

# Georgia State Soccer Association Bylaws

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### ARTICLE I - NAME

The name of this Association shall be Georgia State Soccer Association Inc (GSSA).

### ARTICLE II - OBJECT

- 2.1. To coordinate the development of activities relating to the sport of soccer within the State of Georgia in a fair, effective and cost efficient manner.
- 2.2. To promote the sport of soccer at all levels within the State of Georgia, to resolve questions and controversies not addressed under the rules, regulations and bylaw of the relevant affiliated associations, and to exercise the authority and interest of the United States Soccer Federation therein.
- 2.3. To educate the general public concerning all aspects of the sport of soccer and to foster statewide, national and international amateur competition of said sport.
- 2.4. To solicit, receive and maintain a fund of real or personal property, or both, and, subject to restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principle thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organization that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future law of the United States governing of the internal revenue service (IRS), and
- 2.5. In general, to transact or carry on any other business in connection and consistent with the foregoing.

### **ARTICLE III - GENERAL**

This Association shall be a member of US Youth Soccer Association, US Adult Soccer Association and the United States Soccer Federation (USSF). To the extent permissible under all applicable Georgia laws or statutes, US Adult Soccer Association, US Youth Soccer Association, and USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of GSSA. GSSA will not join any organization that has requirements that conflict with USSF or its articles, bylaws, policies, and requirements.

### **ARTICLE IV - DEFINITIONS**

- 4.1 “Affiliate” Any organization affiliated with GSSA, which has an identifiable membership of players, on whose behalf the organization conducts or engages in soccer activities in a manner consistent with the provisions of Article 2 (above). An Affiliate shall be further defined as the club, league, or association that serves as the basic administrative unit of GSSA. Each Affiliate must register all players and other persons participating in that Affiliate’s soccer activities with GSSA.
- 4.2 “Associate Member” Any organization or group representing an interest in soccer who wishes to become a member of Georgia Soccer. Associate Members will be “Non-Voting members” but with all other meeting privileges at General Meetings.
- 4.3 “Association” means the Georgia State Soccer Association.
- 4.4 “Authorized votes” Total of eligible votes in attendance at membership meetings
- 4.5 “Board” means the Board of Directors of officers and directors of GSSA.
- 4.6 “Adult Council - Adult” An assembly of Adult Affiliate Representatives
- 4.7 “Youth Council – Youth” An assembly of Youth Affiliate Representatives
- 4.8 “Coaches Organization” a group of coaches organized for the purpose of affiliation with GSSA. . Each Organization is required to have a minimum of ten (10) individual members and no more than one organization within a playing affiliate.
- 4.9 Director – A voting member of the Board of Directors who is not an officer
- 4.10 “Eligible Votes” Total number of votes of those members in good standing
- 4.11 “Non Voting member” – a member of a committee, the board of directors, or other position within the association who serves without a vote
- 4.12 “Federation” means the United States Soccer Federation, Inc, (USSF).
- 4.13 “FIFA” means the federation International de football Association of which the Federation is the national association member for the United States.
- 4.14 “Fiscal Year” The 12 month accounting period beginning July 1 and ending June 30 or as determined by the GSSA Board of Directors.
- 4.15 “GSSA Membership” A member is an individual, league organization that has applied for and/or been approved for affiliated membership with Georgia State Soccer Association. Membership in GSSA through each defined Affiliate is open to all players, coaches, trainers, managers, administrators, officials, referees and honorary members.
- 4.16 “Hall of Fame Member” is a person who is recognized either for “Outstanding Achievement” or “Lifetime Achievement.” Membership shall be approved by a majority of the GSSA Board of Directors.
- 4.17 “Life Member” Is a person that have been awarded the status of Life Membership based on the criteria of having held an office in the Georgia State Soccer Association or this Corporation for at least five years. They

shall not be required to pay dues.

- 4.18 "Player" - a person who is duly registered and actively playing in an Adult or Youth Affiliate during the current seasonal year.
- 4.19 "Adult Player" any player duly registered with an Adult Affiliate during the current seasonal year.
- 4.20 "Athlete Player - Director" The Athlete Player is a elected member of the Board of Directors. The person must be at least 18 years old and currently registered and playing with an Affiliate.
- 4.21 "Youth Player" A youth member as defined by US Youth Soccer and registered with GSSA.
- 4.22 "Officer" Duly elected members of the Board of Directors who shall serve as the officers of the corporation and as governed by applicable law.
- 4.23 "Quorum" The quorum for any GSSA Board of Directors meetings shall be a majority. The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership.
- 4.24 "Referee Organization" a group of referees organized for the purpose of affiliation with GSSA. Each Organization is required to have a minimum of ten (10) individual members and no more than one organization within a playing affiliate.
- 4.25 "Seasonal Year" The seasonal year shall consist of the 12 months as defined by USSF.
- 4.26 "Secretary" The GSSA Executive Director shall serve as Secretary of GSSA and keep meeting minutes and records of all business related activities. The Executive Director will be a non-voting member of the Board of Directors.
- 4.27 "Senior Vice President" means the Vice President that has held a position on the board the longest
- 4.28 "Team" shall be deemed to be a recognized entity sponsored by any GSSA Affiliate and organized for the purpose of playing the sport of soccer.
- 4.29 "USASA" means the United States Adult Soccer Association.
- 4.30 "US Youth Soccer" means the United States Youth Soccer Association.
- 4.31 "USSF" or "US Soccer" means the United States Soccer Federation.

