

**BYLAWS  
OF  
VERMONT STATE SOCCER ASSOCIATION, INC.  
A Non-Profit Corporation**

FINAL DRAFT – FOR USSF/USASA/VSSA review, approval and Adoption 10 May 2002  
Last revised and Adopted 2 February 2007

**ARTICLE I**  
**Name and Location of Office**

The name of this corporation is VERMONT STATE SOCCER ASSOCIATION, INC., hereinafter referred to as “VSSA”. The principal office of VSSA in the State of Vermont shall be located in the City of Burlington, County of Chittenden. The VSSA Board of Directors may change the location of the principal office of the corporation and may have such other offices, either within or without the State of Vermont, as the business of VSSA may require from time to time.

**ARTICLE II**  
**Purposes and Objectives**

VSSA is organized and incorporated under the laws of the State of Vermont to conduct a community service organization for charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, without profit to any officer or director, and is primarily dedicated to the following objectives:

1. To develop, promote and administer the game of soccer among players within Vermont and all states adjoining Vermont;
2. To provide for state and national cup competitions and select team programs;
3. To foster amateur sports competition and to support and develop athletes for national and international competition in soccer;
4. To develop, promote and administer the game of soccer in Vermont in affiliation and in accordance with the requirements of the United States Soccer Federation (USFF) and the United States Adult Soccer Association (USASA);
5. To promote soccer and physical fitness for all ages through instructional and educational programs designed to meet the needs of each age group;
6. To support the training and licensing of coaches and referees for soccer;

7. To foster the development of a mentoring program among VSSA members and youth soccer teams;
8. To organize and provide the necessary support for the activities referred to in clauses 1 through 6 of this Article II and to encourage more active support of soccer and physical fitness; and,

To do any other thing consistent with the purposes stated in the articles of incorporation of VSSA and these bylaws.

### **ARTICLE III** **Membership**

**Section 3.1 National Membership.** VSSA is a State Association as provided by the bylaws of the USSF and USASA for adult amateur soccer in the State of Vermont. Hereafter when reference is made to USSF such reference shall also mean to include USASA when applicable.

**Section 3.2 State Membership.** The membership of VSSA is open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators and officials not subject to suspension under Section 4 of Bylaw 241 of the USSF. Membership in VSSA shall also be open to any amateur soccer organization in Vermont. Membership will be open to all individuals without discrimination on the basis of race, color, religion, age, sex or national origin.

**Section 3.3 USSF Precedence.** The articles of incorporation, bylaws, policies and requirements of the USSF shall take precedence over the governing documents of VSSA to the extent applicable under the laws of the State of Vermont. VSSA shall join no organizations that have requirements that conflict with the USSF's articles of incorporation, bylaws, policies and requirements. VSSA will comply with the Amateur Sports Act, to the extent applicable.

**Section 3.4 Annual Registration.** VSSA shall register all of its players, coaches, teams, referees and administrators with the USSF at least once each year and timely pay all dues and fees of the USSF.

**Section 3.5 Interplay.** VSSA and its members shall abide by all USSF bylaws, policies and requirements regarding interplay.

**Section 3.6 Board Elections.** VSSA shall have a Board of Directors as provided in Article V of these bylaws. The Board of Directors shall be elected by an open and democratic process.

**Section 3.7 Annual Reports.** Actions and policies adopted by VSSA's Board of Directors, Executive Committee and Officers shall be reported to the VSSA membership at least once per year at its Annual Meeting.

**Section 3.8 Reports to USSF.** VSSA shall provide all annual reports required of the USSF in a timely manner. VSSA shall submit annually to the USSF copies of the VSSA bylaws and other governing documents. VSSA shall submit to the USSF within ninety (90) days any amendment to its articles of incorporation, bylaws, rules and regulations.

**Section 3.9 Governing Documents.** VSSA shall provide copies of its bylaws, rules, regulations, and policies to all members annually. Copies shall also be made available publicly via electronic posting.

**Section 3.10 Appeals and Grievances.** VSSA will provide equitable and prompt hearing and appeals procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include all grievances involving the right to participate and compete in activities sponsored by the USSF, USASA and VSSA. Grievances at the state level may be appealed to the USSF Appeals Committee pursuant to USSF bylaws and policies and that the USSF Appeals committee shall have jurisdiction to approve, modify, or reverse a state level decision.

