

VERMONT SOCCER ASSOCIATION

BYLAWS



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PART I - GENERAL

Bylaw 101. NAME

This organization shall be incorporated as the "Vermont Soccer Association, Inc." (VSA).

Bylaw 102. PURPOSES, OBJECTIVES, & STATUS

Section 1. The purposes of VSA are as stated in its articles of incorporation of VSA. Its primary purposes are to:

- (a) Develop, promote, and administer the game of soccer among youth players in Vermont; and
- (b) Promote and encourage public understanding of the game of soccer.

Section 2. The objectives of VSA are to:

- (a) Foster the physical, mental, and emotional growth and development of Vermont's youth through the sport of soccer at all youth age levels and competitions;
- (b) Assign administrative responsibilities to member organizations;
- (c) Develop the game in non-member areas within Vermont;
- (d) Provide programs for the membership as required by USYS and US Soccer;
- (e) Administer and conduct statewide competitions as required by USYS and US Soccer; and
- (f) Represent VSA in all matters of organized youth soccer with regard to USYS and US Soccer, and interested parties.

Section 3. VSA shall maintain its tax-exempt status under the Internal Revenue Code.

Section 4. VSA shall maintain its non-profit corporation status, incorporated and existing under the laws of Vermont.

Bylaw 103. DEFINITIONS

Except as otherwise provided, these definitions apply to these bylaws and all policies of VSA:

- 1) "**Affiliate**" means an organization that is a member of VSA as provided under Bylaw 205.
- 2) "**Amateur Sports Act**" means the Ted Stevens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).



- 3) "**Annual General Meeting**" AGM means the annual meeting as provided under Bylaw 315.
- 4) "**Associate**" means an organization classified as such a member under Bylaw 208, that is formed to advance a particular aspect of youth soccer, but not responsible for recruiting, training, fielding, and funding of players.
- 5) "**Board of Directors**" means the Board of Directors of VSA established under Bylaw 305.
- 6) "**US Soccer**" means the United States Soccer Federation, Inc.
- 7) "**FIFA**" means US Soccer Internationale de Football Association of which US Soccer is the national association member for the United States.
- 8) "**Game**" means any pre-planned competition between two teams.
- 9) "**Game Roster**" means the list of players who will participate in a particular competition.
- 10) "**Individual Member**" means an individual who is a member as provided under Bylaw 211.
- 11) "**VSA**" means the Vermont Soccer Association, Inc. "
- 12) "**State Association**" means the administrative body within a territory determined by the USYS National Council to carry out USYS programs for youth players.
- 13) "**VSA Member Meetings**" means the VSA Member meetings of VSA established under Bylaw 314.
- 14) "**Team**" means a group of players specified by USYS age group, properly registered with an Affiliate and under the guidance of one or more coaches.
- 15) "**Team Roster**" means a list of registered players eligible to play for a team.
- 16) "**USYS**" means the United States Youth Soccer Association, Inc.
- 17) "**USOC**" means the United States Olympic Committee, which is the corporation established under the Amateur Sports Act to oversee all amateur athletic activity in the United States.
- 18) "**Youth Player**" means an individual who has not reached 19 years of age prior to December 31 immediately before the start of any seasonal year.

Bylaw 104. MEMBERSHIP IN SOCCER ORGANIZATIONS

Section 1. VSA shall be a member of and comply with the authority of the USYS and US Soccer.

Section 2. VSA will not join any organization that has requirements that conflict with the governing documents of the USYS and US Soccer.

Bylaw 105. BOUNDARIES

The boundaries of the VSA shall be that area that is defined by the legal boundaries of Vermont.



Bylaw 106. LAWS OF THE GAME

The "Laws of the Game", as authorized by FIFA, and modified for youth play by US Soccer, USYS, or VSA apply to all youth soccer games under the jurisdiction of VSA.

Bylaw 107. EQUAL OPPORTUNITY

Section 1. VSA shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions.

Section 2. An individual serving on the Board of Directors or a committee of VSA shall be selected without regard to that individual's race, color, religion, national origin, age, gender, or sexual orientation.

Section 3. VSA may not have eligibility criteria relating to amateur status more restrictive than those of USYS.

Bylaw 108. SEASONAL & FISCAL YEARS

The seasonal and fiscal year of VSA each began on September 1 of one calendar year and ends on August 31 of the following calendar year.

Bylaw 109. USE OF NAME, LOGO & COLORS

Section 1. No one may use the name or initials of VSA, any of its trade names, including Vermont Youth Soccer, Vermont Soccer Association, and VSA, or any of its logos except as provided under these bylaws or except with the express written consent of VSA.

Section 2. The representative colors of VSA shall be navy blue, forest green, and white.

Bylaw 110. ROBERT'S RULES OF ORDER & QUORUM

Section 1. Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

Section 2. A quorum at any meeting shall be a majority of the total number of eligible votes for that meeting.



