



**WYOMING**

**S O C C E R**

**BYLAWS**

Restated March 8, 2020

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# BYLAWS – WYOMING SOCCER ASSOCIATION

## PART ONE – GENERAL

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### **Bylaw 101 – NAME**

The name of WSA shall be Wyoming Soccer Association (WSA).

### **Bylaw 102 – AFFILIATIONS**

1. The US Soccer Federation (Federation) articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of WSA and its members to the extent applicable under state law, and WSA and its members will abide by those articles, bylaws, policies and requirements.
2. Wyoming Soccer Association will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies and requirements.
3. WSA will allow the Federation to review the documents and procedures of WSA, on request of the Federation, not less than once every four years, to determine compliance with these bylaws.

### **Bylaw 103 – PURPOSE AND ORGANIZATION**

1. The purpose of Wyoming Soccer Association is to develop, promote and administer soccer in the State of Wyoming with and on behalf of the member leagues, clubs, teams, players, coaches, referees and administrators without regard to race, creed, religion, national origin, gender or physical ability.
2. WSA shall be affiliated with the United States Youth Soccer Association ("USYSA"), the United States Adult Soccer Association ("USASA"), the United States Soccer Federation ("USSF"), and the Federation Internationale de Football Association ("FIFA" and collectively with USYSA, USASA, and USSF, the "Governing Bodies"), and, subject to and in a manner consistent with the Articles of Incorporation, Bylaws, policies and procedures, and all other applicable requirements of each of the preceding, WSA shall develop, promote, and administer soccer in the State of Wyoming on behalf of member leagues, clubs, teams, players, coaches, referees, and administrators.

### **Bylaw 104 – SEASONAL YEAR**

The seasonal year for youth members shall follow the guidelines set forth by USYS and adult members shall follow the guidelines set forth by USASA.

### **Bylaw 105 – LOGO AND COLORS**

1. The logo of WSA shall have inscribed thereon the name of the Association and the word "Wyoming", and shall be in such a form as may be approved by the BOD, which shall have the power to alter it.
2. The representative colors of WSA shall be a combination of red, white, blue and grey.

## PART TWO – MEMBERSHIP

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### **Bylaw 201 – GENERAL**

1. All youth soccer clubs, adult soccer clubs, leagues and/or associations may apply for membership in WSA through the club affiliation policy as stated in the WSA Rules and Procedures.
2. WSA shall be made up of youth and adult soccer clubs, leagues, and associations along with their soccer players, coaches, trainers, managers, administrators, and officials who are not subject to Federation suspension, USSF Bylaw 241, Section 4.
3. Voting, affiliation and membership shall be without regard to any individual's race, creed, religion, national origin, gender, or physical ability.
4. Members of the WSA shall have the right to participate in all of the sponsored or sanctioned activities.



## **Bylaw 202 – MEMBER CATEGORIES**

1. There will be two classes of Members: Individual and Organizational.
  - 1.1. Individual
    - 1.1.1. Players and coaches wishing to participate in US Soccer Federation-sanctioned activities, who belong to WSA by registering with WSA Organizational Members.
  - 1.2. Organizational
    - 1.2.1. Organizations that register players and coaches, and who belong to WSA by completing an affiliation process.
    - 1.2.2. Organizations such as YMCA's or Park and Recreation Departments that wish to register teams to participate in select WSA sanctioned activities on a limited basis, or all players and coaches for in-house soccer programming. These organizations belong to WSA by completing an affiliation process.
    - 1.2.3. Organizations with voting rights shall have participation preference over non-voting organizations at WSA managed events.
  - 1.3. Association Rules and Policies
    - 1.3.1.1. Members as defined in 1.2.1. of this Article are voting members and are subject to all applicable WSA Bylaws, rules and policies.
    - 1.3.1.2. Members as defined in 1.1.1 and 1.2.2 of this Article are non-voting members and are subject to all applicable WSA Bylaws, rules and policies.
2. There will be two classes of Associates – Individual and Organizational
  - 2.1. Individual
    - 2.1.1. Individuals wishing to be associated with the WSA community and its available resources by way of providing contact information.
  - 2.2. Organizational
    - 2.2.1. Organizational friends of WSA wishing to be associated with and be a part of the WSA community through sponsorships, business arrangements, and other mutually beneficial relationships.
  - 2.3. Association Rules and Policies
    - 2.3.1. Individual and Organizational Associates are considered non-members and as such are not subject to WSA Bylaws, rules and policies
3. Organizational Member responsibilities and voting rights
  - 3.1. Organizational Members must register all players and coaches with WSA.
  - 3.2. Application for Organizational Membership must be made in writing to the WSA office via the affiliation policy as stated in the WSA Rules and Procedures.
  - 3.3. Only Organizational Members as defined in 1.2.1 have voting privileges.
  - 3.4. Each Organizational Member shall be entitled to one (1) vote.
  - 3.5. Voting shall be restricted to those Organizational Members which registered players during the current season. Each Organizational Member must be in good standing and an active, paid member of WSA to vote on matters that come before the members.
  - 3.6. The President of each Organizational Member will be allowed to vote at the AGM and at other times when a vote of the membership is called. Each member of the BOD of WSA will be given one vote.
  - 3.7. Voting by proxy shall be allowed. Those wishing to vote by proxy must notify WSA Secretary of their intent to vote as such giving the name of the person holding the proxy vote(s) prior to the start of the meeting.
  - 3.8. All matters requiring a vote at the AGM with the exception of these Bylaws shall be approved by majority vote of eligible members present at the meeting.
  - 3.9. The BOD shall annually recommend to the membership the procedures, rules and policies for Organizational Members for ratification at the AGM.