**Section 3.11 Tax-Exempt Status.** VSSA shall maintain its tax-exempt status under the Internal Revenue Code.

**Section 3.12 Policies.** VSSA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the USSF (subject to any contrary requirements of state or local law of Vermont).

**Section 3.13 Review of Documents and Procedures.** VSSA will allow the USSF to review its documents and procedures, on reasonable and timely request, at least once every four (4) years, to determine compliance with USSF bylaws.

#### **ARTICLE IV** **Membership in State Council**

**Section 4.1 State Council Membership.** Any properly constituted soccer league that operates within the physical boundaries of the State of Vermont and other surrounding areas to the State of Vermont that is provisionally a member of VSSA or any predecessor in interest to VSSA may become a member of the State Council if all requirements of membership are met and the State Council approves such membership by a majority vote of those members present at a meeting of the State Council. Each application for membership must be accompanied by a copy of the applicant League's articles of incorporation or constitution, bylaws, rules and

regulations. Each application must also be accompanied by such new member's fees (unless waived by the State Council pending membership approval) and annual dues as shall be set annually by the State Council. Both amounts, if paid, shall be returned if the applicant is denied membership.

**Section 4.2 Member Leagues.** A properly constituted league shall be defined as a soccer organization consisting of (four) 4 or more teams (hereinafter referred to as a "Member League").

**Section 4.2.1 Good Standing Requirements.** To be in good standing with VSSA and to remain a member of the State Council, a Member League must meet all of the following requirements:

1. All current dues, fees and assessments due VSSA must be paid. Dues of Member Leagues are payable on a registration date set by the State Council and become delinquent with commencement of league play for the first league season for the due date.
2. All players and teams must be properly registered with the Member League and each Member League must furnish the State Council with a copy of its playing schedule at the commencement of each playing season.
3. Each Member League's current articles of incorporation or constitution, bylaws, rules and regulations, and all amendments thereto, must be filed with the Secretary of VSSA within thirty (30) days after enactment or adoption and will be subject to veto by a majority of the Board of Directors of VSSA.

**Section 4.2.2 Removal.** A Member League failing to meet any requirement of Section 4.2.1 shall be subject to removal as a member of VSSA. Such removal shall be accomplished by a majority vote of the State Council.

**Section 4.2.3 Notice of Rules.** Each Member League shall be furnished a copy of the USSF bylaws and the articles of incorporation, and current rules and regulations of VSSA.

**Section 4.3 Jurisdiction.** The State Council shall have jurisdiction over all Member Leagues, referees, coaches, trainers, managers, and players that are members or provisional members of VSSA. Each Member League shall abide by the articles of incorporation, bylaws and rules and regulations of VSSA and shall comply with its authority.

**Section 4.4 Annual and Special Meetings.** The Annual Meeting of the State Council shall be held within 30 days following the USSF AGM each year for the purpose of electing the Board of Directors and Executive Committee of VSSA and for the transaction of such other business as may come before the meeting. A Special Meeting of the State Council may be called

at any time by the President, a majority of the League Representatives, or by a majority of the Board of Directors. Any meeting of the State Council may be held within or without the State of Vermont as shall be designated in the notice of the meeting.

**Section 4.5 League Representatives.** Each Member League shall be responsible for submitting to the Secretary of VSSA, the name, mailing address, email address and phone number of its League Representative, an Alternate League Representative and each director of the board of directors of the Member League. The Secretary shall maintain a current list of League Representatives, Alternate League Representatives and the board of directors of each Member League. In the absence of the League Representative at any meeting, the Alternate League Representative shall have all authority vested in the League Representative.

**Section 4.5.1 Voting.** The League Representative shall, in addition to any other duties or rights specified by the articles of incorporation, bylaws, and rules or regulations of VSSA, have one vote for each member team in good standing in elections for the Board of Directors and the Executive Committee, approving membership applications, setting fees, and removing members and shall represent the Member League interests, in a nonvoting capacity, at any Board of Directors or Executive Committee meetings.

**Section 4.5.2 Notices.** The League Representative and Alternate League Representative will be sent notices through regular postal service and/or email of all meetings of the State Council, the Board of Directors, and the Executive Committee.