Bylaw 111. PRECEDENCE OF AUTHORITIES & ADDITIONAL US SOCCER REQUIREMENTS

Section 1. VSA shall be governed by its bylaws except in those matters reserved by US Soccer and USYS. US Soccer and USYS governing documents take precedence over and supersede the governing documents of VSA to the extent allowable under Vermont State law.

Section 2. VSA shall:

- (a) Register all of its players, coaches, teams, referees, and administrators with USYS and US Soccer at least once each year and timely pay all dues and fees of USYS and US Soccer; and
- (b) Adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USYS and US Soccer (*subject to contrary requirements of Vermont or local laws*).

Bylaw 112. DISSOLUTION

If VSA dissolves for any reason, its properties and assets shall

- (a) be placed in a trust managed by US Youth Soccer as trustee until a new state organization is formed
- (b) If a new state organization is not formed within 12 months of dissolution, all properties and assets shall be transferred to US Youth Soccer

PART II – MEMBERSHIP

Subpart A – General

Bylaw 201. ELIGIBILITY

The membership of VSA and the members of VSA shall be open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators, and officials without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

Bylaw 202. MEMBERSHIP CATEGORIES

VSA has the following categories of membership:



- 1) Affiliate (Club, Recreational Programs)
- 2) Associate (Leagues and Vermont Referee Committee)
- 3) Individual Member (e.g. Coaches, Referees, Players)

Bylaw 203. PROHIBITION ON TRANSFERRING & ASSIGNING MEMBERSHIP

Membership in VSA is not transferable or assignable. Membership terminates when VSA dissolves, the Affiliate dissolves or resigns its membership, the Associate dissolves or resigns its membership, or the Individual Member resigns or dies, or as provided under these bylaws.

Bylaw 204. GENERAL RESPONSIBILITIES

Section 1. VSA and its members will comply with:

- (a) US Soccer's articles, bylaws, policies and requirements on interplay; and
- (b) the Amateur Sports Act, to the extent applicable.

Section 2. In addition to other requirements of these bylaws:

- (a) falsification of records shall be grounds for disbarment from future participation and/or membership in this association,
- (b) a plea of ignorance to Articles of Incorporation, Bylaws, policies, procedures and rules, of VSA is not sufficient and violators may expect appropriate action by the Board of Directors of this association; and
- (c) any person found guilty of violating the Articles of Incorporation, Bylaws, policies, procedures and rules of VSA, USYS or US Soccer may be asked to appear before the Board of Directors of VSA in order to explain his/her actions. The Board of Directors shall have discretion to effect any disciplinary or other action deemed necessary as a result of such violation.

Subpart B – Affiliates

Bylaw 205. ADMISSION TO MEMBERSHIP

Section 1.

- (a) An organization desiring to become an Affiliate of VSA must:
 - i) Agree to comply with the applicable requirements of USYS and US Soccer
 - ii) Identify a need of Youth Players, as approved by the Board of Directors, which it proposes to provide and which is not otherwise being met; and



- iii) Meet minimum organizational requirements established by the Board of Directors.
- (b) Affiliation in VSA shall be by club structure creating teams consisting of sufficient registered players to form a minimum of three (3) teams in two (2) age groups. A club desiring to become an Affiliate of VSA must submit a written application for membership to the Board of Directors. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, policies, and other governing documents appropriate to understanding the structure and activities of the club and the application fee as sent by the Board of Directors.

Section 2. The Board of Directors shall review the application and accompanying documents within 30 days of receipt by VSA. The Board of Directors may reject the application until the application and accompanying documents are changed to comply with the requirements of VSA, USYS, and US Soccer.

Section 3. The Board of Directors may grant, deny, or withdraw provisional membership from an applicant applying for Membership. Participation in activities of VSA shall not be open to any soccer player, coach, trainer, manager, administrator and official that is under suspension or under disciplinary action in affiliated leagues, VSA, USYS or US Soccer.

- (a) Waivers may be considered if a new club cannot meet minimum requirements as defined in the VSA Membership Policy.
- (b) All members, their teams and players, shall abide with Bylaws of the Vermont Soccer Association, USYS and the US Soccer; procedures, policies and rules as set forth by the Board of Directors and all applicable rules and regulations of USYS and US Soccer.
- (c) An applicant granted provisional affiliation has all the rights and responsibilities of an Affiliate, except that the provisional member may not vote. An applicant granted special membership as a team has all the rights and responsibilities of that classification except that the special member may not vote.
- (d) Provisional membership is terminated at the end of the Board of Directors meeting at which the applicant's membership is considered unless the Board further extends the period of provisional membership or the applicant's application for membership is approved by the Board.
- (e) On approval by the Board of Directors of an application for membership as an Affiliate, the applicant is admitted as a full Affiliate of VSA.