## **Bylaw 203 – AFFILIATES IN GOOD STANDING**

1. Members in good standing are those that have made timely and full payment of the yearly affiliation fee and have completed all affiliation/affiliation renewal requirements.
2. Each Member will allow WSA to review its bylaws and rules and procedures, on request of WSA, not less than once every two years, to determine compliance with these Bylaws.
3. Each Member shall retain its autonomy, but will adhere to the Bylaws and Rules and Procedures of WSA and will always act in a manner to protect the interests of the WSA.
4. Each Member shall:
  - 4.1. Annually register with WSA its players, coaches, administrators and any adult whose duties put them in direct contact with youth players.
  - 4.2. Pay in a timely manner (within 60 days of invoicing) all fees and dues of the Association.

- 4.3. Comply with requirements pertaining to state, regional interstate, national, and international competition and other competitions approved and sponsored by WSA, USYS, USASA and as required by the Federation.

#### **Bylaw 204 – REMOVAL OF A MEMBER**

1. Should the BOD find the conduct of any member, whether player, parent, coach, assistant coach, official or other, detrimental to the best interests of Wyoming Soccer Association or to the purpose for which Wyoming Soccer Association has been formed or to the interest of soccer, the BOD may take such action, after providing due process, as the BOD may deem reasonable, applicable and appropriate, including but not limited to suspension or removal from Wyoming Soccer Association.
2. Such action shall require the vote of a two-thirds (2/3) majority of the BOD.

#### **Bylaw 205 – SUSPENSION BECAUSE OF LITIGATION**

1. Any member participating in a WSA program, or in a program of an Affiliate of WSA, that becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the welfare of youth players, shall be suspended from all soccer-related activities.
2. The BOD shall determine suspensions under this Bylaw. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies.
3. The member has a right to appeal to the Board the suspension only over whether the matter, which is the substance of the accusation, if true, is detrimental to the welfare of youth players.
4. On completion of the litigation, the suspended member may inform the BOD that the litigation has been completed and request that the suspension be terminated and the member reinstated. The Board may grant the request of the member or, if the decision of the litigation was adverse to the member, may continue the suspension for a period specified by the Board, fine the member, terminate all membership of the member with WSA and its Affiliates, or any combination of those authorized penalties.
5. The Board may impose or continue penalties under other applicable Bylaws not a part of the litigation.

## **PART THREE – ORGANIZATION**

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#### **Bylaw 301 – VOTING MEMBERS OF THE BOD**

1. Each individual member of the BOD shall be entitled to one (1) vote.
2. Voting by proxy shall be allowed. The member issuing the proxy must give such proxy to the Secretary. Only voting members, in good standing, are entitled voting privileges.

#### **Bylaw 302 – DISTRICTS**

1. The BOD shall establish the district boundaries, shall create new districts, and shall apportion or reapportion the districts as the need arises, which shall be determined by the BOD. Current district boundaries shall be attached to these Bylaws as Exhibit A.
2. District Designations:
  - 2.1. District 1 - Northeast District
  - 2.2. District 2 - Northwest District
  - 2.3. District 3 - Southwest District
  - 2.4. District 4 - Central District
  - 2.5. District 5 - Southeast District
3. Additional clubs, leagues, or associations that affiliate with WSA will be placed within existing districts per the boundaries shown by exhibit A.

#### **Bylaw 303 – DISTRICT ELECTIONS**

1. One District Representative (DR) shall be elected by the voting members within each District, to serve for a period of two (2) years and to act as liaison between the BOD and the District being represented.
  - 1.1. Even-numbered Districts elect the DR in even-numbered years.
  - 1.2. Odd-numbered Districts elect the DR in odd-numbered years.
2. Voting members within a District can determine how its membership votes for its District Representative.
3. During election years, each applicable District, within forty-five (45) days of the WSA AGM of that year, shall complete an election of the District Representative. Election process and voting results will be submitted to the WSA Secretary for the official record. The newly elected representative of each District shall assume office immediately following the WSA AGM of that year.

4. The president or approved designee of each voting member league, or association in a District shall cast his/her vote according to the majority vote of that president's or approved designee's club, league, or association.



**Bylaw 304 – DISTRICT REPRESENTATIVES**

1. A District Representative shall represent his/her respective District and shall administer and have direct authority over such District as provided in these Bylaws.
2. A District Representative may designate, by written proxy, a representative to represent him/her at the meetings of the BOD or the AGM in the event of their absence.