**Section 4.5.3 Representation.** No individual may represent more than one Member League.

**Section 4.6 Notice of Meetings.** At least thirty (30) days prior to the holding of the Annual Meeting of the State Council, written notice of the time, place, purpose of such meeting and an agenda shall be mailed and/or emailed to each Member League, League Representative and the Alternate League Representative entitled to vote at such meeting. At least ten (10) days prior to the date fixed for the holding of any Special Meeting of the State Council, written notice of the time, place and purpose of such meeting shall be mailed and/or emailed, to each Member League and League Representative entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

**Section 4.7 Quorum of Members.** Presence in person or by proxy of Member League Representatives representing a majority of the voting rights of VSSA shall constitute a quorum at any meeting of the State Council.

**Section 4.8 Voting and Proxies.** Except as these bylaws otherwise provide, each Member League Representative of VSSA shall, at every meeting of the State Council, be entitled to one vote in person or by proxy upon each subject properly submitted to vote. No proxy shall be deemed operative unless and until signed by the member and timely filed with VSSA. In the

absence of a limitation to the contrary contained in the proxy, the same shall extend to all meetings of the Member League Representative and shall remain in force one year from its date or until sooner revoked.

**ARTICLE V**  
**Board of Directors**

**Section 5.1 Management.** The Board of Directors shall have the general management and control of the activities and affairs of VSSA and shall exercise all the powers that may be exercised or performed by VSSA under the laws of the State of Vermont and the United States, these bylaws and the articles of incorporation.

**Section 5.2 Number and Tenure.** The Directors shall be elected annually at the Annual Meeting of the State Council. The Board of Directors shall consist of not less than three (3) or more than twelve (12) members. Each Director shall assume his or her duties as a Director immediately following the meeting at which the Director is elected and hold office for a term of one (1) year or until his successor shall have been elected and qualified. Directors need not be residents of Vermont or members of VSSA.

**Section 5.3 Vacancies.** Any vacancy or vacancies created by the death, removal, resignation, or incapacity to act of any Director before the expiration of such Director's term, or by amendment of these bylaws, may be filled at any meeting of the Board of Directors by a majority of the Directors present subject, however, to ratification by a two-thirds (2/3) vote at a special State Council meeting in which a quorum is present. A Director elected to fill a vacancy shall hold office until the next Annual Meeting of the State Council or until election and qualification of a successor.

**Section 5.4 Resignations and Removal.** Any Director may resign at any time by giving written notice of such resignation to the Secretary of VSSA. Unless otherwise specified in the notice, such resignation shall take effect on receipt thereof by the Secretary. Any Director may be removed at any time by a vote of three-fourths (3/4) of the remaining Directors. A Director who fails to attend three (3) consecutive regular meetings of the Board may be removed by a majority vote of the remaining Directors.

**Section 5.5 Compensation.** The Directors shall not receive compensation for their services as such, but the Board of Directors may authorize payment for expenses incurred by Directors in connection with the performance of their duties.

**ARTICLE VI**  
**Meeting of the Board of Directors**

**Section 6.1 Annual and Special Meetings.** An Annual Meeting of the Board of Directors shall be held within 30 days following the USSF AGM each year for the purpose of the State Council electing Directors and Officers and for the transaction of such other business as may come before the meeting. The Board of Directors shall also meet on the first Saturday of February and October for the conduct of general business for VSSA. Special Meetings of the Board may be called by the President, the Secretary, or one-third (1/3) of the Board on not less than ten (10) days' notice, given by mail, telegraph or telephone. Notice of Special Meetings shall state the purposes therefor. All meetings of the Board shall be held at such place within or without the State of Vermont, as shall be designated in a notice of the meeting.

**Section 6.2 Quorum.** At any meeting of the Board of Directors of VSSA, the presence of a majority of the Directors shall be necessary to constitute a quorum for all purposes, and the act of a majority of the Directors at which there is a quorum shall be the act of the full Board of Directors.

**Section 6.3 Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

**Section 6.4 Participation by Telephone.** Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

**ARTICLE VII**  
**Committees of the Board of Directors**

**Section 7.1 Executive Committee.** Each member of the Board of Directors who is also an Officer of VSSA shall be a member of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors and the management of VSSA, except as to the election or removal of Officers or Directors, the amendment or repeal of these bylaws or any matters concerning which the Board of Directors is required to act by law or by the articles of incorporation or by these bylaws. The Officers comprising the Executive Committee shall be elected for a term of one (1) year and may succeed themselves in office.