Section 4. Any member in VSA shall submit yearly

- (a) the appropriate fees:
 - i) Annual fees for players are due and payable, unless otherwise provided for by the Board of Directors, at the time of registering the teams. Youth Players are not considered registered until the Youth Player fees are paid.
 - ii) All bank checks, drafts and/or money orders submitted to VSA shall be made payable to Vermont Soccer Association or to VSA.
 - iii) Properly completed Team registration forms, prepared in accordance with the current registration instructions and procedures.
 - iv) All members shall be responsible for governing those persons and their actions associated with their operations. Members shall abide by the rules under which they are registered and in which they are playing.

- (b) All non-member teams that are not part of an organization recognized by US Soccer, within the territorial jurisdiction of this Association, shall be deemed as an “Unaffiliated Organization.” Any registered team or affiliated league playing games or “doing business” with an unaffiliated organization, without written consent of the Board of Directors, may face disciplinary action and/or suspension by the Board of Directors.

- (c) Players near the territorial limits of VSA may be given permission to affiliate with other recognized state associations in accordance with USYS and US Soccer policies.

Bylaw 206. TERMS OF MEMBERSHIP

Section 1. The term of membership of an Affiliate is for one seasonal year. However, if an organization is admitted as an Affiliate and the membership is effective before the beginning of the next seasonal year, the initial term of membership for that Affiliate is for the balance of the seasonal year. Membership automatically renews each seasonal year as long as the Affiliate remains in good standing with VSA.

Section 2. With the consent of the Board of Directors, an Affiliate may change its organizational structure. Any change to the organizational structure of an Affiliate will require a new application for membership as provided by Bylaw 205.

Bylaw 207. GENERAL RESPONSIBILITIES

Section 1.

- (a) In addition to other requirements of these bylaws, each Affiliate shall, to the extent consistent with applicable law.



- i) comply with the bylaws of VSA, USYS, and US Soccer;
- ii) comply with the policies, procedures, and rules of VSA's internal operations and the administration of VSA programs;
- iii) submit to VSA any amendment to its charter or articles of incorporation, bylaws, rules, and regulations not later than 30 days prior to the seasonal year that the amendment is to take effect;
- iv) annually register every player, coach, and administrator with VSA or provide proof of registration with another US Soccer organization those players, coaches, administrators not registered with VSA;
- v) require that each of its members annually register every individual player, coach, team, and administrator that is sponsored, financed, coached, organized, or administered by that member, with VSA or provide proof of registration with another US Soccer organization those players, coaches, administrators not registered with VSA;
- vi) require that all players must be registered prior to their first game appearance;
- vii) submit to the VSA an employment/volunteer disclosure statement for volunteers, employees, coaches, program administrators, and board of directors who are involved with any approved or sponsored program of VSA, USYS, or US Soccer or their members;
- viii) pay fees to VSA by the deadline fees are due; and
- ix) be responsible for governing those persons associated with its organization.

- (b) Each team shall abide by the requirements of the Affiliate under which the players of the team are registered and under which the team is playing. A team may not play any game against a non-US Soccer team without prior written approval. A team and Affiliate that fail(s) to obtain the required written approval of VSA may be subject to disciplinary action, including suspension.

Section 2. Each Affiliate shall retain its own autonomy except as otherwise provided in these bylaws.

Subpart C – Associates

Bylaw 208. ADMISSION TO MEMBERSHIP

Section 1. Any organization desiring to actively participate in the activities of VSA as an Associate may apply to the Board of Directors to be an Associate of VSA. Any organization applying to be an Associate of VSA shall submit a written application for membership to the Board with the appropriate fee.



Section 2. On approval by the Board of Directors of an application for membership as an Associate, the applicant is admitted as a full Associate of VSA.

Bylaw 209. TERMS OF MEMBERSHIP

Section 1. The term of membership of an Associate is for one seasonal year. However, if an organization is admitted as an Associate and the membership is effective during one seasonal year, the initial term of membership for that Associate is for the balance of that seasonal year.

Bylaw 210. GENERAL RESPONSIBILITIES

Section 1. In addition to other requirements of these bylaws, each Associate shall:

- (a) to the extent consistent with applicable law, comply with the bylaws of VSA, USYS, and US Soccer; and
- (b) pay fees to VSA by the deadline fees are due.

Section 2. An Associate may apply to host tournaments.

Section 3. Each Associate shall retain its own autonomy except as otherwise provided in these bylaws.

Subpart D – Individual Members

Bylaw 211. ADMISSION TO MEMBERSHIP

An individual who is a player, coach, referee, or administrator is an Individual Member of VSA:

- 1) through that individual's membership or association with an Affiliate;
- 2) as a member of the Board of Directors;
- 3) if the individual occupies an unpaid administrative position; or
- 4) as a committee member of VSA.

Bylaw 212. TERMS OF MEMBERSHIP

The term of membership of an Individual Member is for one seasonal year or the duration of membership or association within its Affiliate, or the term of election or appointment to the office or position referred to in Bylaw 303.



Subpart E – Fees

Bylaw 213. MEMBERSHIP FEES

Section 1. Each Affiliate shall pay to VSA annual fees for one seasonal year in an amount approved by the Board of Directors prior to the beginning of that seasonal year.

