



ANNUAL GENERAL MEETING

2025 | ATLANTA, GA
February 27- March 1

TABLE OF CONTENTS

USASA National Council

[Voting strength](#)

[Proposed Agenda](#)

[Minutes](#)

[Election of Director](#)

[Policies](#)

[Bylaws](#)

US SOCCER Adult Council

[Voting strength](#)

[Proposed Agenda](#)

[Minutes](#)

[Election of Commissioners](#)

[Election of US Soccer Board Member](#)

**ANNUAL GENERAL MEETING OF
UNITED STATES ADULT SOCCER ASSOCIATION**

USASA National Council





**United States Adult Soccer Association
2024 Registration**

revised Feb. 26, 2025

State Association	Jan-24	Feb-24	Mar-24	Apr-24	May-24	Jun-24	Jul-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24	TOTAL	Last Year	Votes	Data submission	
Region 1																	
Connecticut												3,536	3,536	3,576	4	Connecticut	
Delaware													-	100	-	Delaware	
Eastern New York					448						1,501	4,726	6,675	7,441	4	Eastern New York	
E. Pennsylvania												6,913	6,913	4,572	4	E. Pennsylvania	
Maine												101	101	60	1	Maine	
Maryland					341		739					941	2,021	2,255	3	Maryland	
Massachusetts						12,593					2,495	15,088	15,170	6	Massachusetts		
Metropolitan DC/VA					1,369		6,103			1,809		2,108	11,389	9,859	5	Metropolitan DC/VA	
New Hampshire				301								481	782	625	2	New Hampshire	
New Jersey								280				2,018	2,298	2,481	3	New Jersey	
Pennsylvania West			278		389			760		160		559	2,146	1,708	3	Pennsylvania West	
Rhode Island						240	315		161				716	657	1	Rhode Island	
Vermont					273		220			201		105	799	676	2	Vermont	
West Virginia										324		216	540	504	1	West Virginia	
Western New York												-	3,675	3,644	4	Western New York	
Sub-Total	-	-	278	301	2,820	12,833	7,377	1,040	3,836	2,494	7,532	18,168	56,679	53,328	43		
Region 2																	
Illinois								11,049					1,208	12,257	16,212	5	Illinois
Indiana		479			520		675		128	32	47	107	1,988	1,341	3	Indiana	
Iowa							1,482						1,482	1,256	2	Iowa	
Kansas			158		270	29	72		153				682	1,034	1	Kansas	
Kentucky							896					733	1,629	1,450	2	Kentucky	
Michigan				400			3,815					614	4,829	5,567	4	Michigan	
Minnesota												5,421	5,421	4,545	4	Minnesota	
Missouri							1,417					303	1,720	1,813	3	Missouri	
Nebraska					68		1,297			59			1,424	2,048	2	Nebraska	
Ohio-North						1,275	654	166					2,095	2,202	3	Ohio-North	
South Dakota					411			21		47		23	502	385	1	South Dakota	
Southern Ohio												1,162	1,162	1,163	2	Southern Ohio	
Wisconsin					33		877					398	1,308	1,029	2	Wisconsin	
Sub-Total	-	479	158	400	1,302	1,304	11,185	11,236	281	138	47	9,969	36,499	40,045	34		
Region 3																	
Alabama						797							2,331	3,128	2,646	3	Alabama
Arkansas					416								416	1,957	1	Arkansas	
Florida							1,485		579			5,604	7,668	7,430	4	Florida	
Georgia							994					2,498	3,492	3,339	4	Georgia	
Louisiana								1,891				1,864	3,755	1,788	4	Louisiana	
Mississippi				83			275						358	-	1	Mississippi	
North Carolina				8,285			2,671					2,937	13,893	14,450	5	North Carolina	
North Texas						6,758	34					8,707	15,499	14,835	6	North Texas	
Oklahoma												1,172	1,172	1,238	2	Oklahoma	
South Carolina			932					1,329	111			3,233	5,605	5,569	4	South Carolina	
Tennessee		2		331	101	420	293	136		2,163	201	208	3,855	4,078	4	Tennessee	
Texas State, South								2,247				3,685	5,932	5,080	4	Texas State, South	
Sub-Total	-	2	932	8,699	517	8,969	4,758	5,603	690	2,163	201	32,239	64,773	62,410	42		
Region 4																	
Alaska					1,136								656	1,792	1,796	3	Alaska
Arizona								1,081	192	128	11	426	1,838	1,652	3	Arizona	
California, North				2,825			997			1,047		276	5,145	5,003	4	California, North	
California, South						6,133							6,133	3,766	4	California, South	
Colorado										1,335			1,335	1,177	2	Colorado	
Hawaii		505						741					2,647	2,786	3	Hawaii	
Idaho			1,438		478				460	84			2,460	1,699	3	Idaho	
Montana			21		637	139					56	12	865	866	2	Montana	
New Mexico				876			1,103	198	73	36	349	822	3,457	4,292	4	New Mexico	
Nevada												-	473	-	-	Nevada	
Oregon					1,728		2,501			1,857		1,029	7,115	7,010	4	Oregon	
Utah							1,835					347	2,182	1,843	3	Utah	
Washington	651							4,441				1,468	6,560	5,589	4	Washington	
Wyoming												287	287	168	1	Wyoming	
Sub-Total	651	505	-	5,160	2,864	7,248	6,575	6,461	725	5,888	416	5,323	41,816	38,120	40		
Other																	
National Leagues																	
Cascadia Premier League													-	1,321	-	Cascadia Premier League	
Eastern Premier Soccer League				267		290				959		264	1,780	1,072	1	Eastern Premier Soccer League	
EDP									1,641				1,641	1,644	1	EDP	
GCPL													-	1,144	-	GCPL	
Mountain Premier League										225			225	100	1	Mountain Premier League	
NISA												53	53	903	1	NISA	
UWS												614	614	1,491	1	UWS	
WCSEA												2,391	2,391	2,506	1	WCSEA	
WPSL							4,210					1,028	5,238	4,804	3	WPSL	
NPSL												3,445	3,445	3,329	2	NPSL	
Affiliates																	
AYSO				635		452					1,284	2,395	4,766	3,804	4	AYSO	
SAY			114	280		21				93	190		698	531	1	SAY	
US CLUB			363	435	640	357	654		47	2,616	2,161	816	378	8,467	4	US CLUB	
Home Team Tournaments (Beer City)													1,785	1,785	-	Home Team Tourn. (Beer City)	
USASA Tournament Registrations							627						627	443	-	Tournament Registrations	
Sub-Total	-	363	549	1,822	357	1,417	4,837	47	4,257	3,438	2,290	12,353	31,730	31,853	23	Green = Yes, data submitted	
TOTAL	651	1,349	1,917	16,382	7,860	31,771	34,732	24,387	9,789	14,121	10,486	78,052	231,497	225,756	182	Yellow = No, data not submitted	
																Orange = Data submitted - No payment	
																Red = No registrations or data submitted	



USASA National Council Voting Calculations

for 2025 based on 2024 Player Registrations

State Assn Members	TOTAL	Votes
Alabama	3,128	3
Alaska	1,792	3
Arizona	1,838	3
Arkansas	416	1
California - North	5,145	4
California - South	6,133	4
Colorado	1,335	2
Connecticut	3,536	4
Delaware	<i>suspended</i>	-
Florida	7,668	4
Georgia	3,492	4
Hawaii	2,647	3
Idaho	2,460	3
Illinois	12,257	5
Indiana	1,988	3
Iowa	1,482	2
Kansas	682	1
Kentucky	1,629	2
Louisiana	3,755	4
Maine	101	1
Maryland	2,021	3
Massachusetts	15,088	6
Metropolitan DC/VA	11,389	5
Michigan	4,829	4
Minnesota	5,421	4
Mississippi	358	1
Missouri	1,720	3
Montana	865	2
Nebraska	1,424	2
Nevada	<i>suspended</i>	-
New Hampshire	782	2
New Jersey	2,298	3
New Mexico	3,457	4
New York - Eastern	6,675	4

State Assn Members	TOTAL	Votes
North Carolina	13,893	5
Ohio - North	2,095	3
Ohio - South	1,162	2
Oklahoma	1,172	2
Oregon	7,115	4
Pennsylvania - East	6,913	4
Pennsylvania - West	2,146	3
Rhode Island	716	1
South Carolina	5,605	4
South Dakota	502	1
Tennessee	3,855	4
Texas - North	15,499	6
Texas - South	5,932	4
Utah	2,182	3
Vermont	799	2
Washington	6,560	4
West Virginia	540	1
Wisconsin	1,308	2
Wyoming	287	1
USASA Leagues		
Cascadia Premier League	-	-
Eastern Premier Soccer League	1,780	1
EDP	1,641	1
GCPL	-	-
Mountain Premier League	225	1
NISA	53	1
NPSL	3,445	2
UWS	614	1
WCSA	2,391	1
WPSL	5,238	3
Affiliates		
AYSO	4,766	4
SAY	698	1
US CLUB	8,467	4
Home Team Tournaments (Beer Cit	1,785	3
TOTAL	230,870	182



NATIONAL Council Meeting Proposed Agenda

- 1. Moment of Silence**
- 2. Roll Call**
- 3. Credentials Report**
- 4. Approval of the Agenda**
- 5. President's Remarks**
- 6. Executive Director Remarks**
- 7. Consent Agenda, including approval of minutes**
 - a. Minutes from 2024 Annual Meeting, Sept. 2024**
- 8. Approval of policy actions by the board of directors**
- 9. Election of Officers & Directors**
 - a. Director At Large**
- 10. Unfinished business**
- 11. New business**
- 12. Other Reports**
 - a. Strategic Plan - Collective Global**
- 13. For the Good of the Game**
- 14. Adjournment**



ANNUAL GENERAL MEETING OF UNITED STATES ADULT SOCCER ASSOCIATION

MINUTES

September 28, 2024
Frisco, Texas

Call to Order at 12:40pm

Moment of Silence

Pledge of Allegiance

Roll Call

179 votes present.

Credentials Report

91 entities for 179 total votes of 207; A simple majority is 90 votes, two-thirds is 119.

MOTION to accept the Credentials Report was made and seconded.

Motion was passed on a voice vote.

2024 USASA Highlight Video shown

Approval of Agenda

MOTION by Paul Scherer and seconded – to table Item No. 8, Approval of Policy Actions by the board of directors.

Motion was passed on a voice vote. Item No. 8 was tabled.

MOTION by unidentified member and seconded to approve the remaining items on the Agenda.

Motion was passed on a voice vote.

President's Report

A summary of the USASA events for the year was made, including Soccer Fest and the National Amateur Cup finals. Thank you to North Carolina Adult Soccer Association, Tom O'Shea and all the USASA volunteers for help with Soccer Fest. Thanks were also extended to DeKalb County United for their help with National Amateur Cup finals. A special thanks to Dunkin and Michelob Ultra as sponsors for National Amateur Cup finals.



Total player registration numbers were up for 2023, to 225,000. We would like the growth to be greater and the board is working on plans to change and grow membership.

The 2026 World Cup and the Club World Cup in 2025 will be an opportunity for us to grow the game.

Executive Director's Report

We have increased the office staff in the past six months among several changes this year. Our new registration platform is operational and we will continue the process of implementing it further and also making it available to our member organizations.

The 100th Anniversary of National Amateur Cup was well received by the teams and players. Similarly, Soccer Fest was a success.

Continued expansion of our communication to members will occur through the coming months. The website will continue to undergo changes and improvements to make more information and resources available to members.

A message about the need for change in the organization was delivered. We will continue to work with The Collective Global to help us implement the goals we have identified.

Committee Reports

MOTION by unidentified member and second to approve the committee reports from Appeals, Credentials, Finance & Budget, Governance, National Cup and Referee Committees.

Motion was passed on a voice vote.

Election of Officers

President

Candidates are:

Fritz Marth
James Sadowski

James Sadowski was elected.

Secretary

Candidate is:

Karon Beyer

Karon Beyer was elected by acclamation.



At-Large Director

Candidates are:

Chaz Ballish-Regueiro
MaryBeth Falk

MaryBeth Falk was elected.

Affiliate Member Director

Candidate is:

Kendra Halterman

Kendra Halterman was elected by acclimation.

Unfinished Business

There was no unfinished business.

Amendments to the Bylaws

Proposed Amendment to the Bylaws to add Section 1.8a adding a membership category of Disability Service Organization and amending sections 5.1.6 and 5.2 to reflect that change. Offered by Utah State Soccer Association.

Chaz Ballish-Regueiro gave report from the Rules Committee that the amendment is consistent with our bylaws and policies.

MOTION to approve the proposed amendment by Mike Edwards and seconded. The Motion was passed on a voice vote.

No Additional Reports

New Business

MOTION to approve the Fee Schedule for 2025. There are no changes from the current Fee Schedule.

Motion was approved on a voice vote.

The 2025 USASA Budget was introduced by Andy Marion, Budget & Finance Committee Chair.

MOTION – to approve the budget for 2025 made by an unidentified member and seconded.

MOTION TO AMEND – by Paul Scherer to Amend the budget and add \$40,000 to regional support for a total of \$120,000. Seconded.

Motion to Amend the budget passed by a voice vote.

Motion to approve the budget, as amended, was passed by a voice vote.

MOTION by John Motta to change the name of Soccer Fest to Veterans Cup starting in 2025. Seconded by unidentified member.

Motion was passed on a voice vote.



Good of the Game

Introduction of Armin Gonzales, the oldest active player in Veterans Cup. He was presented with a gift from President Motta.

Introduction of Gerhard Mengel, and the presentation of a video and gift from FIFA President Gianni Infantino for Gerhard's 95 birthday.