**Section 7.1.1 Meetings.** The Executive Committee shall hold meetings as called by the President except during the months of June, October and February when the Board of Directors' meetings are held. Such Executive Committee meetings will, insofar as possible, be held within the territory of the Member Leagues alternating between the southern, central and northern areas of Vermont. The Member League in whose area the meeting is being held will be responsible for making arrangements for a site for the meeting and will advise the Secretary of VSSA at least three (3) weeks in advance of the location. The order of business for such meetings shall be:

1. Roll Call
2. Approval of minutes of previous meetings
3. Communications
4. Reports of Officers and Committees
5. Reports of Delegates
6. Unfinished business
7. New business
8. Adjournment

**Section 7.1.2 Duties.** The Executive Committee shall consult with and advise the Board of Directors on all matters pertaining to the affairs of VSSA and shall have and exercise such specific duties as prescribed by these bylaws or as the Board of Directors shall from time to time prescribe or direct. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. All action taken by the Executive Committee shall be reported to the Board at its next meeting and shall be subject to ratification by the Board. The Executive Committee shall transact all business of VSSA and shall have the power to enforce the Laws of the Game, bylaws of the USSF, and the articles of incorporation, bylaws, rules and regulations of VSSA.

**Section 7.1.3 Vacancies.** Vacancies on the Executive Committee shall be filled by a majority vote of a quorum of the Board of Directors, and in accordance with Section 5.3, within thirty (30) days after said vacancy has occurred. The person so chosen shall serve in such capacity until the next Annual Meeting at which the office is scheduled for election.

**Section 7.1.4 Special Rules.** Except as otherwise specified herein, rules of play of the USSF will apply in all competitions at the inter-league and state levels. However, the Executive Committee shall have the right to approve special rules agreed upon by two or more Member Leagues conducting special competition.

**Section 7.2 Other Committees.** The following standing committees shall be composed of members as specified and shall be selected within one month after Executive Committee elections. Vacancies on such committees shall be filled by appointment within thirty (30) days of the occurrence of such vacancy.



**Section 7.2.1 Appeals Committee.** The Appeals Committee shall be composed of a Chairman and four (4) members appointed by the Chairman of the Committee and approved by the Executive Committee. The Chairman shall call all meetings of the Committee and shall vote last. A majority of this Committee shall constitute a quorum. The Chairman shall notify the Secretary of VSSA immediately, in writing, of the rulings of this Committee. All appeals to the Appeals Committee will be subject to the latest rules and regulations of such Committee, which will be approved by the Board of Directors of VSSA at each Annual Meeting and given to all Member Leagues subsequent to such adoption. All actions undertaken by the Appeals Committee shall be considered final actions by VSSA.

**Section 7.2.2 Competitions Committee.** The Competitions Committee shall be composed of the Vice-President as Chairman and the League Representative from each Member League. The Chairman shall call all meetings of the Committee and in matters requiring a vote shall vote last. This Committee shall approve and administer all rules and regulations of all tournament play sponsored by and under the sole jurisdiction of VSSA.

**Section 7.2.3 Budget and Finance Committee.** The Budget and Finance Committee shall be composed of the Treasurer as Chairman and two (2) members appointed by the Executive Committee. It shall submit a proposed budget for the upcoming fiscal year at the April meeting of the Executive Committee each year. It shall report the status of the budget at each regular meeting of the Board of Directors.

**Section 7.2.4 Rules and Regulations Committee.** The Rules and Regulations Committee shall be composed of a Chairman appointed by the President and the League Representative from each Member League. It shall be responsible for annually reviewing VSSA bylaws, rules and regulations and reporting to the Board of Directors within thirty (30) days of its meeting, but in no case later than March 1<sup>st</sup>. Any proposed changes will be voted on by the Board of Directors. This Committee shall maintain correct copies of the VSSA bylaws, rules and regulations and the bylaws and policies of the USSF and shall provide all Member Leagues with a copy of such bylaws, rules and regulations. It shall interpret their applications where questions regarding their application arise. It shall be available to meet with any Member League and act in an advisory capacity in setting up such Member League's rules of competition on request.