Section 2. Each Associate shall pay to VSA annual fees for one seasonal year in an amount approved by the Board of Directors prior to the beginning of that seasonal year. Annual fees for Associates are due at the time of application each year.

Section 3. The Board of Directors shall establish deadlines for the payment of fees.

Section 4. VSA will negotiate a group policy for secondary accident medical insurance, general liability, and excess liability coverage each year. The fees for that insurance will be paid annually, based on the number of registered recreational players or registered competitive players.

Subpart F – Discipline, Suspensions, Fines, Revocations, & Reinstatement

Bylaw 214. DISCIPLINE, SUSPENSIONS, FINES, and REVOCATIONS

Section 1. Section

- a) The Board of Directors may suspend, fine, or revoke (*or any combination thereof*) the membership of any member of VSA after a disciplinary hearing is concluded, if the Board determines that
 - i) The conduct of the member is adverse to the best interests of soccer, VSA, or the purposes and objectives for which VSA has been formed; and/or
 - ii) The member has not complied with the requirements of its membership in VSA and/or
 - iii) Violation of any VSA bylaw or policy.
- b) The Board of Directors may act only after a hearing, providing the member with a minimum of 7 and maximum of 14 days notice of the time and place of the hearing, and providing the member with a reasonable opportunity to present evidence in support of the member's position



Section 2. All members of VSA, upon notification by VSA, must recognize a suspension or other disciplinary action imposed by VSA in accordance with these bylaws. VSA and all other VSA members shall recognize suspensions and other disciplinary actions imposed by members of VSA on proper notification to VSA, and a determination by VSA that the party subject to the action received hearing and procedural rights substantially similar to those set forth in these bylaws.

Section 3. VSA must recognize suspensions and rulings of all organizations under the jurisdiction of USYS and US Soccer when notified of any such suspension or ruling.

Bylaw 215. SUSPENSION BECAUSE OF LITIGATION

Section 1. Any person participating in a VSA program, or in a program of a member of VSA, 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. The Board of Directors shall determine suspensions under this bylaw. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. The person 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.

Section 2. On completion of the litigation, the suspended person may inform the Board of Directors that the litigation has been completed and request that the suspension be terminated and the person reinstated. The Board may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by the Board, fine the person, terminate all membership of that person with VSA and its members, or any combination of those authorized penalties. The Board may impose or continue penalties under other applicable bylaws not a part of the litigation.

Bylaw 216. RESIGNATIONS

Any member may resign from VSA by submitting a written resignation to VSA. The resignation need not be accepted by VSA to be effective. A member's resignation does not relieve the member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.



Bylaw 217. REINSTATEMENT

A suspended member of VSA may submit a written request to the Board of Directors for reinstatement prior to the end of the period of suspension. The Board may reinstate the membership of a suspended member on reasonable terms that the Board considers appropriate.

PART III – ORGANIZATION

Subpart A – Board of Directors

Bylaw 301. GENERAL RESPONSIBILITIES

Each of the members of the Board of Directors shall be dedicated to the purposes and objectives of VSA, USYS and US Soccer. The Board of Directors shall maintain the Articles of Incorporation, bylaws, policies, procedures and rules of VSA, USYS and US Soccer, accept such other powers and perform such responsibilities as assigned by the Board of Directors that are not specified in these bylaws.

Bylaw 302. COMPOSITION AND AUTHORITY

Section 1. VSA has a Board of Directors. The Board is composed of the following members:

(a) voting members:

i) the officers of VSA as provided by Bylaw 305

(b) non-voting members, who are the subordinate officers as provided in Bylaw 305 Section 2. (f) (g).

Section 2.

(a) Except as otherwise provided by these bylaws, the Board of Directors has complete governance and management of VSA.

(b) Governance and management by the Board of Directors include the following:

(i) amending, enforcing and interpreting the Bylaws, policies, procedures and rules of VSA, USYS, and US Soccer;



- (ii) reviewing and approving all member constitutions, bylaws, general procedures, specific rules, and requirements to ensure consistency with the Bylaws, policies, procedures, and rules requirements of VSA and those of USYS and US Soccer; and
- (iii) suspending, barring completely or otherwise disciplining any member, player, coach, manager, team assistant, member officer, or referee from any member team of VSA, following a hearing, for any violation of the Bylaws, policies, procedures or rules of VSA, USYS, or US Soccer, or for any activity determined to be detrimental to the welfare of Youth Players, VSA, or its members.

Bylaw 303. TERMS OF BOARD MEMBERS

Section 1. The members of the Board of Directors who are officers or hold specified director positions have the following terms:

- (a) The President and Director of Risk Management each have two-year terms, elected in odd numbered years at the Annual General meeting.
- (b) The Treasurer, Secretary, and Vice President each have two-year terms, elected in even numbered years at the Annual General Meeting.

Section 2. The Immediate Past President has one one-year term beginning immediately following that individual's term as President of VSA in an advisory role as needed.