A message from Carlos Cordeiro was relayed by President Motta.

Karissa Richardson made a presentation of a gift to Tony Falcone on the ending of his tenure as Region I Director.

John Motta

Cezar Wasecki presented John Motta a gift from the board of directors.

Richard Groff
Robin Runstein
Tony Falcone
Audrey Wilson
Lyndelle Phillips
Darius Ejlali
Paul Scherer
Dan Rooney
Vincent Treglia
Pascal Piazza

MOTION – by Dyann Pugliese to destroy the ballots used today, seconded by unidentified member.

Motion was passed on a voice vote.

Adjournment

MOTION - to adjourn was made by an unidentified member and seconded.

Motion was passed on a voice vote.

TIME: 3:35pm



USASA National Council Meeting

Election of Director At-Large

As of February 2025

One seat – currently vacant; 1 year remaining of term

Candidate(s):

Vincent Treglia



United States Adult Soccer Association, Inc.

Policy Manual

Adopted by National Board of Directors

February 5, 2025

Table of Contents

TO BE UPDATED UPON ADOPTION OF POLICIES

Chapter 100 - Membership Policies

101. PLAYING RULES

101.1. Except as provided by USASA, its Organization Members or member leagues, the International Football Association Board (IFAB) "Laws of the Game" apply to all competitions.

101.2. An Organization Member and any of its members may not approve games or tournaments involving teams or players not properly registered or not in good standing with USASA, the Federation or FIFA.

102. ORGANIZATION FEES AND INFORMATION

102.1. On an annual basis the Board of Directors shall propose to the National Council for consideration the requirements for fees and for other information from Member Organizations, including the deadline for when the fees, documents, and registration data are due. Once the budget is approved, a schedule of fees shall be published and distributed to the members.

102.2. Organization Member Annual Fees

To remain in good standing each Organization Member shall submit annually to the USASA Corporate Office the applicable annual membership fee for a State Association, USASA League, USASA Affiliate, or USASA Associate.

102.3. Organization Member Information

Each member must send to the USASA Corporate Office the following:

102.3.1. A list of the Member's officers and directors and their names, addresses, email addresses and phone numbers;

102.3.2. Any changes made in the past ninety (90) days to the Member's Bylaws and Policies or equivalent documents.

102.4. Other Provisions

102.4.1. Three dollars (\$3) of each player registration fee paid to USASA for the registration of a player in a USASA League shall be paid to the State Association where the team is domiciled.

102.4.2. The annual fee of each Organization Member for a given calendar year must be paid to USASA by January 31st of that year. Failure to submit the annual membership fee or required annual documents and Member registration data by this deadline may result in loss of National and Regional Council voting rights and a fine of \$100.

103. PLAYER FEES AND INFORMATION

103.1. Annual player fees are proposed by the USASA Board of Directors for various categories of players during the annual budget process. The proposed budget is then approved by the USASA National Council at the Annual Meeting. A list of annual player fees and their

respective amounts must be promptly published in the annual budget document. Players may be registered:

- 103.1.1. Directly through an Organization Member (except an Associate Member, which may not register players); or
- 103.1.2. Through the US Adult Soccer National Office on behalf of an Organization Member under a policy approved by the National Board of Directors and National Council.
- 103.1.3. Player registration information and fees shall be submitted by each Organization Member no later than 15 calendar days from the end of each calendar quarter for registrations within or before that quarter. Quarters end on March 31, June 30, September 30 and December 31, respectively. Failure to timely submit quarterly player registration information and fees may result in a fine of \$1 per late player.

103.2. The following information is required for each registered player:

- 103.2.1. Last name(s)
- 103.2.2. First name
- 103.2.3. Date of birth
- 103.2.4. Gender identification
- 103.2.5. e-mail address
- 103.2.6. complete mailing address (street, city, state, zip code)

103.3. [to be deleted]

103.4. Insurance Liability Waiver Forms

- 103.4.1. Every Organization Member must ensure that a USASA approved Insurance Liability Waiver is digitally or physically signed each year by each player as part of the player registration process.
- 103.4.2. Every Organization Member must maintain a copy of each such signed waiver form for a period of five years.
- 103.4.3. Every Organization member must promptly provide to the USASA an electronic copy of any such form or forms upon request from USASA Staff.
- 103.4.4. All insurance liability waiver forms must meet the requirements set forth by USASA. Members may seek approval from the USASA Insurance Provider of their own waiver form. No other waiver forms will be accepted for compliance with this policy.
- 103.4.5. USASA members may be audited to ensure that the requirements of this insurance liability waiver policy and the policies on player registration, information, and fees are being followed. Any failure to comply with this policy could result in sanctions. The sanctions that could be imposed by the USASA Board include, but are not limited to: (a) fines of up to \$1.00 per player per year that the waiver was not in place or retained for the required five years; or (b) the Member may be placed in bad standing and ineligible to vote until every player has a waiver on file that is accessible to USASA.

103.5. Temporary Player Registrations – **(NOT ADOPTED – NBOD will further review)**

103.5.1. Tryout Pass – temporary player registration for the purposes of trying out for a team.

103.5.1.1. The number of sessions used under a tryout pass may not exceed six. An Organization Member such as a State Association or League may further limit the number of sessions.

103.5.1.2. An Organization Member may limit the number of tryout passes that teams may use in a given season.

103.5.1.3. An Organization Member may determine a cutoff date for the use of tryout passes during each season.

103.5.1.4. An Organization Member may limit the number of times a player may obtain a tryout pass during a season.

103.5.1.5. The USASA fee for a Tryout Pass is \$6.00. An Organization Member may charge an additional fee.

104. REGISTRATION OF TEAMS

104.1. An Organization Member may register teams and may establish regulations for participation by players on teams within competitions governed by the Organization Member, but such regulations must comply with the provisions of the Ted Stevens Olympic and Amateur Sports Act.

104.2. The maximum number of players allowed to register for a team within competitions governed by an Organization Member may be determined by that Organization Member.

105. SANCTIONS, COST REIMBURSEMENT AND TERMINATIONS POLICY

105.1. An Organization Member failing to pay fees or report information to USASA as required will be subject to sanctions. Such sanctions could include, without limitation, censure, fines, the loss of the privilege to make or second motions, to introduce Bylaw or Policy proposals, and/or to vote at Regional and/or National Council meetings, revoking (or refusing to issue) a certificate of insurance, and/or termination of membership.

105.2. Determination of such sanctions may initially be made by an *ad hoc* disciplinary committee appointed by the Board for this purpose. This committee, if appointed, will initially determine and recommend the nature and timing of any such sanctions, subject to the approval of the Board of Directors.

105.3. The suspension of an Organization Member remains in effect until the Board of Directors provides otherwise.

105.4. Upon notice by USASA, a suspension or other disciplinary action imposed by USASA must be recognized by all members of USASA. Suspensions and other disciplinary actions imposed by members of USASA must be recognized by USASA and all other USASA members on proper notification to USASA.

105.5. After the appeals process has been exhausted, suspended or terminated members may apply to the Board of Directors for reinstatement.

106. State Association Policies

A State Association Member is an Organization Member that must:

106.1. Be an administrative body within a territory determined by the USSF to carry out USASA's programs for registered players.

106.2. Administer and promote the game of soccer within its territory as recognized by the U.S. Soccer Federation.

106.3. Register all players with USASA who participate in any form of competition affiliated with the State Association.

106.4. Appoint a representative to the State Referee Committee.

106.5. Submit to USASA any amendment to its Charter, Articles of Incorporation, Bylaws, Policies, Rules, or Regulations no later than ninety (90) days after the adoption of such amendment.

106.6. Submit to USASA its most current annual reports and financial statements within ninety (90) days after the start of its fiscal year and a copy of its tax return at least annually.

106.7. Submit to USASA all player registrations and player data by the required deadlines.

106.8. Otherwise retain and maintain its own governance, tax classification status, and autonomy, except as otherwise provided in the Bylaws and these Policies.

107. USASA LEAGUE POLICIES

107.1. A USASA League is an Organization Member that must:

107.1.1. Be a league with teams that compete across four or more State Associations.

107.1.2. Register with USASA each player before he or she participates in any game, tryout, practice or activity of a member team.

107.1.3. Submit to USASA any amendment to its Charter, Articles of Incorporation, Bylaws, Constitution, Policies, Rules and/or Regulations no later than ninety (90) days after the adoption of such amendment.

107.1.4. Submit to USASA its most current annual reports and financial statements within ninety (90) days after the start of its fiscal year.

107.1.5. Maintain its own governance, tax classification status, and autonomy, except as otherwise provided in the Bylaws and Policies.

107.1.6. USASA Leagues must hold at least one season per year that lasts at least three months.

107.1.7. Teams within the division/conference of a USASA League must be from and compete among four (4) or more State Associations and there must be at least two (2) teams in three (3) or more of the State Associations involved in the division/conference.

107.1.8. A team's official location is in the State Association in which the team's home field is located.

107.2. USASA National League

107.2.1. Minimum of 36 teams.

107.2.2. Teams must be located among all four (4) time zones of the continental United States (Eastern, Central, Mountain & Pacific).

107.3. USASA National League Tier 1

107.3.1. A National League that has met the USASA requirements as being designated a National league as defined by the current by-laws and policies, can request National Tier 1 status with USASA. In order for a team to be eligible for this top tier, the following criteria must be met.

107.3.2. League must be in good standing as a National League member of USASA for a minimum of 10 years.

107.3.3. The National League must maintain the standards specified under USASA by-laws and policies.

107.3.4. The national League supports and promotes the US Adult Soccer National Amateur Cup.

107.3.5. The League and all teams must be Safe Sport compliant.

107.4. USASA Multi-State League

107.4.1. Must have a minimum of 16 teams.

107.4.2. Must have teams from each of at least four (4) State Associations. In at least three (3) of these four (4) State Associations, the League must have at least two teams.

107.5. Player Registration - All registration data and fees shall be submitted as follows:

107.5.1. All players and coaches will be registered with USASA, including the registration of trial players.

107.5.2. All fees and required registration data must be submitted to USASA by required deadlines.

107.6. Composition and Play

107.6.1. League must determine a champion each year based on seasonal play or by means of a postseason tournament/playoff.

107.6.2. League playing rules must comply with all relevant USASA and FIFA guidelines and the IFAB Laws of the Game.

107.7. Markets, Stadia & Fields

107.7.1. League stadia and arenas must have controllable ingress and egress.

107.7.2. The length of the field for league matches may not be more than 120 yards nor less than 110 yards and the width of the field may not be more than 80 yards nor less than 60 yards.

107.7.3..

107.7.4. Not later than 90 days prior to the start of each season, each team shall have a permit or other permission to use a least a home field for one full season.

107.7.5. League specific minimum stadium seating capacity:

107.7.5.1. USASA National League – 500 seats.

107.7.5.2. USASA Multi-State League – 100 seats.

107.8. Referees for USASA League Matches

107.8.1. All matches require the use of the diagonal system of control, which consists of one referee and two assistant referees. Use of a fourth official is recommended.

107.8.2. Referee Assignments:

107.8.2.1. USASA National League – Assignments will be managed through the USSF assigning system. Each league must appoint a referee coordinator.

107.8.2.2. USASA Multi-State League - Each league must appoint a USSF certified referee assignor.

107.9. Financial Viability

107.9.1. Every team will be required to post with its league or, if directed, with USASA, an adequate performance bond to secure the performance of the team's obligations for the current season.

107.9.1.1. Obligations include stadium use commitments, third party vendor obligations, player registration fees, team registration fees and/or referee fees.

107.9.1.2. The performance bond shall be set aside by the league as a liability account or in an escrow account.

107.9.1.3. The performance bond will be used to offset any fees, costs or operating expenditures that were incurred due to the default of a team. It may also be used to offset expenditures of other teams within the league that were adversely affected by the offending team's default.

107.9.1.4. Any team withdrawing from a league in good standing shall be entitled to refund of any unused portion of their performance bond.

107.9.1.5. Any team whose performance bond is used during the season will be required to replenish it at least 90 days prior to the next season.

107.10. Required Notice - Leagues will furnish to USASA prompt written notice of the following:

107.10.1. Any violation of the standards.

107.10.2. Filing or commencement of or any written threat or notice of intention of any person to file or commence any action, suit, litigation or proceeding whether at law or in equity or by or before any governmental authority, against the League or one or more teams in the League that could foreseeably result in a Material Adverse Effect.

107.10.3. Any development that has resulted in or could foreseeably result in a Material Adverse Effect.

107.10.4. "Material Adverse Effect" means:

107.10.4.1. A material adverse change in or effect on the business, condition, results of operation, assets or liabilities of the League or teams in the league;

107.10.4.2. The ability of the league or its teams to perform any of its obligations under these Standards;

107.10.4.3. The ability of the league or its teams to meet any of their financial obligations.

107.11. League Offices and Administration

107.11.1. USASA National and Multi-State Leagues must have year-round a designated/registered postal address able to receive mail during regular business hours.

107.11.2.

107.11.3. USASA National Leagues must have the following:

107.11.3.1. Central office operating year-round during regular business hours.

107.12. Media

107.12.1.