## **ARTICLE V - MEMBERS**

- 5.1 Classes of Membership
  - 5.1.1 Voting Members
  - 5.1.2 Non-Voting Members
- 5.2 Voting Members
  - 5.2.1 Shall include Affiliates made up of Youth Council Members, Adult Council Members, Life Members and all members of the Board of Directors.

- 5.3 Non Voting Members
  - 5.3.1 Shall include Hall of Fame Members, Associate Members, and all others that advance a particular aspect of soccer who seek membership without voting rights, and others that may be designated by the Board of Directors.
- 5.4 Terms of Membership
  - 5.4.1 Qualification and Eligibility
    - 5.4.1.1 Each annual application for GSSA membership shall be on a form as approved by the Board of Directors. The fees due shall accompany each application for the current period. Any application received that is incomplete or lacks the required supporting documentation shall be returned to applicant.
    - 5.4.1.2 Application shall be filed with Secretary of the Association.
    - 5.4.1.3 Applications for “Associate” membership shall be acted upon according to the established policies and procedures of the Board of Directors.
    - 5.4.1.4 Applications for new “Affiliate” membership shall be presented to the membership at the next General Membership meeting. New memberships must be approved by the membership by a majority of eligible votes.
  - 5.4.2 Fees / Dues
    - 5.4.2.1 All fees assessed shall be determined by the Board of Directors and shall be approved by the membership. All dues and fees shall be as listed in the standing rules.
    - 5.4.2.2 All required fees are due as per GSSA policies.
    - 5.4.2.3 All current fee schedules shall be available at the offices of the Georgia State Soccer Association.
- 5.5 Resignation
  - 5.5.1 Any Affiliate desiring to resign from the Association shall submit its resignation in writing to the Executive Director, who shall present it to the Board of Directors for action. No Affiliate’s resignation shall be accepted until all obligations to GSSA are met.

## **ARTICLE VI – OFFICERS**

- 6.1 The Officers of the Association
  - 6.1.1 President
  - 6.1.2 Vice President-Adult
  - 6.1.3 Vice President-Youth
  - 6.1.4 Treasurer
  - 6.1.5 Secretary
  - 6.1.6 The position of Senior Vice President shall be the current Vice President that has held a position on the board the longest and shall assume the duties of the President in their absence. The remaining Vice President shall be referred to as the Junior Vice President and shall assume the duties of the President in the event of the absence of the President and Senior Vice President.
- 6.2 The Directors of the Association

- 6.2.1 Director of Adult Competition
- 6.2.2 Director of Youth Recreation
- 6.2.3 Director of Youth Select
- 6.2.4 Director - Player Athlete
- 6.2.5 Director - At Large Representative
- 6.3 Duties of Officers
  - 6.3.1 President
    - 6.3.1.1 The President is the Chairman of the Board and is Chief Executive Officer of the Corporation and shall do the following:
    - 6.3.1.2 Preside at all meetings of the Board of Directors and the general membership
    - 6.3.1.3 Oversee and direct all activities of GSSA
    - 6.3.1.4 Sign contracts as approved by the Board of Directors
    - 6.3.1.5 Cast a deciding vote or vote by secret ballot.
    - 6.3.1.6 Represent the Association in all matters that requires state representation
    - 6.3.1.7 Submit an annual report at the Annual General Meeting
    - 6.3.1.8 Appoint committees and positions (unless otherwise stated) with approval by a majority vote of the Board of Directors
    - ~~6.3.1.9 In the event any other officer is unable to complete the term of office, the President, with the approval of the Board of Directors, shall appoint another person to fill the remainder of the unexpired term.~~
  - 6.3.2 Vice President-Adult
    - 6.3.2.1 The Vice President-Adult shall be responsible for the following:
    - 6.3.2.2 Promoting the interest of adult soccer within the Association
    - 6.3.2.3 Serve as the Adult Council Chairperson
    - 6.3.2.4 Serve as an advisor on all adult related Committees
    - 6.3.2.5 Represent Association at USASA meetings and events and at the USSF AGM
    - 6.3.2.6 Recommend or appoint committee chairs that oversee adult activities
    - 6.3.2.7 Act as coordinator in the assignment and conduct of adult activities and programs
    - 6.3.2.8 Coordinate the management and release of adult players with the State Registrar
    - 6.3.2.9 Administering the suspension or curtailment of membership within the Adult Council
    - 6.3.2.10 Assist in the organization and appoint the State Scout of the Adult Elite Player Program
    - 6.3.2.11 Assist in the organization of any state adult tournament and competitions
    - 6.3.2.12 Submission of an annual report to the Association at the Annual General Meeting.

### 6.3.3 Vice President-Youth

- 6.3.3.1 The Vice President-Youth shall be responsible for the following:
- 6.3.3.2 Promoting the interest of youth soccer within the Association
- 6.3.3.3 Serve as the Youth Council Chairperson
- 6.3.3.4 Serve as an advisor on all youth related committees
- 6.3.3.5 Representation at US Youth Soccer Regional and National meetings/events and at the USSF AGM.
- 6.3.3.6 Recommend or appoint committee chairs that oversee youth activities
- 6.3.3.7 Act as coordinator in the assignment and conduct of youth activities and programs
- 6.3.3.8 Coordinate the management and release of youth players with the State Registrar
- 6.3.3.9 Administering the suspension or curtailment of membership within the Youth Council
- 6.3.3.10 Assist in the organization of all state run youth tournaments
- 6.3.3.11 Submission of an annual report to the Association at the Annual General Meeting.

