

8.13.2 Removal

Any Regional Officer may be removed with or without cause at any time by resolution adopted by a two-thirds majority vote of the Regional Council.

8.13.3 Automatic Termination

Any Regional Officer who is absent from two (2) consecutive meetings, whether regular or special meetings, of the Regional Council shall automatically be removed as a Regional Officer on the Regional Council unless confined by illness or other absence excused by the majority of Regional Officers present at the meeting. Unexcused meeting absences shall result in automatic termination from the Regional Council which shall be effective as of the date of the third (3rd) missed consecutive meeting.

8.13.4 Vacancy

In the event of any Regional Officer vacancy during a term, the Regional Council shall appoint a person to fill the remainder of such term, as soon as is practicable. A Regional Officer so appointed to fill a vacancy may be appointed for the unexpired term of his or her predecessor in office.

9 BOARD OF DIRECTORS

9.1 General Powers

Subject to the National Council's governance rights as set forth above, the affairs, business and all legal matters of USASA shall be managed by its Board of Directors. This includes but is not limited to:

- 9.1.1 Adoption and recommendation for ratification by the National Council of all policies and procedures of USASA, which shall be published annually to all USASA members;
- 9.1.2 Enforce the Bylaws, rules, policies and procedures of USASA;
- 9.1.3 Approve all competitions under the direct auspices of USASA;
- 9.1.4 Approve all programs under the auspices of USASA;
- 9.1.5 Approve all marketing, promotional and sponsorship agreements under the auspices of USASA;
- 9.1.6 Take other governance, policy and oversight actions as may be required; and
- 9.1.7 Prepare a proposed budget for the next fiscal year and present it to the National Council at its annual general meeting for adoption as an item of new business.

9.2 Number and Tenure

The Board of Directors shall be composed of thirteen (13) directors. The National Council may from time to time, by amendment of these Bylaws, change the minimum and maximum number of directors, but in no case shall the number be less than three (3). Each elected director shall hold office for a term of two (2) years unless the National Council shall expressly resolve to elect a director for a shorter term.

9.2.1 Ex Officio Voting Directors

The USASA Board of Directors shall have the following voting directors, *ex officio*:

- 9.2.1.1 National President;
- 9.2.1.2 National Vice-President;
- 9.2.1.3 National Secretary;
- 9.2.1.4 National Treasurer;
- 9.2.1.5 Region I Director;
- 9.2.1.6 Region II Director;
- 9.2.1.7 Region III Director; and
- 9.2.1.8 Region IV Director.

9.2.2 Ex Officio Non-Voting Director

USASA's Executive Director shall serve as a non-voting director, *ex officio*.

9.2.3 Elected Directors

USASA shall have the following voting directors, who shall be elected by the National Council at the Annual Meeting:

- 9.2.3.1 Two (2) At-Large Directors;
- 9.2.3.2 One (1) Independent Director; and
- 9.2.3.3 One (1) Affiliate Member Director.

Only USASA Leagues and USASA Affiliates may submit nominations for the Affiliate Member Director.

Elected Director's terms shall be staggered so that two positions are up for election at each annual general meeting of the National Council.

9.3 Regional Deputy Directors

Regional Deputy Directors may:

- 9.3.1 Attend meetings of the National Board of Directors;
- 9.3.2 Make and second motions;
- 9.3.3 Participate in debate; and
- 9.3.4 Vote at Board of Directors meetings only in the absence of or in place of their respective Regional Director.

9.4 Qualifications

Those who seek to be directors of USASA must personally affirm USASA's statement of purpose, must abide in all respects with the corporate policies set forth in these Bylaws and must characterize personal commitment to the values of USASA. Other than Independent Directors, all other directors must also be Individual Members of USASA. An individual may not be an Independent Director if at any time during the five (5) years prior to commencing his or her term:

- 9.4.1 The individual was employed by or held a paid position or volunteer governance position with USASA, an Organization Member, a member of an Organization Member or a sponsor, outside auditor, outside counsel of USASA or the Federation;
- 9.4.2 An immediate family member of the individual was employed by or held a paid position or volunteer governance position with USASA, the Federation, an Organization Member, a member of an Organization Member or a sponsor, outside auditor, outside counsel of USASA or the Federation;
- 9.4.3 The individual or immediate family member receives compensation (other than reimbursement for actual expenses) directly or indirectly from USASA, the Federation, an Organization Member, a member of an Organization Member or a sponsor, outside auditor or outside counsel of USASA or the Federation; or
- 9.4.4 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 a sponsor, agent, outside auditor or outside counsel of USASA or the Federation.