107.12.2. All leagues will prominently display the USASA logo on its web site and include links to the USASA web site and social media used by USASA

107.13. Application for USASA League Membership

107.13.1. Applicants must submit the following:

- 107.13.1.1. Letter of intent to join USASA stating the specific league category the league intends to enter.
- 107.13.1.2. Supporting documents showing the league's charter, articles of incorporation, or other business entity organizational and governing documents.
- 107.13.1.3. Any bylaws, rules, regulations, rules of play and other governing documents sufficient to describe the structure, nature and extent of the organization's activities that supports specific league category requested.
- 107.13.1.4. Financial statement and business plan describing league operation.
- 107.13.1.5. Names of principals and officers including contact information
- 107.13.1.6. List of teams committed to play in the league. Proof of commitment must be included (agreements, deposits, etc.). Along with city and state of where the team will play, include contact information of the main principal or manager of each team.
- 107.13.1.7. List of staff/volunteers describing operational roles within the organization.
- 107.13.1.8. The ability to meet the standards set forth in this policy.
- 107.13.1.9. The application must include the deposit of the annual affiliation fee for the league category applied.
- 107.13.1.10. If it is necessary for USASA to incur any reasonable costs to review the financial viability of the league and its teams, that cost will be offset from the fee and the league must submit any amount used replenish the deposit.
- 107.13.1.11. If the league is not granted membership, what remains from the deposit shall be returned.

107.14. Fees

- 107.14.1. All fees must be submitted annually by the deadline set forth by USASA.
- 107.14.2. In addition to player registration fees set by USASA, proof of the appropriate documents and fees to reinstate a player to amateur status or to register a player as a professional as required by USSF policies must be submitted to USASA.
- 107.14.3. Affiliation and player registration fees for USASA National Leagues and USASA Multi-State Leagues shall be recommended by the Board of Directors and approved by the National Council.

107.15. Minimum Requirements to Remain in Good Standing

- 107.15.1. Each League must submit to USASA an annual report setting forth, in reasonable detail, the status of its compliance with these requirements and standards to meet its league category, including league and team financial information, steps taken to increase league awareness and continued demonstration by the league and its teams of the promotion of soccer in their home market.
 - 107.15.2. Payment of fees and submission of required data by the deadlines set forth by USASA including registration of players prior to the commencement of the league season.
 - 107.15.3. Adoption of the Disciplinary Protocol set forth by USASA.
 - 107.15.4. The USASA Code of Conduct signed by all teams in the League.
 - 107.15.5. When requested any financial information, books and records of the league and its teams, including any audits conducted by either the league or any of its teams if there is question of financial irregularities.
- 107.15.5.1. USASA shall have authority to conduct an independent audit and the league must cooperate in the audit process.
 - 107.15.5.2. The costs of such audit shall be incurred by the league if the audit establishes material irregularities.

107.15.6. League shall notify USASA if a team has payables overdue by thirty (30) days or more for any of its team's stadium lease commitments, third party vendor obligations, player registration fees or team fees.

107.15.7. Waivers

107.15.7.1. A league may request a temporary waiver from compliance with any requirements or standards. The request must be made in writing and explain in detail the requirements or standards that the waiver is sought and why it is necessary.

107.15.7.2. With the temporary waiver request the league must provide a plan to correct the compliance standard for which the waiver was sought so that the league will be back in good standing.

107.15.7.3. If a waiver is granted by USASA, it will be for a period of no longer than one year.

107.15.7.4. If the waiver is denied, the membership category may be modified by USASA if it meets other requirements and standards or the membership may be terminated.

107.15.8. If USASA makes any modifications to these policies that may adversely affect the membership category of the league, the league shall have two (2) years from when the modification is enacted to meet any new requirements or standards that have changed. The league must show that it is making progress to meet those new requirements and standards.

107.16. Votes at USSF and USASA National Council Meetings: USASA National Leagues and USASA Multi-State Leagues are entitled to votes as provided under the USASA Bylaws at National Council Meetings of USASA and USSF.

108. USASA STATE PREMIER LEAGUE POLICIES

108.1. A USASA State Premier League is a league managed or registered by at least one State Association.

108.2. The League has teams that participate in high level competitions and/or has a significant history as a competitive or Premier USSF/USASA member.

108.3. The League has a season that lasts at least three (3) months each year.

108.4. A USASA State Premier League is not an Organization Member as defined in the USASA Bylaws. A USASA State Premier League is a top amateur league among our member State Associations. These leagues are affiliated through their State Associations and are included in this policy for the sole purpose of distinction and honor. Organization Member benefits, including votes at National or Regional Councils, are not granted to these leagues. USASA State Premier Leagues are represented through their respective State Associations and not entitled to any votes.

108.5. Application for USASA State Premier League

108.5.1. The league must be operating and in good standing with its respective State Association.

108.5.2. The league must include a written application that supports the status through a combination of these standards:

108.5.2.1. Teams that participate in high level competitions administered by USASA or member State Association.

108.5.2.2. Significant history as a USSF/USASA member.

108.5.2.3. Ability to promote itself through use of media outlets, internet and/or social media.

108.6. The league must provide the following contact information:

108.6.1. Names of principals and officers.

108.6.2. List of administrators/staff/volunteers describing operational roles.

108.6.3. List of teams playing in the league including contact information of the main principal/manager of each team.

108.7. Team and Player Registration - All registration data and fees shall be submitted as follows:

108.7.1. All teams, players and coaches will be registered directly with the respective State Association where the team is based.

108.7.2. Every player must be registered in the Premier Player category and pay the corresponding fee for that category. For leagues with multiple divisions, only the top division must meet this requirement.

109. **USASA AFFILIATE MEMBERS**

109.1. A USASA Affiliate Member is an Organization Member that must:

109.1.1. Be an association which conducts independent recreational competitions among teams from several State Associations.

109.1.2. Register with USASA its players.

109.1.3. Comply with the standards and responsibilities applicable to it established by USASA policy.

109.1.4. Submit to USASA any amendment to its Charter, Articles of Incorporation, Bylaws, Policies, Rules, or Regulations no later than ninety (90) days after the adoption of such amendment.

109.1.5. Submit to USASA its most current annual reports and financial statements within ninety (90) days after the start of its seasonal year.

109.1.6. Submit to USASA all player registrations by the required deadlines.

109.1.7. Maintain its own governance, tax classification status, and autonomy, except as otherwise provided in the Bylaws and these Policies.

109.2. An Application for Affiliate Membership must include the following:

109.2.1. Supporting documents showing the charter, articles of incorporation or other business entity.

109.2.2. Any bylaws, rules, regulations, rules of play and other governing documents sufficient to describe the structure, nature and extent of the organization's activities that supports specific league category requested.

109.2.3. Financial statement and business plan describing the Affiliate's operation.

109.2.4. Names of principals and officers including contact information

109.2.5. List of the cities and states of where the Affiliate will operate.

109.2.6. The application must include the payment of the appropriate annual affiliation fee.

110. **USASA ASSOCIATE MEMBERS**

110.1. A USASA Associate Member must:

- 110.1.1. Be formed to advance a particular aspect of adult soccer; but is not responsible for recruiting, training, fielding, managing or funding leagues, tournaments, teams, players, or coaches.
- 110.1.2. Submit to USASA any amendment to its Charter, Articles of Incorporation, Bylaws, Policies, Rules, or Regulations no later than ninety (90) days after the adoption of such amendment.
- 110.1.3. Submit to USASA its most current annual reports and financial statements within ninety (90) days after the start of its seasonal year.
- 110.1.4. Submit to USASA all required registrations, if any, by the required deadlines.
- 110.1.5. Otherwise retain and maintain its own governance, tax classification status, and autonomy, except as otherwise provided in these Bylaws.

110.2. Application for Associate Membership

The applicant shall include with the application a detailed business plan, copies of its charter or articles of incorporation, bylaws, rules, regulations and other governing documents appropriate to understanding the structure and activities of the organization

111. INDIVIDUAL MEMBERS

A USASA Individual Member must be a natural person who:

- 111.1. Is a player, coach, referee, or administrator recognized as a member of any of the Organization Members set forth above; or
- 111.2. Is a current or past elected Officer or National Board member of USASA, or a USASA Regional Officer, *ex officio*; or
- 111.3. Is an individual appointed to a USASA Committee, provided that such an individual shall be an Individual Member, *ex officio*; or
- 111.4. Is an individual who has been inducted into the USASA Hall of Fame.

112. APPLICATION PROCESS FOR ORGANIZATION MEMBERS

The Executive Director shall prescribe the procedure for submitting the application and any required documents. The Executive Director shall refer an application for Organization Membership to the Board of Directors for consideration. The Board of Directors shall immediately submit the application and accompanying documents to the Rules Committee. The Rules Committee may reject the application until the application and accompanying documents are changed to comply with the requirements of USASA and the Federation.

Chapter 200 - Governance Policies

201. NATIONAL COUNCIL MEETINGS

201.1. The suggested order of business at National Council meetings shall be as follows:

- 201.1.1. Moment of Silence
- 201.1.2. Roll call.

- 201.1.3.Credentials.
- 201.1.4.Approval of the proposed agenda
- 201.1.5.Consent Agenda including approval of minutes
- 201.1.6.Elections.
- 201.1.7.Communications.
- 201.1.8.Reports.
- 201.1.9.Unfinished business.
- 201.1.10.Amendments to the Articles of Incorporation, Bylaws or Policies.
- 201.1.11.New business.
- 201.1.12.Good of the Game.
- 201.1.13.Adjournment.

201.2.Any business item (other than proposed amendments to the Articles of Incorporation, Bylaws or Policies of USASA) to be presented at a regular meeting of the National Council must be provided in writing to the delegates of the National Council at least 30 days before the meeting. In urgent cases, with a two-thirds vote, the National Council may decide an item that was not submitted on time.

202. NBOD MEETINGS

202.1.Any business item to be presented at a regular meeting of the National Board of Directors must be provided in writing to all the Directors. The Executive Director should submit to the NBOD the draft agenda, draft minutes, and other business items to be considered at the meeting at least four business days before the meeting.

202.2.The National Board of Directors may go into Executive Session for the consideration of sensitive business items. The meeting minutes shall reflect that the meeting went into Executive Session and record any vote taken, or resolution adopted, but shall provide no other information unless authorized by a majority of the NBOD. Examples of matters that can be considered in Executive Session include, without limitation:

- 202.2.1.Negotiations involving contracts.
- 202.2.2.Real estate negotiations.
- 202.2.3.Litigation or potential litigation involving the USASA, or other matters involving consultation with legal counsel.
- 202.2.4.Discussion of employee personnel and performance matters.
- 202.2.5.Other business negotiations.
- 202.2.6.Negotiations with Organization Members or other soccer governing bodies.
- 202.2.7.Disciplinary actions or potential such actions involving Organization or Individual Members
- 202.2.8. Other business items upon an affirmative vote of every member of the NBOD present at the meeting.

202.3.Minutes shall include the following information:

- 202.3.1.The text of each motion or resolution made.
- 202.3.2.The identity of the maker of the motion or resolution and the person who seconded it.

202.3.3. Whether or not the motion or resolution was approved.

202.4. Draft Minutes

Draft action minutes of each meeting of the Board of Directors shall be provided by the National Secretary or Executive Director via email to each Board member within fourteen (14) days of the adjournment of each meeting.

202.5. Approval of Minutes

The Board of Directors shall approve minutes from a previous meeting at the next meeting, or electronically via email vote within 60 days of the adjournment of each meeting.

202.6. Publication of Minutes

Within fourteen (14) days of the approval of the minutes, , the approved minutes must be posted on the USASA website by the USASA staff.

202.7. Pre-Meeting Materials

Staff reports, proposed resolutions, financial documents and other pre-meeting materials provided to the NBOD shall be provided upon request to any member of the National Council by the USASA Executive Director. This does not include pre-meeting materials pertaining to business items to be considered in Executive Session.

203. USASA COMMITTEES

203.1. USASA may establish committees that will assist in the administration of activities, programs and events of USASA.

203.2. Appointments to Committees – see the USASA Bylaws for information about the appointment process.

203.2.1. Within 30 days of any individual appointment, the USASA website shall be updated to reflect the current membership of each Committee.

203.3. Responsibilities and Terms of Committees

203.3.1. Committees may not prescribe Policies or enforce existing Policies without the express prior approval of the Board of Directors.

203.3.2. The Board of Directors may grant a committee the power to enforce specific Policies or Bylaws, recommend Policies or Bylaws for consideration by the Board and/or expend USASA funds in accordance with an approved budget and within purposes and limits specified by the Board.

203.3.3. For special committees established for a specific purpose (such as a task force or ad hoc committee), members may continue until that purpose has been fulfilled or the committee ceases to exist.

203.3.4. A committee member may be replaced at any time. Removal of any committee member may be recommended by the President and must be approved by the Board of Directors. Notification in writing of any removal shall be provided by the President in a timely manner.

203.4. Committee Reports

203.4.1. Committee Chairs are responsible for providing a written annual report to be published in the materials provided to the National Council for the Annual General Meeting. Committee reports shall also be published on the USASA website unless the Board of Directors prohibits such publication.

203.4.2. The Board of Directors may call for more frequent reports from a particular Committee.

203.4.3. The Executive Director shall assist Committee Chairs with the process for publishing Committee reports.

203.5. USASA may have has the following committees:

203.5.1. National Executive Committee

203.5.2. Appeals Committee

203.5.3. Budget & Finance Committee

203.5.4. ~~Finance Committee~~

203.5.5. Credentials Committee

203.5.6. Rules Committee

203.5.7. Governance Committee

203.5.8. Nominating Committee

203.5.9. Hall of Fame Committee

203.5.10. Referee Committee

203.6. Appeals Committee

203.6.1. The Appeals Committee is responsible for considering and deciding appeals pertaining to the Bylaws, Policies, rules and procedures of USASA and its members, except as otherwise provided by the Federation.

203.6.2..

203.6.3. All avenues of appeal must be exhausted at all levels below the Appeals Committee before the Appeals Committee will consider the appeal.