**Bylaw 305 – DUTIES OF DISTRICT REPRESENTATIVES**

1. Be familiar with, and make available to the clubs within his/her District, the Bylaws and the Rules and Procedures for all programs of WSA.
2. Be knowledgeable of the insurance programs provided by WSA for the benefit of its affiliated members.
3. When there is doubt or uncertainty regarding any program or benefit, guidance shall be obtained from the Executive Director, or if none, the President of WSA,
4. Submit a written report to the BOD regarding all activities within his/her district. This report shall be submitted no fewer than ten (10) days prior to each scheduled board meeting.
5. Attend each WSA meeting of the BOD and each AGM.
6. Serve as an advisor to the affiliated clubs and assist in the interpretation of WSA Bylaws and Rules and Procedures.
7. As often as possible, attend the meetings of each voting member, specifically when invited.
8. Keep a complete and accurate record of the activities of the position, which shall be deemed part of the official records of WSA, tender all such documents and records to the successor District Representative upon the election of such successor, and assist the successor in assuming the duties of the office.
9. Submit to the Secretary, to be kept in the official records of WSA, a true and correct copy of all documents relating to the activities of the District Representative.

**Bylaw 306 – REMOVAL OF DISTRICT REPRESENTATIVE(S)**

1. District Representatives may be removed for reasonable cause and by due process, by a two-thirds (2/3) vote of the clubs, leagues and/or associations within his/her district.
2. Any District Representative may be removed for, among other things, non-performance of duties, violation of these Bylaws, illegal activity, acting in any manner detrimental to WSA or using his/her position for personal gain.
3. At any time the Executive Committee may request a letter of resignation to avoid any further action. The representative may request a Judicial Committee hearing instead of agreeing to submit a letter of resignation.
4. Any District Representative may resign at any time by giving written notice to WSA President or Secretary. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Bylaw 307 – VACANCIES**

1. When a District Representative's position is declared vacant, the position shall be filled as provided in Bylaw 411.2 herein.
2. Voting Members of a District may request a hearing regarding possible removal of their District Representative at any time.
3. A District Representative may be removed by two-thirds (2/3) vote of the affiliated clubs of the District. An affiliated club, when voting for removal, unless otherwise provided in these Bylaws, shall vote in the same manner and with the same weight as for election of a District Representative as set forth in Bylaw 303.4

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**PART FOUR – OFFICERS AND THE BOD**

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**Bylaw 401 – AUTHORITY**

Subject to the limitation of these Bylaws and the laws of the state of Wyoming, all corporate powers shall be exercised by or under authority of a BOD who shall control the business and affairs of WSA.

**Bylaw 402 – OFFICERS**

Unless provided herein or by amendment of these Bylaws, the Officers of WSA shall be the President, Vice-President, Secretary, and Treasurer, one (1) Member-At-Large, one (1) District Representative representing one (1) of the Districts, and the State Youth Referee Administrator (SYRA)/State Referee Administrator (SRA) (one person).

### **Bylaw 403 – SUBORDINATE OFFICERS**

The BOD may appoint such other officers to designated appointed positions, as the business of WSA may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the BOD may from time to time determine.

### **Bylaw 404 – MEETINGS**

1. ANNUAL GENERAL MEETING (AGM)
  - 1.1. The Annual General Meeting (AGM) of WSA shall be held each seasonal year no earlier than February 1 and no later than April 15th.
  - 1.2. The order of business at the AGM shall be:
    - Roll Call
    - Credentials
    - Approval of Minutes
    - Reports from Officers and Standing Committees
    - Ratification of Board Action
    - Unfinished Business
    - Consideration of Proposed Amendments of Bylaws
    - Election of Officers and Directors
    - New Business
    - Adjournment
  - 1.3. Officers and other duly designated representatives of Voting Members shall be considered as voting delegates to the AGM and may speak at the annual general meeting. Credentials must be presented to the WSA Secretary prior to the delegates being seated at the AGM. A Voting Member may have one delegate per vote.
  - 1.4. A quorum shall consist of fifty-one (51%) percent of the attending voting members in WSA.
  - 1.5. The Voting Members (as defined in bylaw 202) present at duly held meetings at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, provided however that any action taken (other than adjournment) must be approved by at least a majority of the Voting Member as defined in 1.4.
  - 1.6. Voting Members of record, in good standing, may grant a written proxy to any other Non-Voting Member. All proxies must be submitted to the WSA Secretary five (5) days before the AGM, on original club letterhead and signed by the President of the Voting Member granting the proxy.
2. MEETINGS OF THE BOD
  - 2.1. A minimum of three (3) regular BOD' Meetings shall be held each seasonal year.
  - 2.2. Unless otherwise provided in these Bylaws, a quorum shall be necessary for meetings and for voting. Fifty-one percent (51%) of the total filled BOD positions shall comprise a quorum.
  - 2.3. Items of Business: Items of business for consideration by the BOD shall be submitted to their District Rep then the state office by a Voting Member of WSA or by a member of the BOD no later than 30 days prior to the meeting. An agenda shall be delivered to the members of the BOD by the Executive Director no later than twenty-five (25) days prior to the meeting. Other items of business may be considered and acted upon by the BOD, with a concurrence of a two-thirds majority of the Directors present at the meeting
3. Any action of a majority of those voting members present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act, unless otherwise provided in these Bylaws.
4. The parliamentary authority at all WSA meeting shall be "Roberts Rules of Order" the latest revision available, including exceptions for small organizations.
5. At least thirty (30) days prior to any BOD meeting written notice of the time and place of such meeting shall be delivered personally to the Officers or mailed/emailed to each Officer's address as it is shown upon the records of WSA.
6. Board meetings may be held by telephone and/or electronically.