Bylaw 304. ASSUMING OFFICE & WHEN TERMS BEGIN

Section 1. The duties and powers of all elected officers shall cease at the end of the Annual General Meeting of the second year of their two-year term or upon their resignation or removal from office.

Section 2. The duties and powers of all appointed positions shall cease after they have made their annual reports to the Annual General Meeting.

Section 3. The new officers have the duty to fill appointed positions in a meeting following the Annual General Meeting. No elected Executive Board members shall serve simultaneously in two elected positions beyond any interim period needed to fill the vacant position.



Bylaw 305. OFFICERS & RESPONSIBILITIES

Section 1. VSA has the following officers:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Director of Risk Management
- (f) State Referee Administrator (SRA)
- (g) Immediate Past President

Section 2.

(a) PRESIDENT

- i) Preside at all meetings of VSA;
- ii) In conjunction with the Executive Director, appoint all committees and positions in the VSA not required to be elected with approval by a majority vote of the BOD
- iii) Cast the deciding vote in the event of a tie vote
- iv) In conjunction with the Executive Director, represent or assign a delegate to represent VSA in all matters that require state representation
- v) Serve ex-officio on all committees
- vi) Submit an annual report to the Membership at the AGM

(b) VICE PRESIDENT

- i) Exercise all the powers of the President in his/her absence
- ii) Assist President in his/her duties
- iii) Succeed to the position of president, who, if unable to perform the duties of president or resigns, has vacated that position for the remainder of the term

(c) SECRETARY

- i) Record and maintain records of all VSA meetings
- ii) Assist Executive Director with communication with membership
- iii) Assist in the preparation of the annual report
- iv) Receive proposed changes to the Bylaws and arrange for distribution to members

(d) TREASURER

- i) Shall be the chief financial officer of VSA and be responsible for the financial status and statements of VSA
- ii) Monitor VSA financial statements on a monthly basis
- iii) Assist in VSA budget development
- iv) Submit a formal financial report including year end Balance Sheet and Operating Statement any proposed fee changes to the membership at the AGM



v) Submit a statement of financial condition at regular and Executive Board meetings.

(e) DIRECTOR OF RISK MANAGEMENT

i) Assist Executive Director to maintain compliance with the following:

- 1) Background Checks
- 2) SafeSport
- 3) HeadsUp Concussion Certification
- 4) Zero Tolerance Policy
- 5) Any other VSA, USYS or US Soccer requirements

ii) Review Directors & Officers (D&O), Errors & Omissions (E&O) and other liability insurance coverage annually

iii) Oversee complaints and policy violations

iv) Investigate to determine if a hearing is required

- 1) Provide testimony related to the violation during the adjudication process

(f) STATE REFEREE ADMINISTRATOR

i) Chair the State Referee Committee

ii) Report State Referee Committee business to VSA

iii) Provide weekly misconduct Report to Risk Management/Executive Director

iv) Provide referees to represent VSA in Regional Competitions

(g) IMMEDIATE PAST PRESIDENT (non-voting)

i) Shall provide guidance to the President as needed for a period of one year.

Bylaw 306. REMOVAL FROM OFFICE

Members of the VSA BOD may be removed from office for failure to perform assigned duties.

(a) Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to fill the duties of their office.

(b) A simple majority vote of the VSA BOD shall be required to remove the elected member from their position.

(c) The member under consideration for removal or suspension shall not be entitled to cast a vote.

Bylaw 307. RESIGNATIONS

Any member of the Board of Directors of VSA may resign effective upon the date and time specified in a written notice given to the VSA President. If the member resigns as an officer or specified director, the Board may fill the vacancy by majority vote. An individual filling the



vacancy of an officer or specified director serves until the next Annual General Meeting.

Bylaw 308. VACANCIES

The President shall appoint, subject to the approval of the VSA BOD, replacements to fill vacancies on the VSA BOD arising from removal, resignation or departure of the incumbent for any other reason. Upon approval by the VSA BOD, the appointee shall fill the remainder of the term with full voting rights.

Bylaw 309. RESTRICTIONS

A resigning member of the Board of Directors, one losing an election, or one removed by action of the Board of Directors, must properly transfer all binding and legal documents particular to that member's position and deliver all properties and records of VSA to that member's successor or as directed by the Board of Directors.

Bylaw 310. COMPENSATION OF VOTING MEMBERS

No voting member of the Board of Directors shall receive any form of compensation for activities pertaining to conducting the business of US Soccer, USYS, or VSA, except that direct expenses may be reimbursed as appropriate according to a reimbursement policy established by the Board of Directors. This bylaw does not preclude voting members from being compensated by members of VSA. No voting member may contract with, or otherwise be compensated for, any goods or services provided to VSA.

Subpart B – Nominations & Elections

Bylaw 311. NOMINATIONS

Section 1. The Board of Directors shall appoint a nominating committee by October 1 each year to make nominations for officer and specified director positions.

