

PROPOSED:

Cal North

Bylaws



BYLAWS

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BYLAWS

FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY ITS

ARTICLES OF INCORPORATION, OF

CALIFORNIA YOUTH SOCCER ASSOCIATION, INC.

A California nonprofit public benefit corporation

(CAL NORTH)

Revised April 7, 2025

PREAMBLE

The California Youth Soccer Association, Inc. (hereinafter, the "Association"), is organized as a Nonprofit Public Benefit Corporation under the Nonprofit Corporation Law. This Association is established to develop, educate, promote, sanction, and provide soccer programs for youth and adults. These Bylaws govern the operations of the Association, its Board of Directors, and the relationship between the Association and its Members as they work to achieve the purposes of the Association.

ARTICLE I - NAME AND PURPOSE

1:01 Name This Association shall be known as the California Youth Soccer Association, also referred to as "CYSA" and legally operating under the "doing business as" (DBA) name of "Cal North." This Association is a tax- exempt organization under the laws of the United States and shall maintain its tax-exempt status.

1:02 Purpose The purpose of this Association shall be to develop, promote and administer the game of soccer in all its forms within the geographical area as defined herein, for the benefit and development of all members, not just as players but also in terms of the development of good character. The Association and its members shall offer soccer programs to all regardless of race, color, religion, age, sex, sexual orientation, gender expression, national origin, or ability, within their geographical area in which programs are offered by the Association.

1:03 Affiliation This Association is a member of the United States Youth Soccer Association (USYS) and the United States Soccer Federation (USSF). To the extent permissible under applicable law, these Bylaws may be consistent with USYS and USSF Articles of Incorporation and Bylaws. The Association may comply with annual registration requirements as determined by USYS and USSF.

ARTICLE II - BOUNDARIES AND TERRITORIES

2:01 Territory The territory of this Association shall be that area of the state of California, south from the Oregon state line to a line across the state, formed by the southern boundary line of the following counties: Monterey, Kings, Tulare, and Inyo.

ARTICLE III - OFFICES

3:01 Principal Office The Board of Directors shall fix the location of the principal office of the Association at any place within the Association boundaries as identified in Article II.

3:02 Branch Offices The Board of Directors may establish branch or subordinate offices at any place or places within the Association boundaries as identified in Article II.

ARTICLE IV - MEMBERSHIP

4:01: Affiliated Organization Membership in this Association shall be vested in an "Affiliated Organization." An Affiliated Organization shall be one which consists of players registered with the Association and that satisfies all of the requirements for affiliation established by the Association and is subsequently approved by the Board of Directors.

4:02 Affiliation Any applicant for membership in the Association shall submit yearly, with the appropriate fee(s), a properly completed Member Affiliation prepared in accordance with the membership affiliation instructions and procedures then in effect.

4:03: Annual Fees Unless otherwise provided for by the Board of Directors, annual fees for players are due and payable at the time the player is registered with the Association.

4:04: Violation of Bylaws or Rules Any violation of the Bylaws and other rules and procedures adopted by the Association and the applicable rules and regulations of its affiliations may be grounds for being disciplined and possibly banned from future participation and/or membership in this Association and any of its activities.

The Board of Directors may require any person, league or other entity to appear before it regarding actual or possible violations of the Articles of Incorporation, Bylaws and other rules and procedures adopted by the Association.

The Board of Directors shall have the right and authority to suspend, bar completely or otherwise discipline any player, team administrator (coach, manager, team assistant, trainer, etc.), officer of an Affiliated Organization or referee from any member team or Affiliated Organization with a proper hearing.

4:05: Non-Affiliated Organizations All non-member groups or teams who are not part of an organization recognized by the USSF, within the territorial jurisdiction of this Association, shall be deemed as an "Unaffiliated Organization." Any registered team or Affiliated Organization playing games or "doing business" with an unaffiliated organization, without written consent of the Board of Directors, shall face disciplinary action and/or suspension by the Board of Directors.