### 6.3.4 Treasurer

- 6.3.4.1 The Treasurer shall be responsible for the following:
- 6.3.4.2 Directing the keeping of full and accurate accounts of receipt and disbursements of the Association in accordance with the established financial policies
- 6.3.4.3 Act as Chairman of the Finance Committee
- 6.3.4.4 Prepare and submit an annual budget for approval by the voting membership at the AGM
- 6.3.4.5 Ensure that an independent annual audit is performed and a formal report be submitted to the membership at the AGM
- 6.3.4.6 Submit a statement of financial condition at all Board of Director meetings
- 6.3.4.7 Report value of all Association-owned inventories
- 6.3.4.8 The preparation and submission of any and all paperwork required to meet all federal, state and local laws and regulations, including those related to GSSA's Articles of Incorporation and Tax Exempt Status.

### 6.3.5 Secretary

- 6.3.5.1 The Executive Director shall serve as the Secretary and as a non-voting member of the Board of Directors and shall be responsible for the following:
- 6.3.5.2 Shall compile and keep minutes of all board and Association meetings.
- 6.3.5.3 Receive all annual Affiliate applications for GSSA membership
- 6.3.5.4 Notify the membership (30) thirty days prior to an AGM and SAGM and provide copies of all proposed changes to GSSA rules, regulations, policies, and bylaws

6.3.5.5 Provide written notice of a called meeting of the Association to all Affiliates at least (30) thirty days in advance of the meeting date, and the purpose of the meeting shall be stated in the call.

#### 6.4 Duties of Directors

##### 6.4.1 Director of Adult Competition

6.4.1.1 The Director of Adult Competition shall do the following:

6.4.1.2 Promote the interests of adult soccer within the Association

6.4.1.3 Assist in the assignment and conduct of all adult activities

6.4.1.4 Assist in the organization of all adult competitions

6.4.1.5 Act as Commissioner for the adult National Cup competition.

##### 6.4.2 Director of Youth Recreation

6.4.2.1 The Director of Youth Recreation shall do the following:

6.4.2.2 Promote the interest of youth recreational soccer within the Association

6.4.2.3 Act as coordinator in the assignment and conduct of youth recreation activities

6.4.2.4 Chair the Youth Recreation Committee

6.4.2.5 Coordinate the management of youth recreational players with the State Registrar

6.4.2.6 Assist in the organization of youth recreational competition and tournaments.

##### 6.4.3 Director of Youth Select

6.4.3.1 The Director of Youth Select shall do the following:

6.4.3.2 Promote the interests of youth select soccer within the Association

6.4.3.3 Act as coordinator in the assignment and conduct of activities of youth select play

6.4.3.4 Chair the Youth Select Committee

6.4.3.5 Coordinate the management and release of players with the Vice President-Youth and State Registrar

6.4.3.6 Assist in the organization of youth select competition and tournaments.

##### 6.4.4 Director-Playing Athlete

6.4.4.1 The Director-Playing Athlete shall do the following:

6.4.4.2 Promote the interests of all athletes currently playing soccer within the Association

6.4.4.3 All other duties as assigned by the Board of Directors.

##### 6.4.5 Director-At Large Representative

6.4.5.1 The Director-At Large Representative shall do the following:

6.4.5.2 Promote the interests of all soccer within the Association

6.4.5.3 All other duties as assigned by the Board of Directors.

#### 6.4.6 Independent Directors

6.4.5.1 Independent Directors shall do the following:

6.4.5.2 Promote the interests of all soccer within the Association

6.4.5.3 All other duties as assigned by the Board of Directors.

#### 6.5 Nomination of Officers

The officers and directors of the board shall be elected at the Annual General Membership meeting

6.5.1 President – elected by the general membership

6.5.2 Vice President-Adult – elected by the Adult Council

6.5.3 Vice President-Youth – elected by the Youth Council

6.5.4 Treasurer – elected by the general membership

6.5.5 Director of Youth Recreation – elected by the Youth Council

6.5.6 Director of Youth Select – elected by the Youth Council

6.5.7 Director of Adult Competition – elected by the Adult Council

6.5.8 Director - Playing Athlete – elected by the Adult Council

6.5.9 Director-At Large Representative – elected by the general membership

6.5.10 Independent Directors – elected by the general membership

#### 6.6 Resignation/ Removal/ Appointments

6.6.1 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.

6.6.2 The duties and powers of all appointed positions shall cease after they have made their annual reports to the Annual General Meeting. The new officers have the duty to fill appointed positions in a meeting following the Annual General Meeting.

6.6.3 No elected Board members shall serve simultaneously in more than one elected position.

6.6.4 No elected/appointed Board Member, committee member, or official of the organization shall be a paid employee of GSSA except as otherwise noted herein.

6.6.5 Members of the Board may be removed from office for failure to perform assigned duties.

6.6.6 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

6.6.7 A two-thirds vote of the Board of Directors shall be required to remove an elected member from their position.

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

~~6.6.9~~ An individual may not be elected to the same office for more than 2 full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term of more than one year may not be elected for more than 2 full terms.