**Section 7.2.5 Referee Committee.** The Referee Committee shall be jointly appointed and administered with the Vermont Youth Soccer Association ("VSA"). Membership on and the functions of the Referee Committee shall be as established in a memorandum of understanding between VSSA and VSA. Such memorandum of understanding empowering the Referee Committee shall be approved by the Board of Directors and shall be in compliance with the bylaws, rules, policies and procedures of the USSF.

**Section 7.2.6 Public Relations Committee.** The Public Relations Committee shall be composed of a Chairman appointed by the President and members shall be selected by the Chairman as needed. It shall handle all matters pertaining to publicity in the media. It may

publish a newsletter for Members of VSSA covering all areas of soccer news.

**Section 7.2.7 League Development Committee.** The League Development Committee shall be composed of a Chairman appointed by the President and the League Representative from each Member League. It shall handle all liaison matters dealing with the formation of new leagues throughout the State of Vermont. It shall be responsible for assisting new leagues by all means possible and will call upon other committees as deemed necessary for assistance.

**Section 7.2.8 Credentials Committee.** The Credentials Committee is responsible for establishing a uniform policy and procedure for submitting and certifying votes at VSSA meetings.

**Section 7.2.9 Auditing Committee.** The Auditing Committee shall be appointed by the President. It shall review the accounts and accounting of VSSA and shall submit a report annually at the Annual Meeting held in June and at other times as directed by the President or the Board of Directors.

**Section 7.2.10 Other Committees.** The President may appoint other committees with the concurrence of the Board of Directors, as may be deemed desirable for the proper administration and operation of VSSA. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision and alteration by the Board of Directors provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be as effective for all purposes as the act or authorization of the Board of Directors. Any such committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. Each Member League shall furnish the Secretary of VSSA with a list of names, addresses and telephone numbers of all officers, official delegates, and members of VSSA committees no later than thirty (30) days following any change in same.

## **ARTICLE VIII** **Officers**

**Section 8.1 Officers.** The Officers of VSSA shall be the President, Vice-President, Secretary, Treasurer, and Registrar who shall be members of the Board of Directors. The Officers shall be elected and qualified as provided by Section 6.1 of these bylaws. Any Officer may succeed himself or herself. If the office of any of the Officers should become vacant for any reason, the Board shall, by a majority of those present at any regular or properly called Special Meeting, elect a successor to fill the vacancy for the unexpired term. Any Officer may be removed by the affirmative vote of the majority of all of the Directors of VSSA present at any regular or properly called Special Meeting of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 8.2 Powers and Duties.** The power and duties of the Officers shall be as follows:

**Section 8.2.1 President.** The President of VSSA shall preside at all VSSA meetings and shall have the following powers and duties:

- appoint all committees
- monitor the performance and results of all committees
- cast the deciding vote in the event of a tie at any meeting, or he may waive the right to do so
- appoint delegates to any meeting of Member Leagues
- be an ex-officio member of all committees
- submit an annual report in writing to each Annual Meeting of the State Council and the report shall become a part of the minutes of such meeting
- shall represent VSSA in all matters related to the USSF and USASA.

**Section 8.2.2 Vice-President.** The Vice-President shall succeed to the powers of the President in the absence of the President and shall have the following powers and duties:

- chair the Competitions Committee and shall report on the functions of that committee
- shall act as Parliamentarian using the most current edition of “Robert’s Rules of Order” as a guide.

**Section 8.2.3 Secretary.** The Secretary shall succeed to the powers of the President in the absence of the President and Vice-President. The Secretary shall have the following powers and duties:

- record the minutes of all meetings
- attend to all correspondence
- keep the records of VSSA
- shall maintain a list of Member Leagues in good standing and their official delegates to meetings of VSSA
- shall maintain a list of disciplinary actions taken against players, coaches, managers, referees, teams and Member Leagues and promptly advise all members of changes in these lists
- shall send written notice of meetings to members
- shall be responsible for appointing Assistant Secretaries as needed.