1. Teams and individuals not formed under an organization affiliated with this Association may allowed to participate in this Association's events upon complying with the requirements of this Association's Board of Directors.

4:06: Territorial Limitation Players near the territorial limits of this Association may be given permission to affiliate with other recognized associations as outlined in USSF rules.

ARTICLE V - AUTHORITIES

5:01 Governance This Association shall be governed by its Bylaws and other rules and procedures adopted by the Board of Directors, and the Rules established by its affiliations.

Copies of these Bylaws and other rules and procedures adopted by the Board of Directors shall be made available to members. The documents may be provided via web posting, mailing, or email.

5:02 Authority The governing authority of this Association, whose powers shall be designated in the Bylaws, shall be vested with the Board of Directors.

5:03 Governing Board The Board of Directors shall be comprised of the District Commissioners- plus the President, Vice President, Past President, Secretary, Treasurer, and other Members-at-Large. In no case will the Board of Directors exceed twenty-one (21) members.

5:04 Affiliated Organizations Affiliated Organizations may deem fit to include rules and regulations more stringent than those included herein, but in no case may rules and regulations be less stringent.

Any player may register with any Affiliated Organization within this Association without restriction by the Association's Board of Directors, its members, its program administrators, or its Affiliated Organizations. This section does not change the right and authority of Affiliated Organizations to, among other things, establish the rules governing the players, team officials, and teams registered with the Affiliated Organization, including the right and authority of an Affiliated Organization not to accept any person as a team official or any player the Affiliated Organization chooses not to accept.

ARTICLE VI - ANNUAL MEETING

6:01: Annual Meeting The Association's President shall call an Annual General Meeting (AGM) of the members to be held during the month of January, February, March, April, or May and, not less than thirty (30) nor more than ninety (90) days before the meeting, shall give notice of the date, time, place and purpose of the meeting to each Affiliated Organization and each member of the Board of Directors. The notice may be provided via web posting, mailing, or email.

6:02 Order of Business The order of business at the AGM, shall be as follows:

1. Call to Order
2. Roll Call
3. Credentials Report
4. Introduction of Guests
5. Acceptance of Minutes of the Previous AGM
6. Reports:
 - a. President
 - b. Treasurer
 - i. Independent Auditor's Report
 - c. Secretary
 - d. Executive Director

e. Committees

7. Unfinished Business

8. Proposals to Change Bylaws

9. New Business

10. Good of the Game

11. Adjournment

6:03 Board Recommendations and Timelines The Board of Directors will annually recommend to the membership the bylaws required for Affiliated Organizations, registered teams and/or registered players, for ratification at the AGM. Any changes in existing bylaws being recommended by the Board of Directors, shall be forwarded, in writing, to all Affiliated Organizations at least sixty (60) days prior to the AGM. The Board of Directors shall also have the authority to set fees on an annual basis as part of the annual budgeting process for the upcoming seasonal year. The Association shall annually notify all Affiliated Organizations of those fees by the thirty- first (31st) day of October.

6:04 Voting Strength Each Affiliated Organization shall be entitled to one (1) vote for every five-hundred (500) players or fraction thereof that are, on the sixtieth (60th) calendar day before the date of the AGM, properly registered, including the payment of registration fees, and in good standing with the Affiliated Organization and with this Association. Voting by proxy shall not be allowed. The President of this Association shall cast a vote only in case of a tie.

6:05 Quorum A quorum shall consist of any number of Affiliated Organizations present at the AGM.

6:06 Competing Rule Proposals In the event there are two (2) or more Bylaws change proposals or resolutions that are to be voted on at the AGM that conflict with each other, the proposal that receives the greatest number of "yes" votes shall prevail providing that it receives a two-thirds majority of those voting.

ARTICLE VII - BYLAWS CHANGES

7:01 Proposed Changes to Bylaws Any Affiliated Organization, the Board of Directors and any member of the Board of Directors may submit proposed changes to the existing Bylaws. Proposed changes shall be submitted to the Association's office no less than one-hundred and twenty (120) days prior to the scheduled AGM date.