### **Bylaw 405 – SPECIAL MEETINGS**

1. The President of the BOD may call special meetings of the BOD for any purpose or purposes at any time or if the President is absent, refuses to act, or if there is no President, one-third (1/3) of the Officers may call a special meeting. Officers may attend telephonically.
2. Special meetings of the board may also be held by teleconference within seventy-two (72) hours of written or verbal notice to the Officers. Any business may be transacted provided a quorum is participating.
3. Written notice of the time and place of special meetings shall be hand delivered, mailed or delivered by electronic means to each Officer, addressed to the address as shown in the records of WSA, or if not available, at the place where the meetings of the Officers are usually held.

4. If notice is mailed it shall be by US Mail from the principal office of WSA at least forty-eight (48) hours prior to the time of the meeting's start, or so it shall be delivered at least twenty-four (24) hours prior to the time of the meeting's start; mail or delivery, as above provided, shall be due, legal, and personal notice to each Officers.
5. Special meetings of the Board may also be held by teleconference within seventy-two (72) hours of written or verbal notice to the BOD. Any business may be transacted provided a quorum is participating.

**Bylaw 406 – WAIVER OF NOTICE**

When all of the Officers are present at any Directors' meeting, however called, who sign or orally give consent to in the records of such meeting; or, if a majority of the Officers are present, and if those not present sign a waiver of notice of such meeting, whether prior to or after such meeting, said waiver shall be filed with the Secretary of WSA, the transactions thereof are as valid as if a meeting had been regularly called.

**Bylaw 407 – OFFICERS ACTING BY UNANIMOUS CONSENT**

Any action required or permitted by the BOD may be taken without a meeting and with the same force and effect as a unanimous vote of the Officers, if all members of the Board shall individually or collectively consent in writing to such action. Such consent shall be signed and filed with the regular minutes of the Board. Any certificate or document relating to an action so taken shall state that it was taken by the unanimous written consent of the BOD without a meeting and that the Bylaws of WSA authorize the Officers to so act.

**Bylaw 408 – ELECTION AND TENURE OF OFFICERS**

1. Except as stated in item five (5) of this bylaw, the Officers shall be elected by ballot, following nomination by the Associate Membership of WSA. This election will take place at the AGM. Voting will be by paper ballot; a verbal vote will be used when a candidate is running unopposed.
2. No District Representative may serve more than four (4) consecutive years. This does not prohibit a Board member from serving as an officer after having served as a representative for four (4) years, nor does it prohibit an officer from serving as a representative after serving four (4) years as an officer.
3. Officers are to serve for two (2) years and until their successors are elected and have qualified. Their term of office shall begin immediately at the adjournment of the meeting.
4. The following Officers of the BOD shall be elected at the AGM for a two-year term:
  - 4.1. President - elected in even-numbered years
  - 4.2. Vice President - elected in odd-numbered years
  - 4.3. Secretary - elected in even-numbered years
  - 4.4. Treasurer - elected in odd-numbered years
5. The following Officers of the BOD shall be appointed by the President, at the AGM, for a two-year term:
  - 5.1. SYRA/SRA as the representative of the SRC – in even-numbered years
  - 5.2. Member at Large – in odd-numbered years

**Bylaw 409 – PLACE OF MEETINGS**

1. Meetings of the BOD shall be held within the boundaries of Wyoming and at the place designated for the purpose, from time to time, by resolution of the BOD. Any meeting shall be valid, wherever held in the state, if held by written consent of all members of the BOD, given either before or after the meeting and filed with the Secretary of WSA.
2. Officers may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meetings can clearly hear every other participant.

**Bylaw 410 – REMOVAL OF OFFICER(S) AND DISTRICT REPRESENTATIVE(S)**

1. The entire BOD, any Officer, the Member-at-Large or District Representative(s) may be removed for reasonable cause and by due process, by a two-thirds (2/3) vote of the Officers in office at the time, at any regular or special meeting of the board.
2. Any Officer, the Member-at-Large or District Representative may be removed for excessive absences from regularly scheduled meetings. Two consecutive unexcused board meetings absent or a total of four per year will be grounds for removal from the board.
3. Any Officer, the Member-at-Large or District Representative may be removed for, among other things, non-performance of duties, violation of these Bylaws, illegal activity, acting in any manner detrimental to WSA or using his/her position for personal gain.
4. The Executive Committee may review the possible removal of any Officer, the Member-at-Large or District Representative. At their recommendation the matter may be submitted to the Judicial Committee to conduct a hearing and submit a report to the Executive Committee with their findings and recommendation. In the case of a District Representative the Executive Committee can refer it to the District for review and action in lieu of the WSA Judicial Committee.

5. At any time the Executive Committee may request a letter of resignation to avoid any further action. The board member may request a Judicial Committee hearing instead of agreeing to submit a letter of resignation.
6. Any Officer may resign at any time by giving written notice to the BOD, to the President, or to the Secretary of WSA. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Bylaw 411 – VACANCIES**

1. Vacancies in the BOD, except for the Member-at-Large and District Representatives, may be filled by a majority vote of the remaining Officers, and each Officer so elected shall serve out the remainder of the term of office.
2. When a District Representative is declared vacant, the BOD shall call for an election by the respective District of a new District Representative within a period of sixty days (60) of said declaration. If such election is not held by the District in which the vacancy occurs, the BOD shall appoint a District Representative from that district. The newly elected or appointed District Representative shall serve out the remainder of office of the representative who has left or has been removed from that office.
3. A vacancy(ies) shall be deemed to exist in the case of, among other things, death, resignation, removal or disqualification of an Officer.
4. If the BOD accepts the resignation of an Officer tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation shall become effective.
5. No reduction of the number of Officers shall have the effect of removing any Officer prior to the expiration of his/her term of office.