## **ARTICLE VII - BOARD OF DIRECTORS**

### 7.1 Composition

7.1.1 The Board of Directors shall be comprised of ~~nine~~ **fourteen (14)** voting members; the President, Vice President-Adult, Vice President-Youth, Treasurer, and ~~five (5)~~ **nine (9)** Directors elected at the Annual General Meeting, and the Chair of the State Referee Committee. **(Until the 2012 AGM, there will be only twelve (12) voting Officers and Directors. These two sentences in parentheses shall be removed following the 2012 AGM.)**

7.1.2 The Board of Directors will appoint the Chair of the State Referee Committee to the Board of Directors and the position will serve as a voting member.

7.1.3 The Board of Directors will appoint the position of Secretary that will be served by the Executive Director and the position will serve as a non-voting member.

7.1.4 The Board of Directors may appoint additional members to the Board of Directors who shall be non-

### 7.2 Powers.

The sole authority of this Corporation, except that which is herein otherwise delegated, shall be vested in a Board of Directors.

7.2.1 This Board shall have full authority to act for the Corporation in all matters of administration, and shall make a report to the membership at the Annual and Semi-Annual meetings of whatever business has been conducted by the Board of Directors.

7.2.2 This Board shall have power to incur pecuniary liabilities on behalf of the Corporation.

7.2.3 The Board of Directors will be responsible for enacting, reviewing and publishing policies to enable the Association to attain its stated goals.

7.2.4 The Board of Directors will select and employ an Executive Director to administer the affairs and administrative functions of the Association. The Board of Directors will set the salary and establish the duties. The Executive Director will be directly responsible to the Board of Directors through a designee of the Board of Directors.

7.2.5 The Board of Directors will select and employ a Director of Coaching to administer the affairs of the Association's coaching program. The Board of Directors will set the salary and the Director of Coaching will be directly responsible to the Board of Directors through a designee of the Board of Directors.

7.2.6 The Executive Director may select and employ necessary employees to administer the affairs of the Association's daily business as approved by the Board of Directors. The Board of Directors will approve the salary and duties of all employees. Employees will be responsible to the Board of Directors through the Executive Director.

7.2.7 The Board of Directors shall set all salaries, compensations and benefits as provided in the GSSA Financial Policies Manual.

7.2.8 The Board of Directors shall appoint Committee and Sub-Committee Chairs as defined in Article X: Committees. The Board of Directors may dissolve any nonfunctioning committee as defined in Article 10: Committees.

### 7.3 Meetings

The Board shall meet monthly on the fourth Monday of each month, unless the Board of Directors directs otherwise, and at other times at the call of the President or a majority of the Board of Directors. The order of business and agenda shall be as determined by the President in consultation with the Secretary.

### 7.4 Electronic Meetings

The Board of Directors may act on any matter with the written consent of all Directors. The Board of Directors may conduct business via electronic meeting in accordance with the policies established by the Association.

### 7.5 Quorum

A majority of the voting members of the Board shall constitute a quorum to conduct business. Each member of the Board of Directors, excepting the Secretary, shall be entitled to cast one (1) vote on any matter of business before the Board of Directors. Voting by proxy shall not be allowed.

### 7.6 Restrictions

7.6.1 No Board members shall serve simultaneously in more than one elected position.

7.6.2 No Board Member, appointed official or committee member shall be a paid employee of GSSA except as noted otherwise herein.

7.6.3 Members of the Board may be removed from office for failure to perform assigned duties.

7.6.4 Any officer absent for two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

### 7.7 Voting

A majority vote of the members of the Board of Directors shall approve actions. A two-thirds vote of the members of the Board of Directors shall be required to remove an elected member from their position.

### 7.8 Vacancies

The President shall ~~appoint, subject to the approval of the Board,~~ nominate replacements to fill vacancies on the Board arising from removal, resignation or departure of the incumbent for any other reason. Upon approval by the Board of Directors, the ~~nominee~~ ~~appointee~~ shall fill the remainder of the term with full voting rights **until the next general membership meeting, when the position shall be filled by a vote of the appropriate membership group. Any such vacancies that arise during a general membership meeting shall be filled by election during that same meeting, provided the appropriate council session has not already adjourned.**

### 7.9 Budget

The annual budget shall be determined by the Board of Directors and shall be approved by the general membership.

### 7.10 Reporting

The actions of the Board of Directors shall be presented to the membership at any general meeting.

## ARTICLE VIII - MEETINGS

### 8.1 General Membership Meetings

8.1.1 There may be a semi-annual meeting of the GSSA membership.

8.1.2 The winter meeting of the Association shall be designated the Annual General Meeting (AGM).

8.1.3 The AGM shall be held during the first quarter of each year as designated by the Board of Directors at their October meeting.

8.1.4 The summer meeting of the Association shall be designated the Semi Annual General Meeting (SAGM).

8.1.5 The SAGM shall be held in June, July or August as designated by the Board of Directors at their April meeting.

8.1.6 It shall be the responsibility of each Affiliate to have in attendance at GSSA AGM, GSSA SAGM, and the Adult and Youth Council meetings, a minimum of one member to represent each of its Affiliate's interests. Affiliate representation is mandatory at all meetings.