**Section 8.2.4 Treasurer.** The Treasurer shall succeed to the powers of the President in the absence of the President, Vice-President and Secretary. The Treasurer shall have the following powers and duties:

- collect all dues, fees and assessments
- have charge of all moneys of VSSA
- shall keep a detailed account of income and expenditures
- shall submit a written report of income and expenditures at each regular meeting of the VSSA State Council, Board of Directors and Executive Committee
- shall pay bills properly passed upon and approved by the Executive Committee
- shall have full charge of all property of VSSA
- must be bondable
- shall also serve as Chairman of the Budget and Finance Committee
- shall provide a receipt for all funds received, which shall be deposited in a recognized bank in the name of the Corporation
- shall pay all bills by check and all checks over \$200 or more shall require two signatures as authorized by the Board of Directors
- shall keep the accounting records current and properly balanced and produce the records for inspection whenever the Executive Committee or Audit Committee requires it.

**Section 8.2.5 Registrar.** The Registrar shall succeed to the powers of the President in the absence of the President, Vice-President, Secretary, and Treasurer. The Registrar shall have the following powers and duties.

- shall coordinate and supervise registration of players and teams of Member Leagues
- shall maintain all registration records as submitted by the Member Leagues
- shall submit a report, in writing, to the Executive Committee notifying them of any Member League’s failure to register its players or teams as required by the policies and procedures adopted by the Board of Directors
- shall timely forward all player and team registration to the USSF and USASA.

**Section 8.3 Subordinate Officer and Agents.** The Board of Directors may appoint or may authorize the President to appoint subordinate officers and agents who shall have such powers and duties as may be prescribed by the Board.

**Section 8.4 Compensation of Officers.** Compensation of the Officers of VSSA, if any, shall be fixed by the Board of Directors and shall be commensurate with the duties performed and the time devoted to the affairs of VSSA by said Officers. A member of the Board of Directors shall not participate or vote in fixing his or her compensation as an Officer or employee of VSSA.

**Section 8.5 Vacancies.** Any vacancy which may occur in any of the elective offices

shall be filled by election of the Board of Directors to serve until the next Annual Meeting of the Board or until his successor shall have been duly elected and qualified.

**Section 8.6 Resignation and Removal of Officers.** Any Officer may resign by a notice in writing to the President or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any Officer may be removed at any time with or without cause by a majority vote of all of the Directors of the Corporation at a meeting at which such action is taken.

## **ARTICLE IX** **Dissolution**

Upon dissolution of VSSA, the Board of Directors shall, after paying and making provision for the payment of all liabilities of VSSA, and dispose of all of the assets of VSSA, exclusively for the purposes of VSSA to the USSF.

## **ARTICLE X** **General Provisions**

**Section 10.1 Authority to Sign Contracts and Checks.** The persons authorized to sign contracts and to sign, endorse, and otherwise execute checks, drafts, notes, orders or other instruments for the payment of money issued by or to VSSA shall be designated by appropriate resolutions of the Board of Directors.

**Section 10.2 Fiscal Year.** The fiscal year of VSSA shall be calendar year.

**Section 10.3 Loans.** Loans may be contracted on behalf of VSSA only upon the authorization of the Board of Directors.

## **ARTICLE XI** **Indemnification**

**Section 11.1 General Provision.** To the extent permitted by law, any person made, or threatened to be made, a party to any action, suit or proceeding, civil or criminal, by reason of being or having been, or having done or not having done anything in the capacity of a Director or Officers of VSSA, shall be indemnified by VSSA against all reasonable expenses and costs, including attorney's fees, actually and necessarily incurred by, or imposed upon, such person in connection with or resulting from such action, suit or proceeding, or in connection with any appeal therein, including any judgment, fine or settlement; provided, however, that either (a) such action, suit or proceeding shall be prosecuted against such person to final determination and

it shall not be finally adjudged that such person was liable for negligence or misconduct in the performance of duties to VSSA as such Director or Officer, or (b) said action, suit or proceeding shall be settled with the approval of the Board of Directors or otherwise terminated as against such person without a final determination on the merits and VSSA shall be advised in writing by its counsel that in the opinion of such counsel such person was not liable for negligence or misconduct in the performance of duties to the corporation, as charged in such action, suit or proceeding. A Director shall not be indemnified if he shall be adjudged to be liable on the basis that he breached or failed to perform the duties of the Director's office and the breach or failure to perform constitutes willful misconduct or recklessness.