#### **Bylaw 412-CONFLICTS OF INTEREST/CONFIDENTIALITY AGREEMENT**

1. All WSA Officers, BOD members, staff, committee members, and others as requested by the WSA BOD shall complete and update, as necessary, a conflict of interest statement and confidentiality agreement annually.
2. Whenever an aforementioned individual has a financial or personal interest in any matter coming before the BOD, the affected person shall:
  - 2.1 Fully disclose the nature of the interest.
  - 2.2 Withdraw from discussion, lobbying, and voting on the matter.
3. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers determine that it is in the best interest of WSA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
4. Any vote which, within thirty (30) days' time is determined by the BOD to have violated Bylaw 412, may be considered for disqualification, with possible reversal of a decision, at the discretion of the BOD.

#### **Bylaw 413 – REIMBURSEMENT**

Officers of the BOD shall serve without compensation with the exception that expenses incurred in the furtherance of WSA business which are allowed to be reimbursed in the manner stated in the WSA Financial Policies and Procedures.

#### **Bylaw 414 – RESPONSIBILITIES OF OFFICERS**

1. **PRESIDENT**
  - 1.1. Be the Chairman of the BOD and serve as the general representative of WSA in all matters.
  - 1.2. Preside at all meetings of the members and of the BOD.
  - 1.3. Be familiar with the Bylaws, Rules and Procedures of WSA, USYS, USASA and the USSF.
  - 1.4. Sign all bonds, deeds, mortgages, leases and contracts of WSA or delegate an appropriate individual to do so.
  - 1.5. Serve as the liaison between USYS, USASA, the USSF and WSA.
  - 1.6. Establish committees and appoint committee chairs of WSA. No later than forty-five (45) days following the appointment, a committee chairperson shall submit in writing the names, addresses, phone numbers and affiliation of proposed committee members.
  - 1.7. Maintain the right to remove committee chairs and members at any time at his/her sole discretion.
  - 1.8. Be an ex-officio member of all committees of WSA.
  - 1.9. May not be an officer, director or paid staff member of a member.
  - 1.10. Must be a resident of the State of Wyoming.
2. **VICE-PRESIDENT**

- 2.1. In the absence or disability of the President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President.
  - 2.2. Be head of the Judiciary/Disciplinary committee and shall have such other powers and perform such other duties as may be prescribed by the BOD or these Bylaws.
  - 2.3. Keep complete and accurate documentation of all the activities of the Vice-President, which shall be deemed a part of the official records of WSA, and shall tender all such documents and records to his/her successor immediately following the next election.
  - 2.4. Submit to the Secretary, to be kept in the official records of WSA, a true and correct copy of all documentation relating to his/her activities.
  - 2.5. May not be an officer, director or paid staff member of a member.
  - 2.6. Must be a resident of the State of Wyoming.
3. SECRETARY
- 3.1. Keep an accurate record of all meetings, distribute draft minutes within one (1) week of the completion of meetings and be responsible for the distribution of the Bylaws and Rules and Regulations to all WSA Board members.
  - 3.2. Keep, or cause to be kept, a book of minutes at the principal office of WSA or such other place as the BOD may order, of all meetings and the directors and members of WSA, with the time and place of holding, (whether regular or special, and if special, how authorized), notice thereof, the names of those present at all meetings, and proceedings thereof.
  - 3.3. Give, or cause to be given, notice of all the meetings of the members of WSA, and of the BOD, required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the BOD or by these Bylaws.
  - 3.4. Keep, or cause to be kept a book or books containing true and correct copies of all documentation submitted to the Secretary by each of the designated Officers in this Bylaw 414, as required by these Bylaws to be kept with the official records of WSA, and shall maintain and keep said official records in a current and up-to-date status at all times.
  - 3.5. Tender all such documents and records to his/her successor immediately following the next election.
  - 3.6. Must be a resident of the State of Wyoming.
4. TREASURER
- 4.1. Be responsible for all bookkeeping procedures and accounting of the Association or, with proper oversight, designate some or all of those duties to the WSA State Office.
  - 4.2. Review all bookkeeping procedures and accounting of WSA. This review will include the oversight of adequate and correct accounts of the properties and business transactions of WSA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and any other accounts. The books or accounts shall be at all reasonable times open to inspection by any Officer.
  - 4.3. Be an authorized signatory on all accounts held by WSA and shall render to the President and BOD, whenever they request it, an account of all transactions as Treasurer or all transactions by the WSA State Office, and of the financial condition of WSA, and shall have such other powers and perform such other duties as may be described by the BOD or these Bylaws.
  - 4.4. Submit an initial budget for approval at the AGM and final budget sixty (60) days prior to the start of the seasonal year.
  - 4.5. Assume responsibility of all accounting procedures of WSA except in the event that those duties are assigned by the BOD to staff in the state office.
  - 4.6. The Secretary and Treasurer may be the same person and will only have one (1) vote.
  - 4.7. Must be a resident of the State of Wyoming.
5. MEMBER-AT-LARGE - other duties
- 5.1. The Member-At-Large shall attend all BOD meetings and the AGM.
  - 5.2. The Member-at-Large may serve as a committee chair or committee member. He/she may be removed from office in the same method and manner as provided for removal of District Representatives in Bylaw 410.