203.6.4. The Appeals Committee shall only consider appeals from decisions of Organization Members, Individual Members and Affiliates of USASA.

203.6.5..

203.6.6. No member of the Appeals Committee shall participate in any other level of appeal or discipline.

203.7. Budget and Finance Committee

203.7.1. Shall review the annual operating budget that is proposed by the Board of Directors. The committee may make recommendations to the Board of Directors after their review.

203.7.2. Shall present the budget to the USASA National Board of Directors and the National Council for approval.

203.7.3. Shall ensure that an annual financial report is developed and provided to the Board of Directors, National Council and the independent auditing firm.

203.7.4. Shall set long-range financial and investment goals for consideration by the Board of Directors.

203.7.5. The Committee shall provide reports at least quarterly to the USASA Board and an annual report to the USASA National Council on the USASA Investment Fund's performance. The

Committee shall also provide advice to the Board regarding investment strategy, the performance of the Investment Managers and other issues related to the Investment Fund.

203.7.6.Shall ensure that USASA complies with its Investment Policy.

203.8.Credentials Committee

203.8.1.The Credentials Committee shall establish a uniform procedure for determining whether a voting member is in good standing, and for submitting and certifying eligible votes at National Council meetings.

203.8.2.In the event of a dispute regarding the eligibility of a particular individual to serve as a National Council Delegate, the Credentials Committee shall evaluate the circumstances and make a report and nonbinding recommendation to the National Council. The National Council shall have the authority to decide the issue.

203.8.3.Record and check the authenticity of votes cast at National Council meetings.

203.9.Rules Committee

203.9.1.The Rules Committee shall review all proposals involving changes to the USASA Articles of Incorporation, Bylaws and Policies. After careful consideration, the Committee shall forward the amendments and/or changes to the Board of Directors and the National Council with its recommendation to adopt or reject each proposal.

203.9.2.Time the receipt of proposals and subsequent distribution to members as provided by USASA Bylaws.

203.9.3.Propose normal housekeeping amendments to USASA Bylaws and ensure that all applicants for Association membership be informed of membership requirements and any changes necessary to bring their application documents into compliance with USASA Bylaws, rules, policies or procedures.

203.9.4.Propose amendments to these Bylaws subject to the Bylaw requiring advance notice to members of the National Council.

203.9.5.Keep the Federation Rules Committee, the President of USASA, and the Board of Directors updated about proposed Bylaw amendments.

203.9.6.Assist the Board of Directors in the interpretation and adoption of Bylaws, policies and rules as requested.

203.10.Governance Committee

203.10.1.The Governance Committee shall engage in an on-going review of all USASA Bylaws and Policies, and suggest revisions in accordance with best practices for non-profit corporations.

203.10.2.Propose amendments to the Bylaws and Policies of USASA that provide necessary structures and rules that permit the organization to attain its stated goals of growth, efficiency and inclusion.

203.10.3.Submit to the Board annually an evaluation of the conformance of Bylaws, Policies and rules with the strategic goals of USASA.

203.11.Nominating Committee

203.11.1.The Nominating Committee is responsible for identifying, evaluating and recommending qualified candidates for the position of Independent Director. The Committee shall conduct appropriate and necessary inquiries into the backgrounds and qualifications of

possible candidates, and recommend to the National Council, no later than 30 days in advance of the AGM, names of qualified persons to be nominated for election or re-election.

203.11.2.Nominations and applications for Independent Director candidates must be submitted to the Nominating Committee, no later than 90 days prior to the respective AGM, for consideration.

203.12.Referee Committee

203.12.1.Arranges for the assignment of referees for games and competitions managed by a USASA Competition Committee.

203.12.2.Provides input to the Referee Department of U.S. Soccer regarding the development of grassroots referees for the adult game.

203.13.Hall of Fame Committee

203.13.1.USASA shall have a Hall of Fame Committee, which shall solicit nominations and recommend to the USASA Board of Directors the selection of those individuals whose distinguished service to the USASA makes them eligible for induction into the United States Adult Soccer Association's Hall of Fame. The Committee shall use the criteria described elsewhere in the Policy Manual when making its recommendation(s).

203.13.2.The Committee, with assistance from USASA staff, shall manage the induction process for each annual Hall of Fame ceremony.

203.13.3.The Committee shall consist of a Chairperson plus eight members (two from each region). The Chairperson of the Committee is appointed for a two-year term by the President of USASA, subject to the approval of the Board of Directors. The Chairperson shall be appointed in even-numbered years following the Annual General Meeting and shall be chosen from among the current members of the United States Adult Soccer Association's Hall of Fame.

203.13.4.The Committee shall also include eight additional members consisting of two members from each Region who shall serve two calendar year terms elected by a vote of that Region's respective USASA Hall of Fame members. In even numbered years, four of these eight members shall be elected, one from each Region. In odd numbered years the other four members shall be elected, also one from each Region. All committee members elected under this subsection are subject to approval by the Board of Directors.

203.13.5.For purposes of nomination and voting for Committee members, a person's Region is the Region in which they resided at the time they were inducted into the Hall of Fame.

203.13.6.Each Regional election shall be run by the current Committee member(s) from that Region who is not a candidate in that election.

203.13.7.Elections shall be conducted in December of each year. The candidate with the plurality of votes for each position shall be elected for a term beginning in January of the following year. In the case of a tie, the NBOD shall choose between the tied candidates.

203.13.8.Candidates for the Committee may be nominated by any USASA member, including any member of the Hall of Fame. Each candidate shall be asked to consent to being on the ballot.

203.13.9.In the unlikely event that no current Hall of Fame member can be found from a particular Region to serve on the Committee, a current Hall of Fame member from another Region may be elected to serve instead.

203.13.10.In the event of an unexpected vacancy among one of the eight additional Committee members, the Committee Chairperson shall nominate a Hall of Fame member from the appropriate Region to fill the remainder of the term of the vacancy with approval from the Committee.

203.14. Competition Committees

USASA may form committees for USASA National Cups, tournaments, and other competitions. Such a Committee shall assist with the planning and management of the particular competition.

204. CONFIDENTIALITY POLICY

204.1. As part of the fiduciary duty owed to USASA, all Directors, Officers, Committee members and employees of USASA (“Fiduciaries”) are expected to not disclose confidential information related to USASA. This policy also applies to other persons who are granted access to confidential information. Confidential information includes personally identifiable information collected by USASA, donor and supporter lists and related records, fundraising strategies, financial information about USASA, organization plans, marketing information, expense information, personnel matters and all credentials used to access physical or digital media containing information related to USASA. This also includes any software or services owned, leased, subscribed to, or used by USASA for USASA’s purposes, including, but not limited to, computer login identification and passwords, email login identification and passwords, serial numbers or software keys for local copies of software and cloud-based services login identification and passwords and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law.

204.2. The following categories of information are not considered “confidential information”:

- 204.2.1. Information that is already in the public domain that is not in the public domain as a result of an improper disclosure by a Director, Officer, Committee member or employee of USASA.
- 204.2.2. Information that is ordered to be disclosed pursuant to a validly issued subpoena, court order, or other government or legal process requiring disclosure.
- 204.2.3. Information that was or became available on a non-confidential basis from a source other than USASA or its representatives, provided that such source has obtained the information lawfully and is not bound by a confidentiality agreement with, or does not have a fiduciary duty to, USASA.

205. USASA CONFLICT OF INTEREST POLICY

205.1. Purpose

The purpose of this Conflict-of-Interest Policy is to protect the tax-exempt status, financial and other operational interests, and reputation of the United States Adult Soccer Association, Inc. (the “Corporation”), particularly with respect to potential or actual transactions that involves certain individuals or organizations who have a special relationship with the Corporation, either directly or through family or business relationships. As described below, the Corporation’s directors, officers, and other key leaders with governing authority owe fiduciary duties to the Corporation, including a broad and unbending duty of loyalty to the Corporation. As such, they shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Corporation or knowledge gained therefrom for improper financial or other benefit for themselves or for other organizations, including nonprofits, with which the person may be involved as a director, officer, owner, employee, or family member. The Corporation’s interests must be the first priority in each director’s decisions and actions. This Policy is intended to supplement but not replace applicable laws governing conflicts of interest for nonprofits.

205.2. Fiduciary Duties of Leaders

Directors, officers, and other key persons with governing authority (collectively “Leaders”) are legally required to fulfill the following fiduciary duties to the Corporation.

205.2.1. *Duty of Diligence*: All Leaders are fully responsible for the Corporation’s actions and well-being. They are required to carry out their Board responsibilities with careful attentiveness and dedication. This includes attending meetings, actively participating in Board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed. They have the responsibility to administer the Corporation’s affairs honestly and prudently, and to exercise their best care, skill, and judgment for the Corporation’s sole benefit.

205.2.2. *Duty of Loyalty*: Leaders must always act in the best interests of the Corporation. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Corporation. They shall comply at all times with this Conflict-of-Interest Policy. They shall refrain from making non-program loans, gifts, or advances from the Corporation to any entity, except as permitted under applicable law. Additionally, they should avoid accepting commitments which would place their fiduciary duties to the Corporation in conflict with their duties to another organization or program. As part of such duty of loyalty, Leaders are expected to not disclose any Confidential information of USASA, as listed in the Confidentiality Policy.

205.2.3. *Duty of Obedience*: Leaders are required to ensure that the Corporation’s activities adhere and conform to the Corporation’s purposes and to use the Corporation’s assets for the best interest of the Corporation’s beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to, taking steps to avoid incurring penalties, fines, and unnecessary taxes.

205.3. Definition of Interested Person: An “Interested Person” shall include:

205.3.1. Any director, officer, member of a Committee with Board-delegated decision-making power, or key employee of the Corporation (an employee with decision-making authority);

205.3.2. A substantial contributor to the Corporation;

205.3.3. Any family member of the individuals described above;¹ and/or

205.3.4. Any corporation, trust, or other entity in which persons described above hold more than 35 percent of the total combined voting power of the Corporation.

205.4. **Conflict-of-Interest**. A “Conflict-of-Interest” is any transaction or arrangement involving the Corporation, which directly or indirectly benefits an Interested Person, or any transaction or arrangement in which an Interested Person’s duties to another organization or person may compromise the Interested Person’s ability to act in the best interest of the Corporation, including access to Confidential information.

205.5. Annual Conflict of Interest Statements

205.5.1. Each director, officer, member of a Committee with Board-delegated decision-making power, or key employees of the Corporation (an employee with decision-making authority) shall annually sign a statement which affirms that such person: (1) has received a copy of this Policy; (2) has read and understands the Policy; (3) has disclosed on the annual conflict of interest statement all known potential Conflicts of Interest that may arise, or have

¹ A person’s family is limited to: (i) Spouse; (ii) Brothers or sisters (by whole or half-blood); (iii) Spouses of brothers or sisters (by whole or half-blood); (iv) Ancestors; (v) Children; (vi) Grandchildren; (vii) Great grandchildren; and (viii) Spouses of children, grandchildren, and great grandchildren.

arisen; (4) agrees to not disclose the Corporation's Confidential information; and (5) agrees to comply with the Policy.

205.5.2. The Corporation's Board of Directors shall maintain a record of other known potential Conflicts of Interest that may arise or have arisen with Interested Persons not otherwise disclosed in the annual conflict of interest statement.

205.5.3. The Secretary of the Board of Directors and the Executive Director shall be responsible for ensuring that copies of all signed annual conflict of interest statements are maintained at the corporate office for the period specified in the USASA Document Retention Policy.

205.6. Procedures for Addressing Conflicts of Interest

205.6.1. Loyalty to the Corporation. The Corporation must be careful with respect to transactions and arrangements involving Interested Persons. The Leaders must act in the best interest of the Corporation by ensuring that any Interested Person, or an organization with which the Interested Person is affiliated, is not receiving an improper benefit or improperly receiving confidential information.

205.6.2. Duty to Disclose and Recuse from Discussion and Vote. Interested Persons with decision-making authority in the Corporation have a duty to disclose the existence of a potential Conflict-of-Interest in any proposed transaction or arrangement involving the Corporation. After disclosing the Conflict-of-Interest and all material facts related thereto, including any questioning by the disinterested Leaders on the Board or Committee, the Interested Person with the Conflict-of-Interest shall recuse himself or herself and: (a) is not permitted to participate in any discussion or vote on the transaction or arrangement; and (b) if any confidential information will be disclosed, is not permitted to listen to the discussion.

205.6.3. Investigation and Due Diligence Analysis. The Corporation has a duty to investigate alternatives to any proposed transaction or arrangements involving Interested Persons to determine whether the proposed action is in the best interest of the Corporation and whether any confidentiality could be compromised. If appropriate, the President shall appoint a Committee to perform this investigation. After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict-of-Interest, as well as whether the Corporation's confidential information can be sufficiently protected.

205.6.4. Decision-Making. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict-of-Interest, the Board or Committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest and whether it is fair and reasonable to the Corporation. The disinterested members of the Board or Committee shall make its decision as to whether to enter into or continue the transaction or arrangement in conformity with such determination. Such decision may include a determination that the Interested Person should recuse herself or himself from a specific transaction or arrangement or, alternatively, that the Interested Person should resign or otherwise remove himself or herself from the Corporation's leadership due to an ongoing conflict involving confidential information and therefore that cannot be satisfactorily resolved otherwise.

205.7. Violations of the Conflicts of Interest Policy

205.7.1. If the Board or Committee has cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and provide them an opportunity to explain the alleged failure to disclose.

205.7.2. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the disinterested members of the Board or Committee determine that he

or she has in fact knowingly failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action. This may include suspension or removal from his or her position in any manner permitted.