### 8.2 Special Meetings

8.2.1 Special meetings of the Association shall be called by the President with the approval of the Board of Directors.

8.2.2 The President, at the request of a minimum of thirty three (33) percent of the eligible votes of Affiliates shall call a special meeting. The meeting must be called within 14 days and be held within 60 days.

8.2.3 The Secretary shall provide written notice of a called meeting of the Association to all Affiliates at least 30) thirty days in advance of the meeting date and the purpose of the meeting shall be stated in the call.

### 8.3 Quorum

8.3.1 The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership.

### 8.4 Call for the Meeting

8.4.1 The Secretary shall notify the affiliated membership 30 days prior to an AGM and SAGM and shall provide copies of all proposed changes to GSSA rules, regulations, policies, and bylaws.

### 8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the "Eligible Votes." The total votes present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows

Youth Council: 50%

Adult Council: 50%

Life Members: 1 vote for each member present

Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein each Council's eligible votes will total 50% of the total votes. The highest number shall be divided by each of the individual Council's total votes to determine a Council Multiplier. Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.

8.5.4 Prior to the start of the GSSA membership meeting, credentials will be established to determine the Authorized votes. For any issue before the GSSA membership to be determined by vote, the Authorized votes will be used.

8.5.5 GSSA membership voting will be done by four (4) groups of membership including "Youth Council", "Adult Council", "Life Members" and members of the Board of Directors. An individual may only vote representing one group.

8.5.6 The determination of the Eligible votes will be established 14 days prior to the GSSA Council meetings and will use the following criteria:

<b>Affiliate Type</b>	<b>Votes</b>
<b>Youth Affiliate with less than 500 players</b>	<b>1</b>
<b>Youth Affiliate with 500 to 999 players</b>	<b>2</b>
<b>Youth Affiliate with 1,000 to 1,499 players</b>	<b>3</b>
<b>Youth Affiliate with 1,500 or more players</b>	<b>4</b>
<b>Adult Affiliate with less than 100 players</b>	<b>1</b>
<b>Adult Affiliate with 100 to 250 players</b>	<b>2</b>
<b>Adult Affiliate with 251 to 400 players</b>	<b>3</b>
<b>Adult Affiliate with 401 or more players</b>	<b>4</b>
<b>Life Members (each)</b>	<b>1</b>
<b>Board of Directors (each)</b>	<b>1</b>

8.6 Credentials

8.6.1 The State Registrar shall determine the number of players that an Affiliate has properly registered and for which it has submitted the appropriate payment. One or more representatives designated in writing by the Governing Authority of the Affiliate may cast votes for an Affiliate. These written credentials shall be presented to the Association's Board of Directors at the AGM and the SAGM. A majority of the Board of Directors shall resolve any conflicts over credentials prior to conducting any other business.

8.6.2 Voting for Adult Council positions shall be determined by ballots designated specific to the Adult Council members.

8.6.3 Voting for Youth Council positions shall be determined by ballots designated specific to the Youth Council members.

**ARTICLE IX - ELECTIONS**

9.1 The Officers and Directors of the Association shall be elected at the Annual General Meeting for a term of two years with the exception of the Playing Athlete.

9.2 The term of office shall be two years or until an Officer's successor is elected and qualified.

9.2.2 Officers elected at the AGM shall take office at the next meeting of the Board of Directors.

9.3 An individual may not be elected to the same office for more than two full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term of more than one year may not be elected for more than two full terms.

9.4 The President shall be elected in odd-numbered years. The Treasurer shall be elected in even-numbered years.

- 9.5 All Affiliates can vote for President and Treasurer. The number of votes for voting members shall be determined as described in Article 8.6.1
- 9.6 The Vice President-Adult shall be elected in even-numbered years.
  - 9.6.1 Only Adult Affiliates can vote for the Vice President – Adult.
- 9.7 The Vice President-Youth shall be elected in odd-numbered years.
  - 9.7.1 Only Youth Affiliates can vote for the Vice President-Youth.
- 9.8 The Director of Adult Competition shall be elected in odd-numbered years.
  - 9.8.1 Only Adult Affiliates can vote for the Director of Adult Competition.
- 9.9 The Director of Youth Recreation shall be elected in odd-numbered years.
  - 9.9.1 Only Youth Affiliates can vote for the Director of Youth Recreation.
- 9.10 The Director of Youth Select shall be elected in even-numbered years.
  - 9.10.1 Only Youth Affiliates can vote for the Director of Youth Select.
- 9.11 The Director-At Large Representative shall be elected by the general membership in-even-numbered years.
- 9.12 The Director-Playing Athlete shall be elected annually.
  - 9.12.1 Only Adult Affiliates can vote for the Director–Playing Athlete.
- 9.13 Two Independent Directors shall be elected by the general membership in odd-numbered years.
- 9.14 Two Independent Directors shall be elected by the general membership in even-numbered years, beginning in 2012.
- 9.15 Thirty (30) days prior to each Annual General Meeting and Semi Annual General Meeting, the Secretary will inform the Affiliates of the number of votes each will be entitled to at the AGM or SAGM.