**Section 11.2 Advance Indemnification.** Advance indemnification may be allowed of an Officer or Director for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Officer or Director must reimburse VSSA if it is subsequently determined that the Officer or Director was not entitled to indemnification by reason of negligence or misconduct in the performance of his duties.

**Section 11.3 Other Rights.** The rights of indemnification under this Article XI shall not be exclusive of any other rights to which any such Director or Officer may be entitled as a matter of law, or which may be lawfully granted to such Director or Officer; and the indemnification hereby granted by VSSA shall be in addition to and not in limitation of any other privilege or power which VSSA may lawfully exercise with respect to indemnification or reimbursement of Directors or Officers. The term "person" as used in this Article XI shall include the executor, administrator or other personal representative of a Director or Officer.

## **ARTICLE XII** **Grievances, Disputes, and Appeals**

**Section 12.1** Each VSSA Member League shall have grievances, disputes and appeals provisions in its bylaws, rules, or other documents that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.

**Section 12.2** If a Member League or other organization member does not have those procedures required by Section 12.1 of this Article, the following procedures shall apply:

1. All parties are entitled to a hearing with proper notification.
2. Once a grievance, dispute or appeal has been properly filed, the chairman of the appropriate entity of the Member League or organization member shall notify all involved parties within five (5) days of receipt of the grievance, dispute or appeals, the nature of the grievance, dispute or appeal, the names of the parties, a copy of the grievance, dispute or appeal, and the date, time and place of the hearing.

3. The conduct of the hearing shall be as determined by the rules of the Member League or organization member.
4. A written record (called the official record) shall be kept of the proceedings.
5. Written notification of the decision shall be sent to all involved parties within seven (7) days of the conclusion of the hearing and issuance of a decision. The notice shall be sent by certified mail.
6. All hearings shall take place within thirty (30) days of the filing of a notice of the grievance, dispute, or appeal.

**Section 12.3 Direct Jurisdiction of the VSSA Appeals Committee.** The VSSA Appeals Committee shall have original jurisdiction over disciplinary matters related to the conduct of players, teams, managers, coaches, and trainers at events directly organized and administered by VSSA, including all state cup and select team activities. In such actions the Appeals Committee shall have the authority to request information regarding the conduct of players, teams, coaches, managers, and trainers from Member Leagues in which they are registered or otherwise participate and may incorporate such report into actions taken. Any actions taken by the VSSA Appeals Committee under this Section 12.3 shall follow the procedures for notification, hearings and due process outlined in this Article.

**Section 12.3.1 Referee Assault and Referee Abuse Adjudication.** Adjudication of reports of referee abuse and referee assault shall follow the procedures outlined in this Article, as modified by USSF policies on referee assault and referee abuse. Due to the large geographic area covered by VSSA, the Board shall approve annually individuals empowered to convene referee assault and referee abuse hearings without convening the VSSA Appeals Committee. From the list of approved individuals, the President shall select a Chairman and a hearing panel of not less than three VSSA members to hear referee assault and referee abuse cases. Approval of the hearing panel shall be obtained from the Executive Committee and may be done by fax or telephone confirmation.

**Section 12.4 Authority of the VSSA Appeals Committee.** The VSSA Appeals Committee shall have the authority to impose suspensions, fines, and bonds on individual members and teams. On suspensions longer than two (2) years, any fine greater than \$500, and any bond greater than \$500 shall require the approval of the Executive Committee. Any requirements for the posting of a bond shall include the terms and conditions under which the bond is being posted and the performance required for the return of the bond.

**Section 12.5 General Authority.** An appeal to the VSSA Appeals Committee shall be made in accordance with the policies and procedures established by the Executive Committee.

**Section 12.5.1 Appeal on the Record.** The official record on appeal shall be limited to

all of the material considered at the league or organization member level. No new material may be introduced at VSSA Appeals Committee level nor shall there be any rehearing of facts, evidence or argument.

**Section 12.6 Filing Procedure.** An appeal filed with VSSA must be in writing and submitted within ten (10) days from the date of official receipt of the decision by the party making the appeal.