- (a) Any voting member of the VSA may nominate an individual for any officer or specified director position on the Board of Directors when the term of that officer or position is expiring.
- (b) A nomination must be made in writing to the Secretary of VSA on or before October 1st prior to the Annual General Meeting at which the election is to be held.



- (c) The office of the President must be filled by either a current member of the VSA BOD or a past member of the VSA BOD. If no candidate is identified, the position becomes open for general nomination.
- (d) A slate of nominees shall be distributed to all members of the VSA with the announcement of the Annual General Meeting.
- (e) If no nomination is received for a particular office or specified position, that office or position shall be declared vacant and shall be filled as a vacancy by the Board of Directors President according to Bylaw 308.

Bylaw 312. ELECTION OF BOARD OF DIRECTORS

Section 1. The elections of the officers will occur at the Annual General Meeting

- (a) Election is by majority vote of members present
- (b) If no candidate receives a majority vote, a runoff election shall be conducted between the two candidates receiving the greatest number of votes in the initial election.
- (c) The runoff election shall be conducted by Australian ballot.

Bylaw 313. VOTING

Section 1. - Affiliate

- (a) Each Affiliate in good standing is entitled to vote at VSA Member meetings. An Affiliate shall have
 - i) 1-100 Total Players = 1 vote
 - ii) 101-200 Total Players = 2 votes
 - iii) 201 to 300 players = 3 votes
 - iv) 301-400 total players = 4 votes
 - v) 401-500 total players = 5 votes
 - vi) Each additional 100 players = 1 additional vote

Section 2: Associate

- (a) Each Associate in good standing is entitled to vote at VSA Member meetings. An Associate shall have one vote.
- (b) Any leagues managed by Vermont Soccer Association do not have a vote

Section 3: Individual

- (a) Individual members are not entitled to speak or vote.



Section 4. Limitations

- (a) Votes must be cast in person or via teleconference. Affiliate or Associate may not vote at a VSA Member meeting without submitting authorization in writing to the Secretary of VSA. Authorization must be received prior to the VSA Member meeting to which the authorization applies.
- (b) A representative may vote in only one capacity at any VSA meeting. Page 20
- (c) Proxy votes are permissible provided written authorization is submitted to the VSA secretary prior to the meeting to which it applies.

Subpart C – VSA Meetings

Bylaw 314. VSA MEMBER MEETINGS

Section 1. VSA hosts VSA Member meetings. The VSA Member meetings has the following authority to:

- (a) Amend the articles of incorporation and bylaws of VSA;
- (b) Review and amend the budget of VSA;
- (c) Elect the officers and other members of the Board of Directors (*except the Immediate Past President & State Referee Administrator*);
- (d) Conduct additional business as considered appropriate by the Board of Directors.

Bylaw 315. ANNUAL GENERAL MEETING

Section 1. The VSA Member meetings shall hold an Annual General Meeting between November 1st and January 31st.

Section 2. At least 30 days before the date of the Annual General Meeting, VSA shall provide to each member:

- (a) notice of the meeting in writing, giving the agenda, date, time, and location of the meeting;
- (b) any proposed amendments to the articles of incorporation and the bylaws of VSA;
- (c) the budget adopted for that fiscal year; and
- (d) a list of any individuals who have declared candidacy or have been nominated for election to the Board of Directors as of the time of the notification.



Section 3. Any business item (other than proposed amendments to the articles of incorporation and bylaws of VSA) to be presented at an Annual General Meeting must be submitted in writing to VSA on or before November 1 prior to the next Annual General Meeting.

Bylaw 316. SPECIAL MEETINGS

Section 1. A special meeting of the VSA Member meetings may be called at any time on request of:

- (a) The President of VSA
- (b) A majority of the voting members of the Board of Directors
- (c) or at least 10 Affiliates.

Section 2. The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 3. Notice of a special meeting shall be provided to each VSA Member within 14 days of the meeting. The meeting must be held no less than 30 days and no more than 60 days of the Notice.

Bylaw 317. PLACE, DATE & TIME OF MEETINGS

The Board of Directors may designate any place within Vermont for a VSA meeting, subject to Bylaw 314; Bylaw 315; and Bylaw 316. The Board shall designate the date and time of any such meeting.

Subpart C – VSA Board of Director Meetings

Bylaw 318. BOD MEETINGS

Section 1.

- (a) The Board of Directors shall hold at least four (4) regular meetings each fiscal year.
- (b) The agenda for regular meetings shall be as follows:
 - i) Roll call
 - ii) Introduction of guests
 - iii) Approval of minutes
 - iv) Financial report
 - v) Reports of Board members



- vi) Committee reports
- vii) Unfinished business
- viii) New business
- ix) Good of the game
- x) Adjournment

Section 2.

- (a) The Board of Directors may hold special meetings on the call of the President or on the written request of at least 3 voting members of the Board.
- (b) Notice of a special meeting shall be provided to all members of the Board of Directors not less than forty-eight (48) hours nor more than fourteen (14) days before the date of the meeting.