## **PART FIVE – COMMITTEES**

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1. In order to administer and manage programs of WSA and when necessary from time to time, the President shall establish additional committees and appoint a chairperson to such. Committees will consist of the number of members and with the powers the President may designate consistent with these Bylaws and the general corporation laws of the state of Wyoming.
2. The President shall appoint Standing Committees as described in these Bylaws and others as deemed appropriate by the WSA BOD.
3. Standing Committees' chairs and members shall be appointed yearly, at the AGM.
4. Committee membership shall be derived from more than one District and consist of no fewer than three (3) members. Associate Members of WSA may also be appointed to any committee.
5. All committees operate at the pleasure of the BOD.

## **Bylaw 502 – COMMITTEES**

### **1. Bylaws and Policy Committee**

- 1.1. Responsible for reviewing properly submitted bylaw & policy changes.
- 1.2. Shall be prepared to discuss changes at meetings of WSA.
- 1.3. Shall ensure that all policies and procedures are consistent with USYS, USASA and USSF.
- 1.4. This is a standing committee.

### **2. Executive Committee**

- 2.1. Shall consist of the Officers of WSA and any other members as appointed by the President.
- 2.2. Shall review performance of the CEO and recommend compensation adjustments as appropriate.
- 2.3. All actions and decisions by the Executive Committee are subject to review and approval or rejection by the voting members at the next scheduled BOD meeting or AGM.
- 2.4. This is a standing committee.

### **3. Judiciary Committee /Disciplinary Committee**

- 3.1. Vice President of WSA shall serve as chair.
- 3.2. Shall enforce the Bylaws, Rules & Procedures of WSA and impose appropriate penalties for violations of such.
- 3.3. This is an ad hoc committee.

### **4. Protest & Appeals Committee**

- 4.1. Shall hear and determine all appeals and protests pertaining to the Bylaws, Rules & Procedures of WSA
- 4.2. This is an ad hoc committee.

### **5. State Referee Committee**

- 5.1. SRA/SYRA shall serve as Chair.
- 5.2. Shall be responsible for referee development to include but not limited to recruitment, instruction, assessment, assignment, administration and to permit the state to offer referee education experiences which will benefit the referee and the state programs.
- 5.3. Shall, as needed, nominate candidates for the State Director of Assessors, State Director of Instruction, and State Assignor all of whom shall become members of this committee after approval of the BOD.
- 5.4. This is a standing committee.

### **6. Risk Management Committee**

- 6.1. Shall be responsible for developing and maintaining a Risk Management policy and for making recommendations to WSA BOD with regard to matters of the risk to WSA and its members.
- 6.2. This is a standing committee.

### **7. Membership Committee**

- 7.1. Review applications from prospective new Voting Members.
- 7.2. Recommend to the BOD whether or not to accept a new entity as a Voting Member
- 7.3. Periodically review existing Voting Members documents and determine that they are in good standing.
- 7.4. Solicit, promote and help create new soccer clubs.
- 7.5. This is a standing committee.

### **8. Financial Oversight Committee**

- 8.1. Treasurer of WSA shall serve as chair.
- 8.2. Will meet at least 30 days prior to the AGM to review initial budget for approval at AGM

- 8.3. Review and make recommendations regarding the financial policies and procedures.
- 8.4. This is a standing committee.

**9. Nominating Committee**

- 9.1. Prior to the first quarter meeting, the board shall appoint a nominating committee.
- 9.2. Shall put forth all nominees to the board, ensuring there is at least one nominee in each of the positions open for election at the AGM.
- 9.3. This is a standing committee.

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## **PART SIX – ADMINISTRATIVE**

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**Bylaw 601 – STAFFING**

1. Executive Director: WSA shall have an Executive Director. The director shall be appointed by the President, subject to the approval of the BOD. The ED shall serve as the Chief Executive Officer of WSA with the authority to oversee the operations, management, and programs of WSA. The duties of the Executive Director will be developed, and approved by the BOD. A current list of duties will be a part of the records of WSA and available for review on request.
2. Director of Coaching: the duties of a Director of Coaching will be developed, to meet the needs of WSA. A current list of duties shall be a part of the records of WSA and available for review on request. This article does not mandate hiring a Director of Coaching by WSA. In the event WSA does not have a Director of Coaching, such duties shall be assigned through the office of the Executive Director.
3. State Youth Referee Administrator (SYRA) same as State Referee Administrator (SRA): the SRA, as a designee of the USSF Referee Committee and the President, shall serve as liaison between WSA and the USSF referees registered in its territory and shall perform those duties as specified in the manual of the National Referee Program. In addition, the SRA shall serve on the Referee Committee. The SRA shall keep copies of all documents that shall be deemed a part of the official records of WSA, and shall tender all such documents and records to his/her successor immediately following their appointment.