205.7.3. In any case where a conflict of interest is subsequently disclosed, the Board or Committee should take any appropriate action to remedy the situation so that any prior decision or prior action taken is actually taken by only disinterested members of the Board or Committee.

205.8. Compensation and Avoiding Excess Benefits

205.8.1. Duty to Recuse for Compensation. An Interested Person who receives compensation, directly or indirectly, from the Corporation for services, whether as an employee or an independent contractor, is precluded from voting on matters pertaining to his/her compensation and/or any benefits provided by the Corporation to the individual.

205.8.2. Review of Compensation Arrangements. All compensation arrangements between the Corporation and an Interested Person shall be reviewed at least every other year by the Corporation to assure that compensation is reasonable and is the result of arms' length bargaining. Decisions regarding compensation shall be made only after the Board or an appropriate independent Committee examines relevant financial information regarding compensation received by similarly situated individuals for similar services performed. A copy of such relevant comparable financial information, including a description of how the data was obtained, shall be maintained as a part of the records of Board or appropriate Committee making such compensation decision.

206. INSURANCE RESERVE POLICY

(REFERRED TO BUDGET & FINANCE COMMITTEE – NOT YET ADOPTED)

207. OPERATING RESERVE POLICY

(REFERRED TO BUDGET & FINANCE COMMITTEE – NOT YET ADOPTED)

208. INVESTMENT POLICY

(REFERRED TO BUDGET & FINANCE COMMITTEE – NOT YET ADOPTED)

209. USASA WHISTLEBLOWER POLICY

The United State Adult Soccer Association (USASA) requires directors, employees, volunteers and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As directors, employees or representatives of USASA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

209.1. Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable USASA directors, employees, volunteers, members and others to raise serious concerns internally so that USASA can address and correct inappropriate conduct and actions. It is the responsibility of all directors, employees, volunteers, and members to report concerns about violations of:

- 209.1.1. The USASA Code of Ethics;
- 209.1.2. USASA Employee Handbook;
- 209.1.3. USASA SafeSport and Prohibited Conduct Policy;
- 209.1.4. Other USASA or USSF Policies;
- 209.1.5. Laws and government regulations that apply to USASA.

209.2. No Retaliation

It is contrary to the values of USASA for anyone to retaliate against any director, employee, volunteer, member or other person for reporting the observation of possible violations. A person who in good faith reports a violation as described above. Anyone who retaliates against a person who has reported a violation in good faith is subject to sanction up to and possibly including termination of employment, position or status.

209.3. Reporting Procedure

Directors, employees, volunteers, members and others should share their questions, concerns or complaints with the Executive Director, President, or another Board member of USASA. Persons making reports are encouraged to put them in writing. Reports may also be submitted anonymously in writing to the Executive Director, President or another Board member of USASA.

209.4. Handling of Reported Violations

All reports will be promptly investigated and appropriate corrective action will be taken if warranted. The person making the report will be informed that follow-up has or is occurring within two weeks after the report has been received. The USASA Board shall be informed of all such complaints or reports.

209.5. Acting in Good Faith

Any good faith report, concern or complaint is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation as stated above. Any allegations that prove to be false and have been made maliciously or with the knowledge that they were false will be treated as a serious disciplinary offense.

209.6. Confidentiality

USASA will use its best efforts to protect the confidentiality of any person making a report. Reports of a violation or suspected violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable USASA or law enforcement to conduct an adequate investigation.

Chapter 300 - Administrative Policies

301. GRIEVANCES AND DISPUTES INVOLVING ORGANIZATION MEMBERS

301.1. Each Organization Member shall have provisions for the resolution and determination of grievances, disputes and appeals provisions in its governing documents that comply with the processes specified in the Bylaws and Policies of USASA and US Soccer Federation. These provisions shall be in Bylaws, rules or other documents that clearly state the procedures under which adjudication of grievances, appeals and other disciplinary matters occur.

301.2. If an Organization Member does not have those procedures required by Section 301.1, the following procedures apply:

301.2.1. All parties are entitled to a hearing with proper notification.

301.2.2. Once a grievance, dispute or appeal has been properly filed and verified, the Organization Member shall notify all involved parties within 14 calendar days of receipt of the grievance, dispute or appeal, the nature of the grievance, dispute or appeal, the names of all parties, of a copy of the grievance, dispute or appeal and the date, time and place of the hearing.

301.2.3. The conduct of the hearing shall be as determined by the rules of the Organization Member.

301.2.4. A written record (called the "official record") shall be kept of the proceedings that includes, at a minimum:

301.2.4.1. All documents, exhibits, or other evidence that was used at the hearing;

301.2.4.2. Copies of all rules, procedures, and bylaws used to support the charges and to conduct the hearing;

301.2.4.3. The notice of charges and/or hearing provided the defendant/appellant;

301.2.4.4. The decision of the hearing body and any appeals decisions; and

301.2.4.5. Any audio, video, transcript, or other type of recording of the hearing (if one was made).

301.2.5. A written notification of the decision shall be sent to all involved or interested parties within 7 days of the hearing. This notice shall be sent by certified mail.

301.2.6. All hearings shall take place within 30 days of notice of the grievance, dispute or appeal, unless there are circumstances that prevent the scheduling of the hearing within that time frame. Any hearing not scheduled within 30 days should be set as expeditiously as possible.

302. EXHAUSTION OF REMEDIES REQUIREMENT

302.1. No Organization or Individual Member, or affiliated official, club, league, team, coach, referee, player or the representative of any of them, may invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organization and as provided by this subpart.

302.2. Any person violating this Policy is subject to the penalties of suspension and fines and shall be liable to the USASA, Organization Members and Individual Members for expenses they incur, as appropriate, in defending each court action, including but not limited to the following:

302.2.1.Court costs.

302.2.2.Attorney fees.

302.2.3.Reasonable compensation for time spent by USASA, Organization Members, Individual Members, officers and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances.

302.2.4.Travel expenses.

302.2.5.Expenses for holding National Council or other meetings necessitated by the court actions.

303. REFeree ABUSE

303.1.For an allegation of misconduct toward a referee occurring in a match sanctioned by a USASA League, original jurisdiction to adjudicate the matter shall vest immediately with USASA as set forth in USSF Policy 531-9. A hearing by at least three neutral members shall take place within thirty (30) days of the verification of the abuse or assault. The panel to adjudicate the hearing shall be appointed by the President.

304. APPEALS PROCESS

304.1.All avenues of appeal must be exhausted at all levels below the Appeals Committee before the Appeals Committee will consider the appeal.

304.2.The Appeals Committee shall only consider appeals from decisions of Organization Members, Individual Members and Affiliates of USASA.

304.3.All appeals must be sent in writing to the USASA office to the attention of the Executive Director and upon receipt the Executive Director must forward a copy of the appeal to the USASA Secretary and USASA President.

304.4.An appeal other than an Expedited Appeal must be filed in writing and submitted within 10 calendar days from the date of official receipt of the decision by the party making the appeal. An appeal may be summarily denied if it is not filed by the deadline.

304.5.The appeals procedure before the USASA Appeals Committee is started by submitting a written notice of appeal, supporting documents and a summary of the arguments to the Chairperson of the Appeals Committee in care of the USASA office.

304.6.The party submitting the appeal must send copies of the appeal to all opposing parties and to the body whose decision is being appealed on the same day as the notice of appeal is filed. The decision-making body from whom the matter has been appealed shall, within 10 days of receipt of the appeal send a copy of the official record of its decision to the USASA office and to the interested parties to the appeal.

304.7.Within 10 days of receipt of the official record, all opposing parties may submit to the USASA office and to the interested parties to the appeal any written arguments they wish to make in opposition to the appeal.

304.8.Within 10 days of receipt of the written arguments in opposition to the appeal, the party submitting the appeal may submit to the USASA Office any written argument that party may wish to make in response to any opposition to the appeal that was submitted.

304.9. The regular appeals fee is \$200. The Expedited Appeal Fee is \$500. The fee must accompany the notice of appeal. The fee shall be paid by ACH transfer cashier's check or certified check made payable to "USASA".

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

304.11. An Expedited Appeal is an appeal that must be decided on an accelerated or emergency basis. The Appeals Committee has the discretion to make an immediate determination as to whether an appeal involves a matter that must be decided with shorter time frames, such as those involving an ineligible player, a team advancing (or not) in a competitions. When the Appeals Committee determines an appeal should be expedited, the Committee may shorten the deadlines for an opposition and any response to an opposition as it deems appropriate under the circumstances.

304.12.. Any Expedited Appeal must be filed within 48 hours after the decision that is the subject of the Expedited Appeal.

304.13. The Board liaison for the Appeals Committee is the USASA Secretary.

304.14. The Appeals Panel Handling an Appeal:

304.14.1. Must be composed of a minimum of three members of the Appeals Committee appointed by the Chair of the Appeals Committee. The Chair shall ensure that all such appointed persons will not have any connection or conflict of interest regarding the specific appeal.

304.14.2. Shall base its decision on the official record used by the body whose decision is being appealed; and

304.14.3. May not rehear the facts and circumstances but may remand the matter to the lower decision-making body for rehearing

304.14.4. May consider refunding the appeal fee (or not) if an appeal is successful as part of its discretion.

304.15. The Appeals Committee may deny an appeal if:

304.15.1. The party submitting the appeal fails to submit the appropriate fee as specified in this policy;

304.15.2. The appeal goes beyond the scope of the official record or presentation of the original action or decision;

304.15.3. The appeal is filed by a party other than the original parties to the dispute;

304.15.4. Proper procedures have not been followed in appealing to the Appeals Committee;

304.15.5. The information necessary to make a fair and just decision on the appeal has not been furnished; or

304.15.6. The party appealing has not met its burden of proving that the decision being appealed from was clearly erroneous.

304.16. Except in cases of an Expedited Appeal, the Appeals Committee shall render its decision regarding the appeal and submit the decision in writing to all interested parties within 30 days after the date of the last submission by the parties. If a written decision is not issued within a maximum of 60 days from the date of the official receipt of the original submission of the appeal request by the party making the appeal, the party making the appeal may

submit the appeal to the USASA Board of Directors. When the Appeals Committee fails to issue a written decision within that 60-day period, the Committee loses authority to determine the appeal and the appeal fee may be applied at the next level.

304.17.A decision of the Appeals Committee, Organization Member or any other decision-making body within USASA shall stand and be in full force and effect until changed by a higher authority.

304.18.Failure to abide by any decision of the Appeals Committee is grounds for disciplinary action by the Board of Directors.

305. RECOGNITION OF FEDERATION DISCIPLINARY ACTIONS

305.1.USASA MEMBERS ARE REQUIRED TO COMPLY WITH THE UNITED STATES SOCCER FEDERATION'S POLICY 241-1, RECOGNITION OF DISCIPLINARY ACTIONS (THE "RECOGNITION POLICY").

305.1.1.THE RECOGNITION POLICY PROVIDES FOR THE RECOGNITION OF SUSPENSIONS AND OTHER DISCIPLINARY ACTIONS IMPOSED ON A PERSON BY THE FEDERATION AND MEMBERS OF THE FEDERATION, IF CERTAIN REQUIREMENTS ARE SATISFIED.

305.2.DISCIPLINARY ACTION IMPOSED BY A MEMBER OF THE FEDERATION SHALL BE RECOGNIZED BY THE FEDERATION AND ALL MEMBERS OF THE FEDERATION, PROVIDED THE MEMBER HAS NOTIFIED THE FEDERATION OF SUCH DISCIPLINARY ACTION AND PROVIDED THE FEDERATION WITH THE WRITTEN DECISION SHOWING DUE PROCESS FOR THE INDIVIDUAL INVOLVED. FOR FURTHER DETAILS, REFER TO USSF POLICY 241-1 – RECOGNITION OF DISCIPLINARY ACTIONS.

305.3.THE FEDERATION DISTRIBUTE AT LEAST ONCE EACH MONTH A DISCIPLINARY ACTION REPORT, LISTING ALL PERSONS AGAINST WHOM DISCIPLINARY ACTIONS HAVE BEEN RECOGNIZED. USASA MEMBERS ARE REQUIRED TO RECOGNIZE THOSE DISCIPLINARY ACTIONS.

306. HALL OF FAME

306.1.The purpose of the Hall of Fame is to honor those individuals who have provided lengthy and distinguished service to the USASA and its members.

306.2.Selection of Nominees

306.2.1.The Hall of Fame Committee shall invite nominations annually from among the USASA membership. April 15 (postmarked or delivered) shall be the annual deadline for receipt of nominations. Nominations received after that date shall not be considered for induction that year.

306.2.2.The Committee will initially evaluate the nominations received as to whether each nominee meets the established criteria. All nominees who meet the Criteria shall then be considered for induction that year, along with all nominations from the prior two years who were also found to have met the criteria. (That is, once a nominee has been evaluated and classified as having met the Criteria, a new nomination does not need to be submitted for a three-year period - although it may be submitted, particularly if any updated information is included.)

306.2.3.The Committee shall then evaluate the nominees to determine those who are most qualified for induction that year, with the general goal of selecting at least one inductee from each of the four (4) categories specified under "Criteria for Nomination" - Administrator,

Coach, Player, and Referee. Given the depth of involvement in the game, it is often the case that those nominated often qualify in more than one of the specified categories, and, thus, a secondary category may also be considered.

306.2.4.

306.2.5. The maximum number of inductees each year shall be no greater than four individuals.

306.3.Criteria for Nomination

306.3.1.To be considered for induction into the USASA Soccer Hall of Fame, candidates shall be nominated as either Administrators, Coaches, Players or Referees. Each nominee must meet the criteria specified for that category. Individuals meeting the qualifications under two or more categories may be nominated for consideration under a single category or under multiple categories. Length of service criteria may only be waived by the unanimous consent of the selection panel, under extraordinary circumstances.