9.5 Election

Elected Directors shall be elected at the Annual Meeting of the National Council by a majority vote or otherwise as set forth below in Section 9.7. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

9.6 Resignation and Removal

9.6.1 Resignation

Any Director may resign at any time by giving written notice to the President or Executive Director of USASA. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

9.6.2 Removal

Any Elected Director may be removed with or without cause at any time by resolution adopted by a two-thirds majority of the National Council, at a meeting called for that purpose, in accordance with Section 6.5 and applicable Illinois law.

9.6.3 Automatic Removal

Any Elected Director who is absent from two (2) consecutive regular or special meetings of the Board, shall automatically be removed as a Director on the Board unless confined by illness or other absence excused by the majority of Board Directors present at the meeting. Unexcused meeting absences shall result in automatic termination from the Board which shall be effective at the conclusion of the second (2nd) missed consecutive meeting.

9.7 Vacancies

Any vacancy occurring among the Elected Directors to be filled by reason of any increase in the number of directors or resignation, death or termination of a director shall be filled by the Board of Directors as soon as is practicable. A director so elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

9.8 Director Compensation

Directors shall not receive compensation for their services as directors, except for the Executive Director of USASA. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any directors from serving USASA in any other capacity and receiving reasonable compensation therefor.

10 MEETINGS OF THE BOARD OF DIRECTORS

10.1 Meetings

- 10.1.1 The Board of Directors shall meet at least four (4) times per year, with such meetings held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget and for the transaction of such other business as may come before the meeting.
- 10.1.2 Such meetings may include a meeting held in conjunction with the Annual Meeting of the National Council.

10.2 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of: the President; at least half of the Directors; or one-half of the National Council. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

10.3 Notice

10.3.1 Time

Except as otherwise provided herein, written notice and the draft agenda of any meeting of the Board of Directors shall be delivered to all Directors not less than seven (7) days nor more than sixty (60) days prior to the date of the scheduled meeting.

10.3.2 Mail and Email

- 10.3.2.1 If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of USASA, with postage thereon prepaid.
- 10.3.2.2 Notice requirements may be satisfied by sending an email communication in a timely manner to each director's email address in the USASA's records.
- 10.3.2.3 Telephone communications may be useful for establishing the time and place of the meeting, but shall not be used in lieu of the above notice provisions.

10.3.3 Waiver

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

10.4 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time and date without further notice.

10.5 Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of USASA unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

10.6 Action without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to USASA's National Secretary to be filed in USASA's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

10.7 Minutes

Minutes of the National Board of Directors, National Council, Regional Councils and Committees shall comply with the requirements of Illinois law and USASA Policies.

11 COMMITTEES

11.1 Appointment of Committees and Committee Members

11.1.1 USASA's Board of Directors shall have the power to create standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify:

11.1.1.1 The task(s) assigned to the committee; and

11.1.1.2 Whether or not the committee has authority to act on behalf of USASA.

11.1.2 The duration of the committee may be limited to the period needed to complete its assigned task(s).

11.1.3 Unless otherwise determined by the Board, all committee members shall be appointed for a term no longer than one (1) year and ending at the conclusion of the next Annual Meeting.

- 11.1.4 The President shall appoint the chair and members of each committee subject to the approval of the Board of Directors.

11.2 Committee Meetings

Meetings of any committee may be called by the President, the chairperson of the committee or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least seven (7) days prior to the meeting and otherwise in accordance with Section 10.3.

11.3 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the National Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

11.4 Quorum and Manner of Acting

Unless otherwise provided in the resolution or policy of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Section 10.

11.5 National Executive Committee

The National Executive Committee shall consist of the National Officers, set forth below in Section 12.1. The National Executive Committee has corporate authority, shall represent the USASA Board of Directors between meetings and shall have full supervision of all work and activities of USASA. As such, the National Executive Committee shall have full authority to act on behalf of the Board and may take all action advisable in its judgment for the purpose of organizing and carrying on all activities approved by the Board, in accordance with applicable law.

12 NATIONAL OFFICERS, OTHER OFFICERS, INDEPENDENT DIRECTORS AND OTHER AGENTS

12.1 National Officers

The National Officers of USASA shall consist of a:

- 12.1.1 President;
- 12.1.2 Vice President;
- 12.1.3 National Secretary;
- 12.1.4 National Treasurer; and

12.1.5 Executive Director.

No person may hold two (2) National Officer positions at the same time. Such other officers, assistant officers and other agents as may be deemed necessary may be elected or appointed by the Board.