**Bylaw 602 – RISK MANAGEMENT**

1. WSA shall adopt rules and procedures to restrict or exclude from participation in its programs and sanctioned activities of its Affiliates any adult who will be responsible for the supervision, care and guidance of a minor.
2. These rules and procedures will comply with the laws and statutes of the state of Wyoming and the Federal Fair Labor Standards Act (FLSA), and will be applied to an adult who has been:
  - 2.1. Convicted of a crime(s) of violence.
  - 2.2. Convicted of a crime against a person or child.
  - 2.3. Convicted of a felony.
  - 2.4. Convicted of a drug offense, whether a misdemeanor or felony, a DUI/DWI and/or a MIP.
3. Such rules and procedures will be periodically reviewed and updated and will be used to guide authorized persons in making risk management decisions.
4. Every WSA affiliated club or program will adhere to these Risk Management rules and procedures as approved by the WSA BOD.

**Bylaw 603 – DISSOLUTION**

1. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or educational youth sports programs whose mission is similar to WSA and has established its tax exempt status under section 501C (3) of the Internal Revenue Code.

**Bylaw 604 – ASSOCIATION’S RECORDS AND REPORTS**

1. WSA shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Wyoming, as determined by the BOD from time to time.
2. WSA takes seriously its obligation to preserve information relating to litigation, finances, audit and any investigations and shall adopt policies regarding the retention of documents and records that will meet criteria that complies with federal and state law.
3. All books and records shall be open to inspection for the Officers and members of WSA, from time to time, for any proper purpose at any reasonable time.

4. The original or a duplicate of these Bylaws, as amended or otherwise altered to date and certified by the Secretary, shall be open to inspection by the members of WSA, for any proper purpose at any reasonable time.
5. All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to WSA, shall be signed or endorsed by such person(s) and in such manner as shall be determined from time to time by resolution of the BOD.
6. The BOD, unless otherwise provided in these Bylaws, may authorize the executive director, Officer(s) and or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of WSA. Such authority may be general or confined to specific instances. Unless so authorized by the BOD, no Officer, agent or employee shall have any power or authority to bind WSA by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.
7. The BOD shall cause an annual report on the activities of WSA and the most current annual financial statements to be presented to the members of WSA at the Annual General Meeting. This annual report shall be made available electronically and shall become a part of the permanent records of the business of WSA.

#### **Bylaw 605 – FISCAL PROCEDURES**

1. The fiscal year shall begin September 1.
2. WSA shall maintain its 501(3) C tax-exempt status under the Internal Revenue Service Code.

#### **Bylaw 606 – INDEMNIFICATION**

1. WSA shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of WSA, against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, a party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation that is compromised or settled, including amounts paid in settlement, if WSA approves the settlement as provided in Item 2 of this bylaw. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of WSA. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of WSA.
2. Any amount payable as indemnification under this bylaw may be paid by WSA on a determination by the BOD, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for under Item 1 of this bylaw. If no such disinterested board members are available, the required determination shall be made by a majority vote at a meeting of the Executive Committee.
3. Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by WSA in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under Item 2 of this bylaw that that person is not entitled to indemnification under this bylaw.
4. The BOD may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

#### **Bylaw 607 – DISCLAIMER**

WSA shall not assume, nor be liable for, the debts or financial responsibilities, implied or incurred, of any player, coach, manager, team assistant, trainer, member official, or referee from a member, team, affiliate or other organization.

#### **Bylaw 608 – LIABILITY**

All individuals occupying offices and positions in WSA and officials of Affiliates and their teams shall be insured by WSA against personal liability claims for performing acts and duties directly related to the work of WSA.

## **PART SEVEN – GRIEVANCES, DISPUTES, APPEALS, DISCIPLINE**

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#### **Bylaw 701 – GENERAL**

1. WSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and



compete in activities sponsored by the Federation and WSA and its Affiliates may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

2. Only violations of the Bylaws and Rules and Procedures of WSA or misapplication of the "Laws of the Game" shall be considered for the Protest and Appeals process.

#### **Bylaw 702 – AFFILIATE REQUIREMENTS**

1. Each Member shall hear initial complaints arising out of activities of the Member.
2. Each Member shall have hearing and appeals provisions in its bylaws, rules, or other document that clearly state the procedures under which complaints will be heard and any right to appeal within the Member or to WSA. A Member is not required to provide a right to appeal within the Member. Those procedures must be in writing and distributed to its membership prior to the commencement of the regular seasonal competition and must include the notification of the right to appeal to WSA.
3. If a Member does not have those procedures required by item 2 of this bylaw, the provisions of this part and requirements prescribed by the BOD will apply. Any procedures prescribed by a Member must contain at least the applicable provisions of this item 3.

#### **Bylaw 703 – COMPOSITION OF DECISION MAKING AUTHORITY**

1. Any committee or other authority hearing, considering an appeal, or deciding a matter shall:
  - 1.1. Be composed of people who have no conflict of interest in the matter being heard.
  - 1.2. Not include any person who has adjudicated the matter at any other level.
  - 1.3. Be composed of at least 3 individuals, 5 individuals is preferred.