306.3.2.Administrator candidates shall include persons who have served as officers (or in other relevant capacities) of national, regional, state or league organizations and, in these capacities, have rendered exceptional service to adult amateur soccer over a period of at least ten years. Their work, assistance, sponsorship, or other valuable contribution must have furthered the development of adult amateur soccer in the United States.

306.3.3.Coaching candidates shall be those who have served the adult amateur soccer community in a coaching capacity over a period of at least ten years and have a demonstrated record of coaching success at the national, regional, state or league levels, exhibiting exceptional coaching and teaching ability. Candidates should also have contributed to the promotion and growth of a positive image for adult amateur soccer and its programs.

306.3.4.Need to add definition for Player candidate here. – REFERRED TO HALL OF FAME COMMITTEE)

306.3.5.Referee candidates shall have served the adult amateur soccer community in a refereeing capacity over a period of at least ten years. Factors to be considered shall include, but not be limited to: participation in State, Regional and National cups; and participation in national programs such as the National Amateur Cup, Steinbrecher Cup, Soccer Fest, etc. This category shall also include referee administrative positions, such as instructors, assessors, assignors and referee administrators within adult amateur soccer.

306.3.6.All nominees shall be considered and chosen on the basis of having made a significant contribution toward the development and advancement of adult amateur soccer at the national, regional or state level. Candidates may be either active or inactive in adult amateur soccer when nominated. Deceased persons, if elected, shall be inducted posthumously.

306.4.Committee Composition and Nominee Selection Procedure

306.4.1.The Nomination committee shall be composed of the Committee Chair (appointed by the USASA President). The committee shall initially meet at least nine months prior to the USASA Annual General Meeting to start the nomination and selection process.

306.4.2.The Committee shall ensure that an appropriate Hall of Fame nomination form is available on the USASA web site along with instructions for its use.

306.4.3.Unless chosen for induction, an individual who is nominated in the current year remains a candidate for three (3) consecutive years, including the year of nomination.

306.4.4.The committee will vote to determine if a nominee meets the criteria for consideration for selection. Once there is a set of nominees that meet the criteria, the committee then votes to recommend the top four nominees to the Board for approval. These votes are done by on-line secret ballot.

306.4.5.All candidate categories (administrator, coaching, player, and referee) have equal weight.

306.4.6. If a candidate is identified as qualifying for more than one category, then she or he is listed for voting purposes in each of the qualifying categories, not only in the category that is identified as primary.

306.4.7. The maximum number of persons that may be selected for induction is four (4). The maximum number may be changed by the Board of Directors.

306.4.8. At the conclusion of the selection and Board approval process, the Committee Chairman, the person who made the nomination and the two committee members from the selected person's region will hold a virtual meeting to inform the inductees-to-be of their selection.

305.4.9 At the conclusion of the selection process, the Committee Chair will inform nominators of non-selected nominees of their non-selection.

307. USASA EXPENSE REIMBURSEMENT POLICY

This policy sets the guidelines for reimbursement of travel-related and other types of out-of-pocket expenses incurred on behalf of USASA. As a general rule, an itemized receipt must be provided for any expense over \$25 that is not covered by the per diem.

307.1. Covered Travelers: The travel-related expenses of the following individuals will be covered under this policy:

307.1.1. USASA Directors attending meetings of the USASA Board of Directors and USASA National Council meetings unless those expenses are reimbursed by others.

307.1.2. Any other travel must be approved in advance by the USASA Executive Director

307.2. Required Form and Deadlines for Travel Reimbursement

307.2.1. All reimbursement expense forms must be submitted to the USASA Treasurer on the USASA Expense Report form for approval, except that the Treasurer's reimbursement request should be approved by the President, Vice President, or Secretary.

307.3. The completed Expense Report form should be submitted with receipts within 30 days of completion of travel or after other types of out-of-pocket expenses have been incurred.

307.4. Allowable Travel-Related Expenses and Required Documentation

307.4.1. Airlines: Only coach or economy class fares will be reimbursed. Travelers are expected to use the most cost-effective routing when traveling by air. If airfare is over \$600, approval is needed in advance from the Executive Director. The cost of upgrades will not be reimbursed. Baggage fees will be reimbursed for one bag each way. For documentation: The original invoice or other documentation (like an email confirmation), which includes the cost, ticket number and transaction fees, must be included with the USASA Expense Report. If a baggage fee for one bag is paid separately, a copy of that receipt must also be included.

307.4.2. Airport parking: Only economy/long-term parking will be reimbursed.

307.4.3. Rental cars: Use of rental cars, including the selection of the rental car company and the type of car, must be reasonable under the circumstances.

307.4.4. Taxis, Ride-share Services or Shuttles as used appropriately under the circumstances.

307.4.5. Personal Vehicle: Mileage will be reimbursed for travel to and from the event and reasonable travel during the event at the existing IRS approved reimbursement rate.

307.4.6. Lodging: Only the base room charge plus any mandatory additional charges will be reimbursed. Excluded items include charges for food and movies, laundry, mini bar, and

other personal charges. Documentation: a copy of the paid itemized lodging bill must be included with the Expense Report form.

307.4.7.Meals and Miscellaneous Expenses: When traveling, USASA will reimburse fixed amounts (called “per diem”) for a full day and for half a day to cover the cost of meals and miscellaneous expenses such as parking meters and tips to airport baggage handlers. The per diem amounts will be those for destinations as determined on the US General Services Administration’s web page “Per Diem Rates Look-Up”, in the “Meals and Incidental Expenses (M&IE) Breakdown” section after entering destination information (currently located at: <https://www.gsa.gov/travel/plan-book/per-diem-rates>) multiplied by 1.25. Do NOT submit receipts for these types of expenses.

307.4.8.Exceptions: Any exceptions to the above policies will be considered on an individual basis and will be at the discretion of the Executive Director and the Treasurer.

307.5.Reimbursement for Expenses Other Than Travel

307.5.1.If possible, such expenses should be coordinated with and approved in advance by the Executive Director of USASA.

307.5.2.Expenses incurred that do not relate to travel must be reasonable under the circumstances and will only be reimbursed with a receipt.

308. USASA PRIVACY POLICY (NOT YET ADOPTED)

309. DATABASE USAGE POLICY (NOT YET ADOPTED)

310. CYBERSECURITY POLICY (NOT YET ADOPTED)

311. INFORMATION TECHNOLOGY SUPPORT POLICY

Requests for USASA specific IT support should be directed to the Executive Director of USASA.

312. REMOTE WORK POLICY

When working by remote means, all USASA employees, officers, directors and volunteers are expected to follow all policies in the Policy Manual and follow all data encryption, protection standards and settings, and ensure their private network is secure.

313. INTERNET USAGE POLICY

When accessing the Internet via the USASA network, employees, officers, directors and volunteers shall:

313.1.Report a perceived threat or possible security weakness in company systems to the Executive Director of USASA.

313.2.Refrain from downloading suspicious, unauthorized or illegal software on USASA owned equipment and networks.

313.3.Avoid accessing suspicious or potentially compromising websites that can damage the security of our network and computers.

313.4. Not download or upload obscene, offensive, illegal or copyrighted material including movies, videos and music.

313.5. Not send confidential information to unauthorized recipients.

313.6. Not perform unauthorized or illegal actions, like hacking, fraud, buying/selling illegal goods or anything else prohibited by law.

313.7. Not post, comment or display information that is obscene, harassing, or otherwise in violation of USASA workplace policies against discrimination, harassment, or hostility toward another person on account of race, religion, color, gender, pregnancy, age, marital status, family status, honorably discharged military or veteran status, national origin, citizenship status, mental or physical disability, sexual orientation (including gender identity and gender expression), genetic information, or any other category protected by law.

314. SOCIAL MEDIA POLICY

314.1. USASA is dedicated to fostering and growing a community that supports the mission and purpose of the USSF, the USASA, our member organizations and our member leagues, clubs, and players. Social media accounts may be established to support this effort and to promote its program to the public. This policy applies to any social media accounts controlled by USASA or its Regions. The primary purpose this use of social media is to:

314.1.1. Spread awareness and promote USASA competitions, member leagues, teams and clubs.

314.1.2. Promote the USASA mission.

314.1.3. Inform and educate the public about adult amateur soccer.

314.1.4. Use as platform to distribute news releases about USASA and its members.

314.2. Use of USASA or Region controlled Social Media accounts for any other purpose is prohibited by this policy.

314.3..

314.4. When officially representing USASA on USASA controlled social media:

314.4.1. Be respectful, polite and patient, when engaging in conversations on USASA's behalf. You should be extra careful when making declarations or promises towards customers and stakeholders. Never post discriminatory, offensive or libelous content or commentary. Except as to candidate announcements for a position within the USASA, a USASA controlled social media account should not be used to comment on any specific candidate.

314.4.2. Follow USASA's confidentiality policy and data protection policy and observe laws on copyright, trademarks, plagiarism and fair use.

315. DOCUMENT RETENTION POLICY

315.1. This Document Retention Policy is adopted to ensure that documents generated by, or in the possession of, the USASA are properly maintained as long as they serve a function for achieving the USASA's purpose, and to comply with law or regulations. "Documents" shall include all written correspondence, emails, voice mails, memos, financial records and all other records in whatever media, which pertain to the USASA's activities and generated in the ordinary course of the USASA's activities.

315.2.Retention of Documents - Documents should be retained for as long as they serve a useful purpose for the USASA, or as required by law or regulations, whichever is longer. Attached as an Exhibit to this policy is a list of retention periods for specific types of documents that may be generated by the USASA. Documents of the types listed in the Exhibit shall be retained for the period indicated in the Exhibit. In addition, any documents which may be relevant to any pending or threatened litigation or governmental investigation shall be retained during the course of such litigation or investigation, or until it is definitively determined that they are not relevant.

315.3.Destruction of Documents - Documents shall be destroyed in the ordinary course of business when they are no longer subject to retention in accordance with of this policy. No documents shall be subject to destruction which may be relevant to any pending or threatened litigation or governmental investigation. Any questions as to the relevancy of documents to pending or threatened litigation or governmental litigation shall be decided by the President of the USASA or such officer appointed by the Board of Directors.

315.4.Conflict of Laws - Other state or federal laws or regulations relating to retention or destruction of Documents shall apply where the provisions of those laws or regulations are more stringent than this Document Retention Policy.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Annual conflict of interest statements	3 Years
Audit reports	10 years
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	5 years
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Case by case
Correspondence (general)	2 years
Correspondence (legal and important matters)	10 years
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Duration of useful life
Depreciation Schedules	7 years
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	10 years
Insurance Policies (expired)	3 years

Insurance records, current accident reports, claims, policies, etc.	10 years
Insurance waivers (USASA waivers annually signed by players)	5 years
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	7 years
Tax returns and worksheets	10 years
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

316. USASA ONLINE PRIVACY POLICY (NOT YET ADOPTED)

Chapter 400 – Risk Management Policies

401. USASA SAFESPORT POLICY PART 1

REQUIREMENTS FOR USASA OFFICERS, DIRECTORS AND EMPLOYEES

401.1. This policy applies to all members of the USASA National Board of Directors (NBOD), USASA Regional Officers and USASA Employees (collectively “USASA Leaders”).

401.2. Prohibited Conduct

USASA prohibits conduct that includes bullying, hazing, harassment (including sexual harassment), emotional misconduct, physical misconduct, and sexual misconduct, as those terms are defined by the U.S. Center for SafeSport. For a list of all the types of prohibited conduct, see the SafeSport Code at: <https://uscenterforsafesport.org/response-and-resolution/safesport-code/>.

401.3. Required Reporting of Prohibited Conduct

All USASA Leaders are mandatory reporters as defined in the Federal *Protecting Young Victims from Sexual Abuse and SafeSport Authorization Act of 2017* (“SafeSport Act”). Within 24 hours of observation any prohibited conduct, these mandatory reporters must report the incident to:

401.3.1. Local law enforcement

401.3.2. US Soccer hotline - <https://www.ussoccer.com/report-a-concern>

401.3.3. The Center for SafeSport at: <https://uscenterforsafesport.org/report-a-concern/>

401.4. Any individual member of USASA may also report prohibited conduct to the above listed organizations. Reports may be made anonymously and no fee or other cost is involved.

401.5. USASA Leaders are prohibited from retaliating against individuals making good faith reports of prohibited conduct.

401.6. Required Training and Background Screening for USASA Leaders

401.6.1. USASA Leaders must take the online SafeSport Trained Core training provided by the Center for Safe Sport. Thereafter USASA Leaders must take the annual online refresher SafeSport training or re-take the SafeSport Trained Core, in accordance with SafeSport policy.

401.6.2. All USASA Leaders must annually provide a copy of their certificate of training to the USASA Staff.

401.6.3. Background Screening - The USASA National office shall be responsible for conducting screenings for USASA Leaders.

402. USASA SAFESPORT POLICY PART 2

REQUIREMENTS FOR ORGANIZATION MEMBERS

402.1. USASA Organization Members must formally adopt a SafeSport policy that is consistent with U.S Soccer Federation Policy 212-3.

402.2. USASA shall assist Organization Members with policy templates for this purpose.

402.3. Part 1 of an Organization Member’s SafeSport policy shall apply to the mandatory reporters within the Organization Member as defined under the SafeSport Act. These mandatory reporters include the Organization Member’s employees, board members and members of standing committees.