Section 3. A majority of the Board of Directors shall constitute a quorum. A quorum of the Board of Directors may conduct the business of the VSA in person, by telephone or video conference.

Section 4. Proxies are not permitted at meetings of the Board of Directors.

Bylaw 319. COMPENSATION OF VOTING MEMBERS

No voting member of the Board of Directors shall receive any form of compensation for activities pertaining to conducting the business of US Soccer, USYS, or VSA, except that direct expenses may be reimbursed as appropriate according to a reimbursement policy established by the Board of Directors. This bylaw does not preclude voting members from being compensated by members of VSA. No voting member may contract with, or otherwise be compensated for, any goods or services provided to VSA.

PART IV - Committees

Bylaw 401. GENERAL

Section 1. The President, with the approval of the Board of Directors, shall appoint individuals to committees, except as otherwise provided in these bylaws.

Section 2. The President is an ex-officio member of all committees.

Bylaw 402. STANDING COMMITTEES

- Section 1.** VSA may have the following standing committees:
- (a) Protests and Appeals Committee
 - (b) Bylaws and Revisions Committee
 - (c) Registration and Credentials Committee



- (d) Nominating Committee
- (e) Competitions Committee

Section 2. The Board of Directors shall define the responsibilities of each of the standing committees. Each standing committee shall be chaired by a VSA Board Member.

Bylaw 403. SPECIAL COMMITTEES OR TASK FORCES

Special committees or task forces may be established as the Board of Directors considers appropriate for the purpose of accomplishing specific tasks. The authorization for these committees or task forces shall include provisions for a budget for the duration of the committee or task force.

Bylaw 404. RESTRICTIONS

No member of a committee may receive compensation (except reimbursement for expenses) for services performed as a committee member.

PART V - Administrative

Bylaw 501. FISCAL YEAR BUDGET

Section 1. The Treasurer shall prepare a proposed budget for VSA for the next fiscal year. The treasurer shall submit its proposed budget to the Board of Directors for approval.

Section 2.

- (a) After the Board of Directors has approved a proposed budget, the budget shall be distributed to all members of the VSA Member meetings.
- (b) The members will vote to approve at the AGM.

Bylaw 502. ACCOUNTS, BOOKS, & RECORDS

Section 1. VSA shall maintain adequate and correct accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the office of VSA or at any other location designated by the Board of Directors.

Section 2.

- (a) All books and records, including copies of the governing documents, shall be open to inspection by any member of the Board of Directors.



- (b) Members of VSA may request to inspect books/records and governing documents upon written request for cause. The Board of Directors shall produce books/records within 30 days of receipt of the formal written request.
- (c) US Soccer may view books, records, and governing documents of VSA at its request to determine compliance with US Soccer bylaws. VSA shall provide to the Secretary General of US Soccer an annual report on the activities of VSA and most current annual financial statements within 90 days after the start of US Soccer's seasonal year. VSA will provide annually to US Soccer copies of VSA's governing documents. Changes to those documents shall be submitted to US Soccer for approval not later than 90 days after their adoption.

Bylaw 503. INDEMNIFICATION

Section 1. VSA 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 VSA, 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 VSA approves the settlement as provided in section 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 VSA. 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 VSA.

Section 2. Any amount payable as indemnification under this bylaw may be paid by VSA on a determination by the Board of Directors, 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 section 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 VSA Member meetings.

Section 3. Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by VSA 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 section 2 of this bylaw that that person is not entitled to indemnification under this bylaw.



Section 4. The Board of Directors 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 504. DISCLAIMER

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

Bylaw 505. LIABILITY

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

PART VI – Hearings & Appeals

Bylaw 601. AFFILIATE REQUIREMENTS

Section 1.

- (a) Each Affiliate shall hear initial complaints arising out of the activities of the Affiliate.
- (b) Each Affiliate 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 Affiliate or to VSA. An Affiliate is not required to provide a right to appeal within the Affiliate. 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 VSA.

Section 2. If an Affiliate does not have those procedures required by section 1 of this bylaw, the provisions of this part and requirements prescribed by the Board of Directors apply. Any procedures prescribed by an Affiliate must contain at least the applicable provisions of this part.

Bylaw 602. COMPOSITION OF DECISION-MAKING AUTHORITY

Section 1. Any committee or other authority hearing, considering on appeal, or deciding a matter



- 1) Shall be composed of people who have no conflict of interest in the matter being heard;
- 2) Shall not include any person who has adjudicated the matter at any other level; and
- 3) Shall be composed of at least 3 individuals.

Section 2. The Hearings Committee shall have the authority to hear and decide on all disputes, grievances, and disciplinary matters within the scope of the VSA'S governance.