## **ARTICLE X - COMMITTEES**

- 10.1 Committees
  - 10.1.1 All committee appointments shall be annual appointments unless otherwise stated.
  - 10.1.2 All committee appointments of individual Chairpersons shall not extend past a five (5) year period of appointment per committee
  - 10.1.3 All committee appointments shall take place at the first Board of Directors meeting following the Annual General Meeting.
  - 10.1.4 The President may dissolve any nonfunctioning committee with the approval of the Board of Directors.
- 10.2 Standing Committees
  - 10.2.1 Bylaws and Policy Committee
    - 10.2.1.1 The Committee shall be composed of three (3) Adult members appointed by the Vice President-Adult, three (3) Youth members appointed by the Vice President-Youth, and a Chair appointed by the President. This committee shall be responsible for reviewing the Bylaws and Policies and Procedures of GSSA. Proposed changes shall be presented in accordance with Article

10 of the GSSA Bylaws. This committee shall review all proposed changes properly submitted in accordance with Article 10 of the GSSA Bylaws prior to their distribution to the Affiliated Members, standing Committee Chairs and the GSSA Board of Directors. This committee shall be prepared to discuss all proposed changes at the Annual General Meeting (AGM) or at the Semi Annual General Meeting (SAGM), This committee shall also be responsible for ensuring that Bylaws add Policies and Procedures are all consistent with and in compliance with the same of US Youth Soccer, US Adult Soccer and USSF.

## 10.2.2 Rules Committee

### 10.2.2.1 Adult Rules Sub-Committee

The three (3) Adult members shall be the Adult Rules Sub-Committee of the Bylaws and Policy Committee and shall be responsible for reviewing the Adult procedures and rules. Proposed rules shall be presented in accordance with Article 10 of the GSSA Bylaws. This Committee shall review all proposed changes properly submitted in accordance with Article 10 of the GSSA Bylaws prior to their distribution to the Affiliates, standing Committee Chairs and the GSSA Board of Directors. This committee shall be responsible for ensuring that the Adult procedures and specific rules are all consistent with and in compliance with the same of GSSA, US Adult Soccer Association and USSF.

### 10.2.2.2 Youth Rules Sub-Committee

The three (3) Youth members shall be the Youth Rules Sub-committee of the Bylaws and Policy committee and shall be responsible for reviewing the Youth procedures and rules. Proposed rules shall be presented in accordance with Article 10 of the GSSA Bylaws. This Committee shall review all proposed changes properly submitted in accordance with Article 10 of the GSSA Bylaws prior to their distribution to the Affiliated Members, standing Committee Chairs and the GSSA Board of Directors. This committee shall be responsible for ensuring that the Youth procedures and specific rules are all consistent with and in compliance with the same of GSSA, US Youth Soccer Association and USSF.

## 10.2.3 State Cup Committee

10.2.3.1 The Adult State Cup Committee shall be chaired by an appointee of the Vice President-Adult prior to the October meeting and will oversee the organization and administration of the Adult National Cup Competition.

10.2.3.2 The Youth State Cup Committee shall be chaired by an appointee of the Vice President-Youth will oversee the organization and administration of the U.S. Youth National Championship Series Competition.

## ~~10.2.4 Adjudication Committee~~

~~10.2.4.1 It shall be the responsibility of this committee to assure that the following Sub-committees: Youth Discipline and Protest Committee, Youth Ethics and Grievance Committee and the Appeals Committee are in compliance with the proper procedures required by USSF Bylaws and Bylaws of US Youth Soccer.~~

## 10.2.4.2 Appeals Committee

10.2.4.2.1 This committee shall hear appeals of the rulings of the Discipline and Protest Committees and Ethics and Grievance Committees in matters pertaining to the Association and rule on such appeals in accordance with GSSA By-laws, US Youth Soccer, USASA and USSF. The Chair of this committee shall be responsible for notifying, in writing, the Board of Directors of any committee rulings. This committee's ruling may be appealed. The Appeals Committee shall be composed of the Chair and a minimum of three (3) other members, **not to exceed five (5) members**, appointed by the Chair ~~and with approval by the President for each hearing, of whom, No~~ no more than ~~two (2)~~ one members can be from the same Affiliate ~~and who shall be selected from a pool of prospective volunteers maintained by GSSA~~. Any member of the Appeals Committee who was involved at a lower level of the current matter being appealed must recuse himself from consideration of the current matter.

#### 10.2.54.3 Discipline & Protest Committees – Adult & Youth

10.2. 54.3.1 These committees or any constituent sub-committee(s) or designee(s) of the Chair(s) of these committees shall hear appeals and protests that are directly related to game incidents and rule on such matters in accordance with the By-laws, general procedures of GSSA, US Youth Soccer, US Adult Soccer and USSF. They shall meet as necessary to address allegations of misconduct and the protest of games within their appropriate jurisdiction. The Chair of these committees must provide, in writing, the rulings of the committee to the Executive Director for appropriate record keeping. ~~These~~ The hearings conducted by these committees shall be composed of a Chair and at least ~~two additional~~ three (3) other members, not to exceed five (5) members, appointed by the Chair for each hearing, of whom, not more than one of ~~who~~ can be from the same Affiliate, and who shall be selected from a pool of prospective volunteers maintained by GSSA. This committee shall adhere to and comply with all the requirements of, as appropriate, GSSA, US Youth Soccer, US Adult Soccer and USSF. The Chair of the committee will be appointed by the President from nominees provided by the appropriate Vice President and as approved by the Board of Directors.