#### **Bylaw 704 – WSA HEARING REQUIREMENTS**

1. A complaint must be filed in writing and will include the nature and specifics of the complaint, a listing of the rule(s), procedure(s), and/or requirement(s) that have been violated, a statement of the desired resolution, and the required filing fee.
2. The filing fee, if any, for a complaint or an appeal filed with an Affiliate shall be determined by the Affiliate. The fee for a complaint or appeal filed with WSA shall be determined by the Board of Directors. Any filing fee filed with WSA is non-refundable, regardless of the outcome.
3. In all hearings conducted under these Bylaws, all parties shall be:
  - 3.1. Given notice, in writing, of the specific charges or alleged violations and possible consequences if found to be true along with reasonable time between the receipt of the notice of charges and the hearing within which to prepare a defense.
  - 3.2. The right to have the hearing conducted at a time and place that makes it practical for the person charged to attend.
  - 3.3. A hearing before a disinterested and impartial body of fact-finders.
  - 3.4. The right to be assisted in the presentation of one's case at the hearing.
  - 3.5. The right to call witnesses and present oral and written evidence and argument.
  - 3.6. The right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing.
  - 3.7. The right to have an audio and/or video record made of the hearing.
  - 3.8. A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion.
  - 3.9. Notice of any substantive and material action of the hearing panel in the course of the proceedings and equality concerning communications;
4. No communication is permitted between a party and any person involved in making a decision or procedural determination except to provide explanations involving procedures to be followed.
5. All hearings shall be scheduled to be held within 30 days from the date of proper filing.

#### **Bylaw 705 – APPEALS PROCEDURES**

1. There shall be two levels of appeal within WSA, First shall be to the Protest & Appeals Committee. Second shall be to the WSA BOD. The decision of the WSA Board of Directors is the final decision of WSA.
2. The Appeals Committee shall hear and determine appeals from decisions rendered by members relating to activities of the members and appeals from decisions of individuals, committees, or other groups having responsibility for administering an activity conducted or sponsored by WSA. The Appeals Committee has the power to call for the production of any documents and evidence the Appeals Committee may require.
3. All parties will be notified in writing of the timeline and procedure for the preparation and exchange of documentation.

4. Any complaint that is a grievance involving the right to participate and compete in activities sponsored by the Federation, WSA, and members of WSA, may be appealed to the Federation Appeals Committee, as provided and to the extent provided by the Federation Bylaws and Policies.

#### **Bylaw 706 – EXHAUSTION OF REMEDIES**

1. No member of WSA, official, league, club, team, player, coach, administrator, or referee may invoke the aid of the courts of the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations, and as provided within WSA.
2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to WSA for all expenses incurred by WSA and its officers and members of the BOD in defending each court action, including court costs, attorney's fees and reasonable compensation for time spent by WSA officials and employees or by officials and employees of the Member in responding to and defending against allegations in the action, including responses to discovery and court appearances, travel expenses, and expenses for holding special meetings necessitated by court action.

#### **Bylaw 707 – PENALTY CODE**

1. A Penalty Code shall apply to all competitions that fall within the jurisdiction of WSA as well as all WSA Programs, including but not limited to WSA ODP and WSA 307 training sessions, sub-regional events, competitions, Region IV ODP camp, tournaments or other events offered to any WSA Program pool, team or player.
2. All member leagues, clubs, associations and teams shall adopt and maintain a Penalty Code equivalent to the code as maintained in the WSA Rules and Procedures and as revised from time to time as recommended by the Judiciary Committee, as a condition of membership. Leagues, clubs, associations and teams can develop their own or include in their Bylaws their adherence to the WSA Penalty Code as maintained in the WSA Rules and Procedures.
3. The WSA Judiciary Committee/ Disciplinary Committee shall have sole responsibility for administration of this bylaw. This includes but is not limited to review and approval of district, league, and/or club codes designed to meet the requirements under this bylaw and will preside as the WSA Disciplinary Committee. The Judicial Committee authority is specifically excluded from participation in specific actions of the Protest and Appeals Committee.

## **PART EIGHT – AMENDMENTS TO BYLAWS**

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#### **Bylaw 801 – PROPOSING AND MAKING AMENDMENTS**

1. Proposed amendments to these Bylaws shall be submitted in writing to WSA Secretary no later than sixty days (60) prior to the AGM.
2. The Secretary shall circulate notice of the proposed changes to voting members no later than thirty days (30) prior to the AGM.
3. These Bylaws may be amended at the AGM whenever two-thirds (2/3) of the attending voting members of WSA, as provided in Bylaw 202, ratify by vote the proposed amendments.
4. Amendments shall be effective upon ratification unless otherwise stated.
5. WSA will provide annually to the Federation copies of WSA's mission statement, bylaws, and other governing documents and submit changes to those documents to the Federation for approval not later than ninety (90) days after adoption
6. Copies of WSA's Bylaws and Rules and Procedures will be made available to its members.

#### **Bylaw 802 – RECORD OF AMENDMENTS**

Whenever an amendment to these Bylaws is adopted, it shall be included in the book of Bylaws with the original Bylaws, as part of the permanent records of WSA.

# BYLAWS – WYOMING SOCCER ASSOCIATION

## EXHIBITS

### Exhibit A – Districts and Map - November 2013

1. District 1 - Northeast District:
  - a. Sheridan County, Johnson County, Campbell County, Crook County, Weston County
2. District 2 - Northwest District:
  - a. Park County, Bighorn County, Washakie County, Hot Springs County
3. District 3 - Southwest District:
  - a. Sweetwater County, Uinta County, Lincoln County, Teton County, Sublette County
4. District 4 - Central District:
  - a. Fremont County, Natrona County, Converse County, Niobrara County
5. District 5 - Southeast District:
  - a. Goshen County, Laramie County, Platte County, Albany County, Carbon County