402.4. Part 2 of an Organization Member’s SafeSport policy shall apply to the members of that Organization Member.

402.5. Each USASA Organization Member shall assist its members in adopting similar SafeSport compliant policies.

403. USASA SAFESPORT POLICY PART 3

REQUIREMENTS FOR AFFILIATED TEAMS

403.1. This policy applies to affiliated teams that register one or more players who are under 18 (“U18”).

403.2. According to the SafeSport Act, persons who are 18 or older (“adults”) who have close and continuing contact with persons who are U18 must take the following actions:

403.2.1. One-on-one interactions between an adult and a U18 player on the team must be limited in accordance with the SafeSport Code (<https://uscenterforsafesport.org/response-and-resolution/safesport-code/>.)

403.2.2. The adult players and staff on a team with one or more U18 players must maintain a current annual certificate of SafeSport Training.

403.2.3. Background screening of each of the adult players and adult team staff members on such teams must be done once every two years.

403.3. Background Screening Requirements

403.3.1. Screening Test 1: The adult’s name must be checked against the sex offender registry in the relevant state, if such exists.

403.3.2. Screening Test 2: The adult’s name must be checked against the U.S. Soccer disqualification list at: <https://ussoccer.box.com/s/whfzcaetbyoho4tvhenr8pohldvu1op8>. The password for access is: V4@#+S{h9nCr

403.3.3. Screening Test 3: The adult’s name must be checked against the SafeSport Centralized Disciplinary Database available at: <https://uscenterforsafesport.org/response-and-resolution/centralized-disciplinary-database/>.

403.3.4. It shall be deemed a failure of a Screening Test if the adult player or staff member is listed in the corresponding database or if the adult refuses to comply with the screening requirements.

403.3.5. An adult who fails Screening Test 1 and/or 2 may not participate in any way on a team with one or more U18 players.

403.3.6. An adult who fails Screening Test 3 and is listed by the Center for Safe Sport as ineligible or suspended must be removed from the team and may not participate on the team, in the league, USASA Organization Member, or the USASA in any way.

403.3.7. An adult who fails Screening Test 3 and is listed by the Center for Safe Sport as temporarily restricted or limited participation may possibly play for the team or serve as a staff member depending on the specific nature of the restrictions or limits. The USASA Organization Member handling the background screening would have to obtain the specifics for the restricted/limited adult from the Center for Safe Sport.

403.4. Enforcement Options

403.4.1. An affiliated team, league, State Association or other Organization Member of USASA may establish policy that prohibits the registration of U18 players.

403.4.2. USASA Organization Members that allow the registration of U18 players must establish a policy that determines the following:

403.4.2.1. What member organization will perform the background screening and maintain a record of the results for adults registered with teams having one or more U18 player(s);

403.4.2.2. What member organization will collect and maintain a file of applicable certificates of SafeSport training for these adults; and

403.4.2.3. How the adjudication will be handled for a person who does not pass Screening Test 1 or 2 and how the associated records will be maintained.

403.4.3. Background screening adjudication decisions may be appealed in accordance with USASA and US Soccer Bylaws and policies.

404.

GENDER IDENTIFICATION POLICY

- 404.1. For the purposes of player registration on USASA gender-based amateur teams, a player may register with the gender of the team with which the player identifies. Confirmation sufficient for guaranteeing access shall be satisfied by documentation or evidence that shows the stated gender is sincerely held and is part of a person's core identity. Documentation satisfying the herein stated standard includes, but is not limited to, government-issued documentation or documentation prepared by a healthcare provider, counselor, or other qualified professional not related to the player.
- 404.2. Where Federal, State or local law may conflict with this policy, the Federal, State or local law shall prevail.

500 Revision Procedures

501.

POLICY REVISIONS

- 501.1. In accordance with Bylaw 6.1.6, the USASA National Council may adopt, rescind or amend policy provisions. Under Bylaws 9.1.1 and 9.1.6, the USASA NBOD may adopt or take other policy actions as required at any scheduled meeting. However, when the NBOD makes such policy changes, they are only in effect until ratified or rescinded by the National Council at its next meeting (typically the Annual General Meeting).
- 501.2. Any member of the National Council may propose the adoption, rescission or amendment of policy provisions. Such proposals must be considered for approval by the National Council as long as they comply with the notice requirements of Bylaw 6.5.

NOTE: The provisions in this Policy Manual supersede any corresponding provisions in USASA policies approved prior to February 5, 2025.



Proposed Policy – to be presented at the next USASA National Council meeting 2/28/25; Offered by Cezar Wasecki – Revised Feb. 18, 2025

Policy Title: National Cup Qualification and Registration Policy

1. Purpose

This policy establishes the criteria and procedures for the organization National Cup competitions under United States Amateur Soccer Association (USASA). It ensures fair participation, consistent qualification standards, and proper administrative processes for all National Cup Competition.

2. Scope

This policy applies to all state teams, regions, and organizers participating in or overseeing USASA National Cup competitions.

3. Definition of a National Cup

A competition will be officially recognized as USASA National Cup only if the following conditions are met:

A minimum of four (4) teams from each of the four regions or, a minimum of any 16 state associations, must participate in entering into qualifying rounds leading to the National Cup Finals.

Qualifiers: Regional qualifiers will determine the teams advancing to the National Cup Finals.

4. Registration Requirements

Registration Deadline: All participating teams must register and pay the required tournament registration fees at least ninety (90) days prior to the start date of the National Cup Finals.

Registration Process: Teams must complete the official USASA registration form and submit payment through the designated USASA platform or as instructed by the national office.

5. Consequences for Non-Compliance

Failure to meet the above criteria will result in the following:

Insufficient Regional Participation: If fewer than four (4) teams from any region or less than 16 state associations participate in the qualifiers, the National Cup will not be held for that specific annual competition cycle.

Late Registration: Teams that do not register and pay the fees within the 90-day deadline will be ineligible to participate in the tournament. No exceptions will be made unless explicitly approved by the USASA Executive Committee under extraordinary circumstances.

6. Responsibilities

Regions: Ensure adequate promotion of the National Cup, facilitate regional qualifiers, and verify that the minimum participation threshold is met.

Teams: Adhere to registration deadlines, participate in qualifiers, and comply with USASA rules and regulations.

USASA National Cup Committee & National Office: Oversee the implementation of this policy, resolve disputes, and make final decisions on any exceptions.

7. Amendments

This policy may be amended by the USASA Executive Committee as needed to reflect changes in organizational structure, competition format, or other relevant factors.



https://usadultsoccer.com/wp-content/uploads/2025/02/BylawsUSASA_CURRENT_202409.pdf

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

As duly adopted by the National Council
this 25th day of September, 2021
Revised September 24, 2022

With Conflict of Interest and Dispute Resolution Policies

Prepared by
USASA Governance Committee
and
Wagenmaker & Oberly, LLC



TABLE OF CONTENTS

1	Definitions.....	1
1.1	Act.....	1
1.2	Alternate Delegate.....	1
1.3	Amateur Sports Act.....	1
1.4	Amateur Athlete	1
1.5	Code	1
1.6	CONCACAF	1
1.7	Corporation	1
1.8	Delegate	1
1.9	Federation.....	2
1.10	National Council	2
1.11	Organization Member	2
1.12	Region	2
1.13	State Association	2
1.14	USASA.....	2
1.15	USASA Affiliate.....	2
1.16	USASA Associate	33
1.17	USASA League	3
1.18	USASA Policy.....	3
1.19	Voting Members.....	3
2	Corporate Offices.....	3
3	Corporate Purposes	3
4	Federation Membership	44
4.1	Federation Organizational Member Requirements	44
4.2	Federation Organization Member’s Independent Jurisdiction Limitations.....	4
4.3	Federation Organization Member’s Required Provisions.....	4
4.4	Federation Organization Member’s Duty to Report Dissolution or Termination	5
5	USASA Membership.....	5
5.1	Membership Categories	5
5.2	Voting Rights.....	6



5.3	Membership Application and Admission.....	8
5.4	Annual Membership Dues	8
5.5	Rights upon Termination.....	99
5.6	Reinstatement of Membership	99
5.7	Non-Assignment of Membership.....	9
5.8	Member’s Liability to Third Parties.....	9
5.9	Membership Certificates	9
5.10	Members’ Rights to Corporate Records.....	9
6	USASA National Council.....	9
6.1	USASA National Council	9
6.2	Annual Meeting.....	10
6.3	Special Meetings of the National Council	10
6.4	Fixing Record Date for Voting.....	10
6.5	Notice of Meetings.....	10
6.6	Quorum	11
6.7	Manner of Acting	11
6.8	Informal Action by Members by Written or Electronic Ballot	11
6.9	Meeting by Video/Teleconference	12
7	USASA Regions	12
7.1	Number of USASA Regions	12
7.2	Region I.....	1313
7.3	Region II	13
7.4	Region III	13
7.5	Region IV.....	14
8	USASA Regional Councils.....	14
8.1	Membership of a Regional Council	14
8.2	Regional Council Authority	1515
8.3	Regional Council Meetings.....	15
8.4	Regional Council Voting Rights.....	15
8.5	Notice of Meetings.....	15
8.6	Fixing Record Date for Voting.....	16
8.7	Quorum	16
8.8	Manner of Acting	16



8.9	Informal Action by Regional Council Members by Written or Electronic Ballot	16
8.10	Regional Officers	1717
8.11	Regional Council Executive Committee.....	17
8.12	Regional Officers Terms and Staggering	17
8.13	Resignations, Removal, Automatic Termination, Vacancies.....	1818
9	Board of Directors.....	18
9.1	General Powers	18
9.2	Number and Tenure.....	19
9.3	Regional Deputy Directors.....	2020
9.4	Qualifications	20
9.5	Election	2121
9.6	Resignation and Removal	2121
9.7	Vacancies.....	21
9.8	Director Compensation	21
10	Meetings of the Board of Directors	2222
10.1	Meetings.....	2222
10.2	Special Meetings	2222
10.3	Notice	2222
10.4	Quorum	2323
10.5	Manner of Acting	2323
10.6	Action without a Meeting	2323
10.7	Minutes.....	23
11	Committees.....	23
11.1	Appointment of Committees and Committee Members	23
11.2	Committee Meetings	2424
11.3	Resignation and Removal	2424
11.4	Quorum and Manner of Acting	2424
11.5	National Executive Committee	24
12	National Officers, Other Officers, Independent Directors and Other Agents	24
12.1	National Officers.....	24
12.2	Election and Term of Office.....	2525
12.3	President.....	2525
12.4	Vice-President	25



12.5	National Secretary	2626
12.6	National Treasurer	2626
12.7	Executive Director	26
12.8	Delegation of Authority	2727
12.9	Resignations, Removal, Automatic Termination, Vacancies.....	27
12.10	Vacancies.....	2828
13	Fiscal Provisions	2828
13.1	Fiscal Year	2828
13.2	Budget	2828
13.3	Sale of Assets	2828
13.4	Contracts	28
13.5	Loans	28
13.6	Checks, Drafts and Other Orders for Payment	2929
13.7	Deposits.....	2929
13.8	Gifts.....	2929
13.9	Investments	2929
14	Indemnification of Directors and Officers	2929
14.1	Insurance	2929
14.2	Indemnification Permitted.....	29
14.3	Indemnification Not Exclusive	29
14.4	Limitations on Indemnification.....	3030
15	Corporate Limitations.....	3030
15.1	Distributions.....	3030
15.2	Prohibition Against Private Benefit and Inurement	3030
15.3	Political Activity	3030
15.4	Other Prohibitions	30
15.5	Dissolution	3131
16	Miscellaneous	3131
16.1	Fiduciary Duties	3131
16.2	Confidentiality	31
16.3	Rules of Order	3232
16.4	Telephonic and Video Teleconference Options.....	3232
16.5	Books and Records.....	32



16.6	Corporate Acquisition, Consolidation, Merger or Dissolution	32
16.7	Conflict of Interest Policy	3333
16.8	Dispute Resolution Policy.....	3333
16.9	Waiver or Reduction of Fees.....	3333
16.10	Seal.....	3333
16.11	Inconsistencies with Articles of Incorporation.....	33
16.12	Severability	33
17	Amendments.....	33



Bylaws of United States Adult Soccer Association, Inc.

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

1 DEFINITIONS

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

1.1 Act

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

1.2 Alternate Delegate

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

1.3 Amateur Sports Act

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

1.4 Amateur Athlete

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

1.5 Code

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

1.6 CONCACAF

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

1.7 Corporation

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

1.8 Delegate

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



1.9 Disabled Service Organization

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

1.10 Federation

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

1.11 National Council

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

1.12 Organization Member

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

1.13 Region

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

1.14 State Association

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

1.15 USASA

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

1.16 USASA Affiliate

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



1.17 USASA Associate

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

1.18 USASA League

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

1.19 USASA Policy

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

1.20 Voting Members

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

2 CORPORATE OFFICES

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

3 CORPORATE PURPOSES

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



4 FEDERATION MEMBERSHIP

4.1 Federation Organizational Member Requirements

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

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

4.2 Federation Organization Member's Independent Jurisdiction Limitations

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

4.3 Federation Organization Member's Required Provisions

- 4.3.1 USASA's membership and the USASA Organization Members shall be open to any individual who is an amateur athlete, coach, trainer, manager, administrator or official active in the sport of soccer who is not subject to suspension under Federation Bylaw 241 Section 4 or pursuant to the disciplinary or risk management action of any amateur soccer organization in its territory.



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

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

5 USASA MEMBERSHIP

5.1 Membership Categories

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

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



5.1.6 Disabled Service Organization

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

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

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

5.2 Voting Rights

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

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

5.2.1 State Association, USASA Affiliate Members and Disabled Service Organizations

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



Bylaws of United States Adult Soccer Association, Inc.