Bylaw 603. HEARING REQUIREMENTS

Section 1. A complaint must be filed in writing and must include

- (a) The nature and specifics of the complaint
- (b) A listing of the rules, procedure, or requirements that have been violated
- (c) A statement of the desired resolution

Section 2. In all hearings conducted under these bylaws, the parties shall be accorded:

- (a) Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true
- (b) Parties shall be given at least 30 days notice of the hearing, detailing the date, time, and location.
- (c) The right to have the hearing conducted at a time and place so as to make it practicable for the person charged to attend
- (d) The hearing shall be conducted in a fair and impartial manner, with proceedings recorded for the record.
- (e) Parties have the right to be represented by an advocate or legal counsel.
- (f) All evidence must be submitted at least 10 days before the hearing, including a list of witnesses that may be called to testify.
- (g) The right to present an oral argument.
- (h) The right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing
- (i) The right to have a record made of the hearing if desired
- (j) A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion
- (k) notice of any substantive and material action of the hearing panel in the course of the proceedings



- (l) Equality concerning communications, and no ex parte communication is permitted between a party and any person involved in making its decisions or procedural determination except to provide explanations involving procedures to be followed.

Bylaw 604. APPEALS PROCEDURES

Section 1. Appeals must be filed within 30 days of the decision, accompanied by a written statement outlining the grounds for appeal.

Section 2. Appeals to a VSA Discipline decision will be directed to US Soccer in accordance with US Soccer Bylaw 704.

Section 3. A VSA club discipline decision may be appealed to an independent VSA Appeals Committee composed of members who have not participated in the initial decision.

Section 4. Any complaint that is a grievance involving the right to participate and compete in activities sponsored by US Soccer, VSA, and members of VSA, may be appealed to the US Soccer Appeals Committee, as provided and to the extent provided by US Soccer bylaws and policies.

Section 5. Appeals may be filed on the following grounds:

- (a) Procedural errors that affected the fairness of the hearing
- (b) New evidence not available at the time of the hearing
- (c) Misinterpretation of misapplication of VSA Bylaws
- (d) Disproportionate sanctions

Bylaw 605. DECISION MAKING PROCESS

Section 1. All decisions shall be documented in writing, including the rationale for the decision, and communicated to the parties within 15 days of the decision.

Section 2. The hearings Committee may implement interim measures, such as temporary suspension, pending the outcome of an appeal.

Section 3. All proceedings shall be confidential. Records and documentation shall be securely stored and accessible only to authorized personnel.

Section 4. The Hearings and Appeals procedures shall be reviewed annually and updated as necessary to ensure fairness and effectiveness.



Bylaw 606. EXHAUSTION OF REMEDIES

Section 1. No member of VSA, 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 VSA.

Section 2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to VSA for all expenses incurred by VSA and its officers and members of the Board of Directors in defending each court action, including the following:

- (a) court costs
- (b) attorney's fees
- (c) reasonable compensation for time spent by VSA officials and employees or by officials and employees of the Affiliate in responding to and defending against allegations in the action, including responses to discovery and court appearances
- (d) travel expenses
- (e) expenses for holding special meetings necessitated by court action

PART VII - Amendments to Bylaws

Bylaw 701. PROPOSING AMENDMENTS

Section 1. A proposal to amend the Articles of Incorporation or Bylaws of Vermont Soccer may be made by any Affiliate or Associate Member, VSA Board of Director Member.

Section 2. Proposed amendments may only be considered at the AGM.

Bylaw 702. AMENDMENT/NOTICE

Section 1. A proposed amendment to the Articles of Incorporation or these Bylaws shall be submitted to the VSA Secretary in writing by October 1st prior to the AGM for consideration. VSA shall send proposed amendment to each VSA Member at least 30 days before the meeting at which the amendment is to be considered.



Bylaw 703. APPROVAL/VOTING REQUIREMENTS

Section 1. Any amendment to the Articles of Incorporation of VSA shall require approval by two-thirds of the votes cast at the meeting of the VSA Member meetings at which the amendment is considered. The Secretary shall cause such amendment to be made to the articles of incorporation, and shall further deliver copies thereof to the Vermont Secretary of State's Office.

Section 2. Any amendment to the bylaws of VSA shall require approval by a two thirds of the votes cast at the meeting of the Board of Directors or VSA Member meetings. If the amendment is rejected, the VSA Member meetings may either retain the language of the bylaw before such amendment, or approve its own amendment to the bylaw, based upon two-thirds of the votes cast at the Annual General Meeting. The Secretary shall cause all such amendments to be made to the bylaws of VSA upon approval.

Bylaw 704. PRIORITY

To the extent permitted by Vermont law, in the event of a conflict between the articles of incorporation and bylaws of VSA and the articles of incorporation, bylaws, policies, and requirements of US Soccer, the articles, bylaws, policies, and requirements of US Soccer govern.

Bylaw 705. EFFECTIVE DATE

Unless otherwise provided, any amendment to the articles of incorporation or bylaws of VSA is effective upon approval at the VSA AGM at which the amendment is adopted.

Bylaw 706. EXCEPTIONS

An amendment passed at a meeting of US Soccer or USYS, which may affect the bylaws of the VSA, shall be distributed to the membership by the Secretary and shall become effective on the effective date of the amendment.