12.2 Election and Term of Office

Other than the Executive Director, the National Officers of USASA shall be elected by the National Council for a term of two (2) years at the annual meeting of the National Council. The President and National Secretary shall be elected on even-numbered years. The Vice-President and National Treasurer shall be elected on odd-numbered years.

If the election of National Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of a National Officer, other officer or other agent shall not in itself create contract rights.

12.3 President

The President shall

- 12.3.1 Lead the Board of Directors to ensure the accomplishment of the corporate purposes of USASA. This includes ensuring that the Board of Directors develops appropriate strategic plans and policies;
- 12.3.2 Serve as liaison between the Federation Board of Directors and USASA;
- 12.3.3 Serve as the chairman of all meetings of the National Council and the Board of Directors;
- 12.3.4 Attend Regional Council meetings as necessary;
- 12.3.5 Sign documents on behalf of USASA as directed by the Board of Directors;
- 12.3.6 Provide a report to the National Council at each Annual Meeting about the state and accomplishments of USASA in the past year; and
- 12.3.7 Discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the National Council or the Board from time to time.

12.4 Vice-President

The Vice-President shall exercise all of the functions of President during the absence or disability of the President. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President, the National Council or the Board. If the position of President becomes vacant, the Vice President shall become President for the remainder of the term.

12.5 National Secretary

The National Secretary shall:

- 12.5.1 Be responsible for ensuring that the minutes of the meetings of the National Council, Board of Directors and committees are kept in one (1) or more books provided for that purpose and distributed or published as appropriate;
- 12.5.2 See that all notices are duly given in accordance with the provisions of these Bylaws and ensure the online publication of various documents and information, as directed by the President, the National Council or the Board of Directors;
- 12.5.3 Be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and
- 12.5.4 Discharge all duties incident to the office of National Secretary and such other duties as from time to time may be assigned to him or her by the President, the National Council or the Board.

12.6 National Treasurer

The National Treasurer shall:

- 12.6.1 Monitor the financial books of USASA;
- 12.6.2 Ensure that regular books of account are maintained and make them available for inspection at all times to the Directors of USASA;
- 12.6.3 Render to the Board and National Council from time to time as may be required of him or her, an account of the financial condition of USASA;
- 12.6.4 Work with the Executive Director and USASA hired accounting/financial professionals to ensure all accounting and tax filing requirements are met; and
- 12.6.5 Discharge all duties incident to the office of National Treasurer and such other duties as may be assigned to him or her by the President, the National Council or the Board.

12.7 Executive Director

The Executive Director shall be an employee of USASA and serve at the pleasure of the Board of Directors. The President shall nominate candidates to fill this position, subject to the approval of the Board of Directors.

The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include:

- 12.7.1 Overseeing USASA's operations, day-to-day administrative management and programs, at the direction of the Board of Directors;
- 12.7.2 Complying and helping USASA comply, with these Bylaws and all policies adopted by the National Council and the Board of Directors;

- 12.7.3 Recruiting, selecting, employing, on-boarding, training, managing, evaluating and discharging employees of USASA;
- 12.7.4 Attending all meetings of the National Council and Board, as well as such committees as the National Council or Board may direct;
- 12.7.5 Preparing and presenting to the National Council and Board regular reports reflecting the accomplishment of USASA's mission and goals;
- 12.7.6 Fielding and addressing National Council member inquiries and managing corporate communications;
- 12.7.7 Sign documents on behalf of USASA as directed by the Board of Directors;
- 12.7.8 Ensuring that all Board, National Council, Bylaw, Policy, financial, property historical and other business records are maintained and safeguarded and properly disposed of in accordance with USASA's Records Retention Policy;
- 12.7.9 Ensuring that copies of each proposed budget is sent to the members of the National Council at least 30 days in advance of the annual general meeting;
- 12.7.10 Ensuring that current copies of the USASA Bylaws and Policies are maintained in the office and published on the USASA website in a timely manner; and
- 12.7.11 Carrying out any other duties and responsibilities as may be assigned to him or her by the National Council, President or the Board.