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

5.2.2 Table 1: Voting Strength

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

5.2.3 USASA League Members

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

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

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

5.2.4 Individual Members

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

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

- 5.2.4.1 President;
- 5.2.4.2 Vice-President;
- 5.2.4.3 National Secretary;



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

5.2.5 USASA Associate Members

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

5.3 Membership Application and Admission

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

5.4 Annual Membership Dues

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

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

5.4.1 Termination of Membership after Suspension

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

5.4.2 Recognition of Suspension or Disciplinary Action

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



5.4.3 Resignation of Membership

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

5.5 Rights upon Termination

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

5.6 Reinstatement of Membership

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

5.7 Non-Assignment of Membership

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

5.8 Member's Liability to Third Parties

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

5.9 Membership Certificates

USASA shall not be required to provide membership certificates.

5.10 Members' Rights to Corporate Records

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

6 USASA NATIONAL COUNCIL

6.1 USASA National Council

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

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



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

6.2 Annual Meeting

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

6.3 Special Meetings of the National Council

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

6.4 Fixing Record Date for Voting

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

6.5 Notice of Meetings

6.5.1 Time

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

6.5.2 Content

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

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

6.5.3 Mail, Email and Telephone



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

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

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

6.5.4 Waiver

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

6.5.5 Member Contact Information

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

6.6 Quorum

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

6.7 Manner of Acting

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

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

6.8 Informal Action by Members by Written or Electronic Ballot

6.8.1 Written Ballot without a Meeting

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

6.8.2 Notice



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

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

6.8.3 Approval

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

6.9 Meeting by Video/Teleconference

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

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

7 USASA REGIONS

7.1 Number of USASA Regions

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

- 7.1.1 Region I
- 7.1.2 Region II



7.1.3 Region III

7.1.4 Region IV

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

7.2 Region I

Region I is composed of the following State Associations:

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

7.3 Region II

Region II is composed of the following State Associations:

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

7.4 Region III

Region III is composed of the following State Associations:



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

7.5 Region IV

Region IV is composed of the following State Associations:

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

8 USASA REGIONAL COUNCILS

8.1 Membership of a Regional Council

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

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

Each Regional Council’s composition shall also include:

- 8.1.5 State Associations within the Region; and



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

8.2 Regional Council Authority

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

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

8.3 Regional Council Meetings

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

8.4 Regional Council Voting Rights

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

8.5 Notice of Meetings

8.5.1 Time

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

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

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

8.5.2 Mail and Email

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



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

8.5.3 Waiver

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

8.6 Fixing Record Date for Voting

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

8.7 Quorum

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

8.8 Manner of Acting

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

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

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

8.9.1 Notice

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



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

8.9.2 Approval

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

8.10 Regional Officers

Each Regional Council shall have the following Officers:

8.10.1 Regional Director

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

8.10.2 Regional Deputy Director

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

8.10.3 Regional Secretary

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

8.10.4 Regional Treasurer

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

8.11 Regional Council Executive Committee

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

8.12 Regional Officers Terms and Staggering

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



Bylaws of United States Adult Soccer Association, Inc.

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

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

8.13 Resignations, Removal, Automatic Termination, Vacancies

8.13.1 Resignation

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

8.13.2 Removal

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

8.13.3 Automatic Termination

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

8.13.4 Vacancy

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

9 BOARD OF DIRECTORS

9.1 General Powers

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



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

9.2 Number and Tenure

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

9.2.1 Ex Officio Voting Directors

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

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

9.2.2 Ex Officio Non-Voting Director

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

9.2.3 Elected Directors

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

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



Bylaws of United States Adult Soccer Association, Inc.

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

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

9.3 Regional Deputy Directors

Regional Deputy Directors may:

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

9.4 Qualifications

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

- 9.4.1 The individual was employed by or held a paid position or volunteer governance position with USASA, an Organization Member, a member of an Organization Member or a sponsor, outside auditor, outside counsel of USASA or the Federation;
- 9.4.2 An immediate family member of the individual was employed by or held a paid position or volunteer governance position with USASA, the Federation, an Organization Member, a member of an Organization Member or a sponsor, outside auditor, outside counsel of USASA or the Federation;
- 9.4.3 The individual or immediate family member receives compensation (other than reimbursement for actual expenses) directly or indirectly from USASA, the Federation, an Organization Member, a member of an Organization Member or a sponsor, outside auditor or outside counsel of USASA or the Federation; or
- 9.4.4 The individual or immediate family member is a partner or has an ownership interest of 5 percent or more in an Organization Member, a member of an Organization Member or a sponsor, agent, outside auditor or outside counsel of USASA or the Federation.



9.5 Election

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

9.6 Resignation and Removal

9.6.1 Resignation

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

9.6.2 Removal

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

9.6.3 Automatic Removal

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

9.7 Vacancies

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

9.8 Director Compensation

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



10 MEETINGS OF THE BOARD OF DIRECTORS

10.1 Meetings

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

10.2 Special Meetings

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

10.3 Notice

10.3.1 Time

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

10.3.2 Mail and Email

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

10.3.3 Waiver

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



10.4 Quorum

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

10.5 Manner of Acting

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

10.6 Action without a Meeting

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

10.7 Minutes

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

11 COMMITTEES

11.1 Appointment of Committees and Committee Members

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

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

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

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

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



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

11.2 Committee Meetings

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

11.3 Resignation and Removal

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

11.4 Quorum and Manner of Acting

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

11.5 National Executive Committee

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

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

12.1 National Officers

The National Officers of USASA shall consist of a:

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



12.1.5 Executive Director.

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

12.2 Election and Term of Office

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

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

12.3 President

The President shall

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

12.4 Vice-President

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



12.5 National Secretary

The National Secretary shall:

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

12.6 National Treasurer

The National Treasurer shall:

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

12.7 Executive Director

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

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

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



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

12.8 Delegation of Authority

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

12.9 Resignations, Removal, Automatic Termination, Vacancies

12.9.1 Resignation

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

12.9.2 Removal

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

12.9.3 Automatic Removal



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

12.10 Vacancies

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

13 FISCAL PROVISIONS

13.1 Fiscal Year

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

13.2 Budget

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

13.3 Sale of Assets

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

13.4 Contracts

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

13.5 Loans

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



13.6 Checks, Drafts and Other Orders for Payment

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

13.7 Deposits

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

13.8 Gifts

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

13.9 Investments

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

14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

14.1 Insurance

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

14.2 Indemnification Permitted

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

14.3 Indemnification Not Exclusive

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



14.4 Limitations on Indemnification

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

15 CORPORATE LIMITATIONS

15.1 Distributions

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

15.2 Prohibition Against Private Benefit and Inurement

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

15.3 Political Activity

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

15.4 Other Prohibitions

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

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



15.5 Dissolution

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

16 MISCELLANEOUS

16.1 Fiduciary Duties

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

16.1.1 Duty of Diligence

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

16.1.2 Duty of Loyalty

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

16.1.3 Duty of Obedience

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

16.2 Confidentiality

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



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

16.3 Rules of Order

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

16.4 Telephonic and Video Teleconference Options

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

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

16.5 Books and Records

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

USASA shall have a records retention and destruction policy.

16.6 Corporate Acquisition, Consolidation, Merger or Dissolution

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



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

16.7 Conflict of Interest Policy

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

16.8 Dispute Resolution Policy

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

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

16.9 Waiver or Reduction of Fees

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

16.10 Seal

USASA shall not maintain a corporate seal.

16.11 Inconsistencies with Articles of Incorporation

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

16.12 Severability

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

17 AMENDMENTS

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



Bylaws of United States Adult Soccer Association, Inc.

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

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

CERTIFICATION OF ADOPTION OF BYLAWS

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

Date

National Secretary

**ANNUAL GENERAL MEETING OF
US SOCCER FEDERATION ADULT COUNCIL**





USSF Adult Council Voting Calculations

State Assn Members	TOTAL	Votes
Alabama	3,128	3
Alaska	1,792	3
Arizona	1,838	3
Arkansas	416	1
California - North	5,145	4
California - South	6,133	4
Colorado	1,335	2
Connecticut	3,536	4
Delaware	-	-
Florida	7,668	4
Georgia	3,492	4
Hawaii	2,647	3
Idaho	2,460	3
Illinois	12,257	5
Indiana	1,988	3
Iowa	1,482	2
Kansas	682	1
Kentucky	1,629	2
Louisiana	3,755	4
Maine	101	1
Maryland	2,021	3
Massachusetts	15,088	6
Metropolitan DC/VA	11,389	5
Michigan	4,829	4
Minnesota	5,421	4
Mississippi	358	1
Missouri	1,720	3
Montana	865	2
Nebraska	1,424	2
Nevada	-	-
New Hampshire	782	2
New Jersey	2,298	3
New Mexico	3,457	4
New York - Eastern	6,675	4
New York - Western	3,675	4
North Carolina	13,893	5
Ohio - North	2,095	3
Ohio - South	1,162	2
Oklahoma	1,172	2
Oregon	7,115	4
Pennsylvania - East	6,913	4
Pennsylvania - West	2,146	3
Rhode Island	716	1
South Carolina	5,605	4
South Dakota	502	1
Tennessee	3,855	4
Texas - North	15,499	6
Texas - South	5,932	4
Utah	2,182	3
Vermont	799	2
Washington	6,560	4
West Virginia	540	1
Wisconsin	1,308	2
Wyoming	287	1
National Leagues		
UWS	614	1
WPSL	5,238	3
NPSL	3,445	2
Affiliates		
AYSO	4,766	4
SAY	698	1
US CLUB	8,467	4
Home Team Tournaments (Beer City)	1,785	3
Regional / Multistate Leagues		
Cascadia Premier League	-	-
Eastern Premier Soccer League	1,780	1
EDP	1,641	1
GCPL	-	-
Mountain Premier League	225	1
NISA	53	1
WCSA	2,391	1
TOTAL	230,870	182

Total Adult Registrations		% of total
USASA Registrations	230870	81.60%
USSSA Registrations	22003	7.78%
UPSL Registrations	30048	10.62%
TOTAL	282921	100.00%

USING THE CURRENT USASA CREDENTIAL REPORT TO DETERMINE USASA MEMBER VOTES

	# Votes	BASE #	
USASA	182	220.58	determined using the USASA
USSSA	17		180 as fixed and adding
UPSL	23		other members' votes
SUB TOTAL of AC Members	223		
Adult Commissioners	8		
TOTAL VOTES	231		



ADULT Council Meeting Proposed Agenda

- 1. Roll Call**
- 2. Credentials Report**
- 3. Approval of the Agenda**
- 4. Approval of Minutes**
- 5. Report of the Chair**
- 6. Election of Commissioners**
 - a. Vacancy – 1 year term**
 - b. Full term – 4 seats**
- 7. Amendments of the Bylaws or Policies**
- 8. Unfinished Business**
- 9. New business**
- 10. For the Good of the Game**
- 11. Adjournment**



ANNUAL GENERAL MEETING OF UNITED STATES SOCCER FEDERATION ADULT COUNCIL

MINUTES

September 28, 2024
Frisco, Texas

Call to Order at 3:50pm

Roll Call

127 votes present.

Credentials Report

127 votes present; A simple majority is 64 votes, two-thirds is 85.

MOTION to accept the Credentials Report by Dyann Pugliese and seconded.
Motion was passed on a voice vote.

Approval of Agenda

MOTION to approve the agenda was made and seconded.
Motion was passed on a voice vote.

Report of the Chair

The Adult Council applied for a two-year ITG grant from US Soccer through USASA to support the Steinbrecher Cup and a high-level womens' competition. If approved a committee within the commissioners would be formed to work on these events.

This year, all adult groups registered 114 teams to the US Open Cup. In the first round proper of the event there will be 16 slots for amateurs teams from USASA, USSSA and UPSL. That is an increase over prior years. In the first round all amateur teams will be guaranteed a game against a professional team.

A brief update of the status of discussions with US Soccer relating to volunteers for the 2026 World Cup was made.

An update and description of the new US Soccer Training Center was made.

Your chair is part of a US Soccer working group, along with others from the Council that are deliberating about how to promote adult soccer in conjunction with US Soccer. The chair will work to bring all the adult amateur groups together to find ways to grow the amateur game.



Amendments to the Bylaws

Proposed Amendments offered by Fritz Marth

Amendment #1 to amend Section 1 to amend Section B. Voting Strength

Amendment #2 to amend Article IV, Section 2.A. and B. The Administrative Commission

Amendment #3 to amend Article IV, Section 2. A. The Administrative Commission

Amendment #4 to amend Article VIII, Section 2. Notice

MOTION to amend the bylaws as described in Amendment #1 by an unidentified member and seconded.

MOTION TO TABLE all the proposed amendments by Mike Cullina, seconded by unidentified member.

The Motion to Table was passed on a voice vote.

No other motions were made.

New Business

No new business was raised.

Good of the Game

Chaz Ballish-Regueiro

Tom Moore

Janet Campbell

Adjournment

MOTION - to adjourn was made by an unidentified member and seconded.

Motion was passed on a voice vote.

TIME: 4:33pm



US SOCCER Adult Council

Election of Commissioners

As of February 2025

One seat – currently vacant; 1 year remaining of term

Candidate:

Richard Groff

Four seats – two-year term

Candidates:

Tim Busch

Richard Moeller

James Sadowski

Shonna Schroedl

Vincent Treglia

US SOCCER Board of Directors

As of February 2025

US Soccer Board of Directors – one seat; two-year term

Candidate(s):

James Sadowski