#### 10.2.64.4 Ethics and Grievance Committees – Adult and Youth

10.2. 64.4.1 These committees shall hear all grievances and questions of an ethical nature. These committees will meet upon a grievance being submitted if such grievance meets the definition required as outlined, respectively, in the Youth and Adult Council Policies and/or Rules and Regulations. The Chair of these committees must provide, in writing, the rulings of the committee to the Executive Director for appropriate record keeping. This committee shall adhere to and comply with all the requirements, as appropriate, of GSSA, US Youth Soccer, US Adult Soccer and USSF. Each Ethics and Grievance Committee shall be composed of a Chair and a minimum of three (3) other members not to exceed five (5) members for each hearing, of whom no more than one member can be from the same affiliate, and who shall be selected from a pool of prospective volunteers maintained by GSSA. The Chair and members of the committee will be appointed by the President from nominees provided by the appropriate Vice President and as approved by the Board of Directors.

#### 10.2.75 Elite Player Development Committee

10.2.75.1 The Vice President-Youth, with the approval of the Board of Directors, shall appoint the Chair. This committee shall administer the Elite Player Development Program using policies and procedures as approved by the Board of Directors. The Chair will appoint at least three (3) members and not more than five (5) to the Committee with the approval of the Vice President Youth. The Director of Coaching shall be a non-voting member of this committee.

#### 10.2.86 Finance Committee

10.2. 86.1 The Finance Committee shall be chaired by the Treasurer and shall be composed of the Treasurer, an appointment by the Vice President-Youth and an appointment by the Vice President-Adult. This committee will meet at least thirty (30) days prior the AGM and SAGM and as needed to review and recommend the budget for approval. The Committee shall review and make recommendations regarding the financial policies and procedures of the Association to the Board of Directors.

#### 10.2.97 Nominating Committee

10.2. 97.1 Prior to the October meeting, the President shall appoint a nominating committee made up of five (5) members, two (2) recommended by the Vice President-Adult, two (2) recommended by the Vice President-Youth and chaired by a person appointed by the President and approved by the Board of Directors.

#### 10.2.108 State Referee Committee

10.2.108.1 This committee shall be responsible for referee development to include but not be limited to referee recruitment, instruction, assessment, assignment, administration, and to permit the state the opportunity to offer referee education experiences which will benefit the referee and state's

program.

10.2.108.2 The President shall appoint with the approval of the Board of Directors the Chair of the Committee.

10.2.108.3 The Vice President-Adult will appoint, with the approval of the Board of Directors, the State Referee Administrator (SRA) to the Committee. The SRA shall be appointed for a specified two (2) year term and may be reappointed.

10.2.108.4 The Vice President-Youth will appoint with the approval of the Board of Directors the State Youth Referee Administrator to the Committee. The SYRA shall be appointed for a specified two (2) year term and may be reappointed.

10.2.108.5 The State Referee Administrator and State Youth Referee Administrator shall be members of this committee and with the State Referee Committee Chair shall nominate candidates for the State Director of Assessors, State Director of Instruction and State Assignor Coordinator, all of whom shall become members of this committee after approval by the Board of Directors.

10.2.108.6 There shall be a Committee member appointed by the Vice President-Adult with approval by the Board of Directors.

10.2.108.7 There shall be a Committee member appointed by the Vice President-Youth with approval by the Board of Directors.

10.2.108.8 The Committee will meet monthly.

#### 10.2.119 Registrars Committee

10.2.119.1 The President shall appoint a Registrars Committee made up of a total of five (5) members consisting of:

10.2.119.1.1 A Chairman

10.2.119.1.2 Two (2) positions recommended by the Vice President-Adult

10.2.119.1.3 Two (2) positions recommended by the Vice President-Youth

10.2.119.1.4 The Committee shall review and make recommendations on player and team registration policies to the Board of Directors for approval. The Executive Director, who serves as the State Registrar, shall be a non-voting member and will be responsible for maintenance of the Association's membership databases and mailing lists.

#### 10.2.120 Risk Management Committee

10.2.120.1 The President shall appoint a Risk Management Committee made up of four (4) members

10.2.120.2 The President shall appoint an individual as Chairman of the Committee and a member at-large

10.2.120.3 The Vice-President-Adult will recommend one member to the President

10.2.120.4 The Vice President-Youth will recommend one member to the President

10.2.120.5 The Committee shall be responsible for reviewing risk management issues that may come before the Association and shall make recommendations, as necessary, to the Board of Directors for implementation of policies and procedures that protect GSSA and the affiliated membership.

#### 10.2.1344 Tournament and Special Games Committee

10.2.1344.1 The President shall appoint a Tournament and Special Games Committee made up of four (4) members, one of which will be the chair of the committee as determined by the President.

10.2.1344.2 The Vice-President-Adult will recommend one member to the President

10.2.1344.3 The Vice President-Youth will recommend on member to the President

10.2.1344.4 The Committee will meet monthly.

10.2.1344.5 The Committee will review all applications for tournaments and special games and will approve if within the policies established by the Board of Directors.

10.2.1344.6 The Committee shall review and make recommendations on tournament and special games policies to the Board of Directors for approval.

#### 10.2.1442 Youth Recreation Committee

10.2.1442.1 The Vice President-Youth will appoint a Director of Youth Recreation will serve as Chairman of this Committee..

10.2.1442.2 The Chairman of the Committee will appoint no less than five (5) and no more than eight (8) members with the approval of the Vice President-Youth.

10.2.1442.3A Sub-Committee for Special Programs designed for disadvantaged and disabled players will exist within this Committee.