**Section 12.7 VSSA Appeals Committee Procedure.** VSSA Appeals Committee Procedure shall be as follows:

1. The appeals procedure before the VSSA Appeals Committee is started by submitting six (6) copies of a notice of appeal, supporting documents, and a summary of the arguments to the Chairman of the Appeals Committee in care of the VSSA office.
2. The party submitting the appeal shall mail copies of the notice of appeal and appeal to all opposing parties and to the body whose decision is being appealed on the same day as the notice of appeal is sent to the Chairman of the Appeals Committee.
3. The decision-making body from whom the matter has been appealed shall, within ten (10) days of receipt of the appeal, mail or deliver a copy of the official record of its decision to the Appeals Committee in care of the VSSA office and to the interested parties to the appeal.
4. Within ten (10) days of the receipt of the official record, all opposing parties may submit to the Appeals Committee in care of the VSSA office and to the interested parties to the appeal, any written arguments they wish to make in opposition to the appeal.
5. Within ten (10) days of receipt of the written arguments in opposition to the appeal, the party submitting the appeal may submit any written argument that party may wish to make in support of the appeal.

**Section 12.8 The Appeals Fee.** The appeals fee shall be established by the Board of Directors. The fee must accompany the notice of appeal. The fee shall be paid by money order, cashier's check, or certified check made payable to VSSA.

**Section 12.9** All materials previously submitted by all interested parties shall be deemed pertinent to the appeal, and shall be made available to all parties involved. No party to the appeal shall be denied access to any information that could apply to the appeal.



**Section 12.10 The Appeals Committee.** The Appeals Committee shall:

1. Base its decision on the official record used by the body whose decision is being appealed; and
2. May not rehear facts and circumstances, but may remand the matter to the lower decision-making body for rehearing.

The Appeals Committee may deny an appeal if:

1. The party submitting the appeal fails to submit the appropriate fee as specified in Section 12.8 of this Article;
2. The appeal goes beyond the scope of the official record or presentation of the original action or decision;
3. The appeal is filed by a party other than the original parties to the appeal;
4. The proper procedures have not been followed in appealing to the Appeals Committee; or
5. The information necessary to make a fair and just decision on the appeal has not been furnished.

**Section 12.11 The Appeals Committee Decision.** The Appeals Committee shall render its decision regarding the appeal and submit the decision in writing to all interested parties within thirty (30) days after the date of the last submission by the parties as provided in Section 8. If a written decision is not issued within a maximum of sixty (60) days from the date of the official receipt of the original decision by the party making the appeal, the party making the appeal may submit the appeal to the next higher authority. When the Appeals Committee fails to issue a decision within that 60-day period, the Committee loses authority to determine the appeal and the appeal fee may be applied at the next level.

**Section 12.12 Effect of Decision.** A decision of the Appeals Committee shall stand, and be in full force and effect, until changed by a higher authority.

**Section 12.13** Failure to abide by any decision of the Appeals Committee is grounds for disciplinary action by the VSSA Executive Committee.

**Section 12.14 Exhaustion of Remedies Requirement.**

1. No Member League, organization member, club, team, coach, referee, player, or the representative of any of them, may invoke the aid of the

courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organization and as provided by this Article.

2. A party violating this Article XII is subject to the penalties of suspension and fines, and shall be liable to VSSA for expenses incurred by VSSA and its directors and officers, as appropriate, in defending each court actions, including but not limited to the following: court costs; attorney's fees; reasonable compensation for time spent by VSSA officers, directors, and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances; travel expenses; and, expenses for holding VSSA meetings necessitated by the court actions.

### **ARTICLE XIII** **Amendments**

The bylaws of VSSA may be amended only by an affirmative vote, by the Directors present at a properly called regular or Special Meeting of the Board of Directors, of at least two-thirds (2/3) of the entire Board of Directors. The notice of such meeting must specify that the subjects of the amendment or amendments acted upon are to be considered at the meeting, and such notice, along with the proposed amendment or amendments, shall be provided to each Director at least ten (10) days prior to such meeting. Said notice may not be waived. Amendments to the articles of incorporation may be made at the Annual Meeting of the State Council by a vote of two-thirds (2/3) of the ballots cast, provided a written copy of the proposed changes have been mailed to the membership and postmarked fourteen (14) days prior to the meeting. Voting membership for amending the articles of incorporation and bylaws is defined as one vote for each League Representative of a Member League in good standing, and one vote for each member of the Executive Committee.

**Adopted as of the 2nd day of February, 2007.**