12.8 Delegation of Authority

In case of the absence of any officer of USASA or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of USASA, for the time being or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

12.9 Resignations, Removal, Automatic Termination, Vacancies

12.9.1 Resignation

Any Officer may resign at any time by giving written notice to the President or Secretary of USASA. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

12.9.2 Removal

Any National Officer may be removed with or without cause at any time by resolution adopted by a majority of the Board and approval of the National Council. Any removal of Officers shall be simultaneously effective for their removal from their *ex officio* positions on the Board of Directors. Any other Officer or other agent may be removed by the Board of Directors whenever, in its judgment, the best interest of USASA shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

12.9.3 Automatic Removal

Any Officer, except the Executive Director, serving as a director *ex officio*, who is absent from two (2) consecutive regular or special meetings of the Board, shall automatically be removed as an Officer unless confined by illness or other absence excused by the majority of Board Directors present at the meeting. Unexcused meeting absences shall result in automatic termination as an Officer, which shall be effective as of the date of the third missed consecutive meeting.

12.10 Vacancies

Any vacancy that occurs among the Officers shall be filled by majority vote of the Board of Directors as soon as is practicable, for the unexpired term of his or her predecessor in office.

13 FISCAL PROVISIONS

13.1 Fiscal Year

The fiscal year of USASA shall be from January 1st to December 31st.

13.2 Budget

The Board of Directors shall ensure that a proposed budget is developed in a timely manner for the next fiscal year. The National Treasurer, Executive Director and Budget Committee, if any, shall develop the proposed budget for the Board of Directors consideration. The proposed budget shall be presented to the National Council for approval at its annual general meeting.

13.3 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of USASA outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or more than thirty percent (30%) of the value of all of the property and assets of USASA shall be authorized only upon receiving the vote of two-thirds of the National Council.

13.4 Contracts

The Board of Directors shall establish specific contracting authority that shall be specified in the USASA Policy Manual.

13.5 Loans

No loans shall be contracted on behalf of USASA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

13.6 Checks, Drafts and Other Orders for Payment

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of USASA, shall be signed by such officer or officers, agent or agents of USASA and in such manner as shall from time to time be determined by resolution of the Board. All directors shall have the right to inspect and copy any and all financial records of USASA.

13.7 Deposits

All funds of USASA not otherwise employed shall be deposited from time to time to the credit of USASA in such banks, trust companies or other depositories as the Board may select.

13.8 Gifts

The Board of Directors or the President may accept on behalf of USASA any contribution, gift, bequest or devise for the general purposes or for any special purpose of USASA. Any National Officer shall disclose any personal gift received while acting in their role as a National Officer and having a value of more than \$50. They may not accept any personal gift with value of more than \$200.

13.9 Investments

USASA shall have a written investment policy approved by the USASA National Council.

14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

14.1 Insurance

USASA shall have in effect at all times a directors and officers liability insurance policy.

14.2 Indemnification Permitted

To the fullest extent permitted by law, USASA shall have powers to indemnify any director, officer, committee member, former director or officer of USASA or any person who may have served at its request, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

14.3 Indemnification Not Exclusive

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement or a recommendation of the Board of Directors or otherwise.

14.4 Limitations on Indemnification

No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of USASA's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

15 CORPORATE LIMITATIONS

15.1 Distributions

USASA, being organized exclusively for charitable and educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

15.2 Prohibition Against Private Benefit and Inurement

No part of the net earnings of USASA shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that USASA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 – Corporate Purposes above.

15.3 Political Activity

No substantial part of the activities of USASA shall be to attempt to influence local, State or Federal legislation by propaganda or otherwise. USASA and its Directors (while acting in their role as a Directors) shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign activity on behalf of any candidate for public office. The USASA shall comply with existing and future regulations published by the Internal Revenue Service regarding limitations on political campaign and/or lobbying activities of 501(c)(3) non-profit organizations.

15.4 Other Prohibitions

USASA shall not carry on any other activities not permitted to be carried on:

- 15.4.1 Under the Act or other applicable law;
- 15.4.2 By a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- 15.4.3 By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

15.5 Dissolution

Upon dissolution of USASA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of USASA, dispose of all of the assets of USASA, exclusively for the purposes of USASA in such manner or to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of USASA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

16 MISCELLANEOUS

16.1 Fiduciary Duties

Directors, Officers and key employees are required to fulfill the following fiduciary duties to USASA:

16.1.1 Duty of Diligence

They ultimately hold full non-delegable responsibility for USASA's day-to-day actions and well-being. They are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns and other financial reports required under applicable laws are timely filed.

16.1.2 Duty of Loyalty

They must always act in the best interests of USASA. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, Directors and Officers involved in USASA. They shall comply at all times with USASA's Conflict of Interest Policy and shall refrain from making non-program loans, gifts or advances to any person, except as legally permitted.

16.1.3 Duty of Obedience

They are required to ensure that USASA's activities adhere and conform to the tax-exempt purposes set forth in USASA's purpose statement and to use the assets of USASA for the best financial interest of USASA's membership. They shall make decisions that are in the financial best interests of the organization and protect the financial wellbeing of USASA. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines and unnecessary taxes.