10.2.1442.4 The Committee will oversee all youth recreation activities and make recommendations on policies and rules to the Vice President-Youth.

#### 10.2.1543 Youth Select Committee

10.2.1543.1 The Vice President-Youth will appoint a Director of Youth Select will serve as Chairman of this Committee.

10.2.1543.2 The Chairman of the Committee will appoint no less than three (3) and no more than five (5) members with the approval of the Vice President-Youth.

10.2.1543.3 The Committee will oversee that Youth Select program activities and make recommendations to the Vice President-Youth and the Youth Council on policies and rules and regulations.

10.2.1543.4 The Committee will be comprised of two Sub-Committees for the Boys Select Program and Girls Select Program.

10.2.1543.5 The Vice President-Youth shall appoint a Boy's Select Sub-Committee Chair and a Girl's Select Sub-Committee Chair from among the Youth Select Committee members.

10.2.1543.6 The Chairman of these two Sub-Committees will appoint members of their Committee based upon the current needs of the Select Program to organize and manage their program.

10.2.1543.7 The Youth Select Committee will meet at least two (2) times per year.

### 10.3 Special Committees

10.3.1 The President may establish special committees with the approval of the Board of Directors to accomplish a special purpose. The membership and structure of these committees will be determined at the time they are formed.

10.4 Ex-Officio Members

10.4.1 The President shall be an ex-officio member of all committees except the Nominating Committee.

10.5 Non-Voting Members

10.5.1 The Vice President-Adult shall be a non-voting member of all Adult/Adult member specific committees.

10.5.2 The Vice President-Youth shall be a non-voting member of all Youth member specific committees.

## **ARTICLE XI - DISCIPLINE**

11.1 Suspension of Membership

11.1.1 Any Affiliate may be determined to be in bad standing for cause and placed in suspension. Cause shall be defined by but not limited to the following:

- 11.1.1.1 Failure to pay registration fees
- 11.1.1.2 Failure to pay fees of fines assessed against the Affiliate
- 11.1.1.3 Violations of Bylaws or Policies.

11.1.2 An Affiliate in bad standing shall not receive any privileges and/or benefits of membership.

11.1.3 The Vice President-Adult shall be responsible for administering the suspension or curtailment of membership within the Adult Council.

11.1.4 The Vice President-Youth shall be responsible for administering the suspension or curtailment of membership within the Youth Council.

11.1.5 Any suspension or expulsion shall be subject to appeal to the appropriate appellate authority

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

12.1 Parliamentary Authority

12.1.1 All meetings of this Association shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, except as otherwise provided in these Bylaws, any adopted special rules of order, standing rules and the Policies and Procedures of this Association.

## **ARTICLE XIII - AMENDMENT OF BYLAWS**

13.1 Bylaw Amendments

13.1.1 The Bylaws may be amended by a two-thirds vote of the affiliated members in good standing at any duly authorized meeting of the Association. Proposals for amendment of the Bylaws must be made in writing and submitted to the GSSA Secretary so as to allow thirty (30) days notice to all Affiliates prior to consideration of such proposals at any meeting. Affiliates, Board Members and Life Members may propose Bylaw changes.

13.1.3 The Board of Directors may, by a two-thirds vote, renumber existing articles or sections of these bylaws and correct typographical errors.

13.2 Association responsibilities:

13.2.1 Provide annually to the Federation copies of its Bylaws and other governing documents

13.2.2 Submit changes to those documents to the USSF, United States Adult Soccer Association and U S Youth Soccer Association for approval no later than ninety (90) days after adoption.

13.2.3 Upon reasonable request make copies of those documents available to Affiliates.

13.3 Rules and Special Regulation Changes

13.3.1 Rules and Regulations of the Adult Council may be amended by a majority of the votes cast by the Adult Affiliates in good standing at any duly authorized meeting of the general membership.

13.3.2 Rules and Regulations of the Youth Council may be amended by a majority of the votes cast by the Youth Affiliates in good standing at any duly authorized meeting of the general membership.

13.3.3 Proposals for changes must be made on the proper form to the appropriate Rules Sub-Committee Chair so as to allow thirty (30) days notice to all Affiliates prior to consideration. Affiliates, Committee Chairs, and members of the Board of Directors may make proposals for changes.

13.3.4 The Board of Directors may by a two thirds (2/3) vote amend either the Adult or Youth Rules & Regulations at the request of the Adult or Youth Rules Sub-Committee in order to provide clarification and administrative corrections, provided the amendment is submitted in writing in time to notify the Board not less than ten (10) days prior to a regular or special meeting.

## **ARTICLE XIV - INDEMNIFICATIONS**

14.1 Indemnifications

14.1.1 The Association shall indemnify to the fullest extent permitted by law it's Officers, Directors, employees and other representatives against any loss, liability, costs or expense including attorney fees in any way arising out of any act or omission taken by or omitted in good faith belief that such act or omission was lawful and in furtherance of the Association's purpose.

## **ARTICLE XV - DISSOLUTION**

15.1 Dissolution

15.1.1 In the event the Association disbands, after liabilities and obligations are satisfied in accordance with government regulations, any remaining monies in the GSSA treasury shall be dispersed as determined by the Board of Directors, in accordance with the Articles of Incorporation of GSSA. None of the funds will be used for the benefit of individual members.

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