16.2 Confidentiality

USASA shall maintain a Confidentiality Policy that applies to all Directors, Regional Officers, Committee members and USASA staff. Such confidentiality is expected to be maintained at all times beginning with service to USASA. USASA may enforce this provision as it deems appropriate (including mediation and arbitration at its option). All Directors, Regional Officers,

Committee members and USASA staff must acknowledge annually and in writing that they have read and agree to be bound by the USASA Confidentiality Policy.

16.3 Rules of Order

To the extent not inconsistent with applicable law, meetings of the National Council, National Board of Directors and Regional Councils shall be conducted in accordance with the latest edition of Robert's Rules of Order.

16.4 Telephonic and Video Teleconference Options

Notwithstanding the above provisions, the Board of Directors, Regional Councils, Committees and Task Forces may meet and take actions via teleconference or video teleconference (VTC) without an in-person meeting provided that:

- 16.4.1 All members of the Board, Regional Council, Committee or Task Force attending the meeting can communicate with each other via the VTC technology;
- 16.4.2 A notice setting forth the proposed meeting agenda shall be emailed to all members entitled to receive notice of the Board, Regional Council, Committee or Task Force at least five (5) days before the date of the VTC;
- 16.4.3 The notice shall also include the information necessary for all the members of the Board, Regional Council, Committee or Task Force to participate (listen, see and speak) in the VTC;
- 16.4.4 All National Council members shall be provided the information necessary to watch, hear and briefly comment on agenda items via the VTC;
- 16.4.5 All votes on motions and resolutions shall be taken by a roll call vote unless the vote is unanimous; and
- 16.4.6 Participation in a VTC shall constitute attendance and presence in person at the meeting of the person or persons so participating.

16.5 Books and Records

USASA, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, National and Regional Councils and committees and shall keep a record of the names and addresses of all Board and committee members. All books and records of USASA may be inspected by a director, member of the National Council, Individual Member or his agent or attorney, at any reasonable time.

USASA shall have a records retention and destruction policy.

16.6 Corporate Acquisition, Consolidation, Merger or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger or other dissolution shall be adopted

unless approved by a vote of two-thirds of the Board of Directors and subject to approval of a majority of the National Council.

16.7 Conflict of Interest Policy

USASA shall maintain a Conflict-of-Interest Policy, which shall govern all actions and decisions by USASA's Board of Directors, Regional Officers, Committee members and USASA staff. All Directors, Regional Officers, Committee members and USASA staff must acknowledge that they have read and agree to be bound by the USASA Conflict of Interest Policy, declare any such conflict(s) and sign a conflicts declaration annually.

16.8 Dispute Resolution Policy

Grievances, disputes and appeals shall be governed by USASA Policies.

Provided, however, that with respect to breaches of confidentiality as addressed in Section 16.2, USASA may at its option protect its interests through injunctive and other judicial relief available through litigation.

16.9 Waiver or Reduction of Fees

USASA, being organized exclusively for charitable purposes under Illinois law, shall strive to make its charitable services and programs available to the appropriate general public without undue obstacles to access. It is the general policy of USASA that any fees or charges associated with the tax-exempt services and programs of USASA shall be waived or reduced in accordance with each recipient's ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of USASA's charitable services and programs.

16.10 Seal

USASA shall not maintain a corporate seal.

16.11 Inconsistencies with Articles of Incorporation

If any provision of these Bylaws is inconsistent with a provision of USASA's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

16.12 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

17 AMENDMENTS

Proposals to amend the Articles of Incorporation and these Bylaws may be made by any member of the Board of Directors or by any member of the National Council.

Proposals for amendments must be submitted in writing to the National Secretary at least ninety (90) days in advance of the Annual Meeting and shall identify the persons proposing the agreement. Notice of the proposed amendment (including the text of the proposed change and review from the Rules Committee) shall be given in writing to all Directors and Organization Members at least thirty (30) days in advance of the Annual Meeting and otherwise in accordance with Section 6.5. The specific duties of the Rules Committee in this instance shall be described in the USASA Policy Manual.

Amendments must be approved by a two-thirds vote of the National Council at an Annual Meeting.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected National Secretary of United States Adult Soccer Association, Inc., an Illinois not-for-profit corporation, hereby certifies that on September 25, 2021 the attached Bylaws were adopted by the official act of the USASA National Council and the same do constitute the Bylaws of USASA.

Date

National Secretary