7:02 Amendments Amendments to the Bylaws shall be made at the AGM, except in such cases as specified in the Bylaws of the Association, or its affiliations.

7:03 Amendment Adoption An amendment shall be deemed adopted by an affirmative vote of two-thirds of the Affiliated Organizations attending and voting at the AGM.

7:04 Effective Date of Amendments and Changes Any and all amendments to the Bylaws, adopted at the AGM, shall become effective at the beginning of the seasonal year immediately following the AGM.

1. Teams shall be governed by the rules of the seasonal year for which they are registering.

2. Events (games, tournaments, etc.) shall be governed by the rules of the seasonal year for which their participants are registered.

ARTICLE VIII - SPECIAL MEMBERSHIP MEETINGS BYLAWS CHANGES

8:01 Special Meetings Special Meetings of members for any lawful purpose may be called by the Board of Directors, the President, or such other persons, if any, as are specified in the Bylaws. In addition, Special Meetings of members for any lawful purpose may be called by five (5) percent or more of the members. The meeting is specific and can only discuss why the Special Meeting was called.

The meeting shall be held not less than thirty-five (35) days nor more than ninety (90) days from the date of the call by the Board of Directors. Not less than thirty (30) days nor more than ninety (90) days before the meeting, each Affiliated Organization, each of its registered teams, and each member of the Board of Directors shall be given written notice of the date, time, place and purpose of the meeting.

8:02 Voting Voting at a Special Meeting shall be as specified in section 6:04 and a quorum shall be as specified in section 6:05.

8:03 Adoption of Changes Proposed changes to the Bylaws shall be deemed adopted at a Special Meeting by an affirmative vote of two-thirds of those eligible to vote attending and voting at the Special Meeting.

8:04 Effective Date of Change Changes to the Bylaws and any other matter adopted at a Special Meeting shall become effective immediately unless an effective date is specified in the proposal adopted.

ARTICLE IX - BOARD OF DIRECTORS

9:01 Elected Board of Directors The Association shall have a Board of Directors elected through an open and democratic process as described in this Article.

9:02 Executive Committee The Non Executive Committee Board Members of this Association shall elect an Executive Committee composed of the President, Vice President, Secretary and Treasurer, who shall serve for a period of two (2) years. The Executive Committee shall be elected to staggered terms of office.

The President and Treasurer shall be elected to take office on the first (1st) day of January of even numbered years. The Vice President and Secretary shall be elected to take office on the first (1st) day of January of odd-numbered years.

The Board Members shall also elect annually, among themselves, a Representative who shall serve on the Executive Committee. The Vice President shall hold the position of President until the new President is elected. Elections shall be conducted by written secret ballot unless a nominee is unopposed.

The Executive Committee shall serve between Board of Directors meetings for matters requiring urgent disposition or to dispose of duties bestowed upon the Executive Committee by the Board of Directors. All actions by the Executive Committee must be ratified by the Board of Directors at their next scheduled meeting after such Executive Committee meeting(s).

1. The **President** shall conduct all meetings of the Board of Directors and shall cast a vote only in the case of a tie. The responsibilities of the President shall include, but not be limited to, the following:

a. Administration of the affair of the Association with the concurrence of the Board of Directors.

b. Establishment at the beginning of each season, as appropriate and subject to the approval of the Board of Directors, the Standing Committees and/or the Committee Chairs, who do not fall under the jurisdiction of the Vice President. Committee Chairs may be removed for cause before the end of their term by a majority vote of the Board of Directors.

c. Appointment of Members-at-Large, as appropriate, and subject to the approval of the Board of Directors, for a one-year period.

d. Execution of instruments for the Association, subject to the approval of the Board of Directors.

e. Responsibility for other duties as directed by the Board of Directors.

2. The **Vice President** shall assume the duties of the President when the President is unavailable or has vacated the office. The responsibilities of the Vice President shall include, but not be limited to, the following:

a. Administrative oversight of internal operations including but not limited to: Risk Management, Protest and Appeals, Registration, and Rules and Revisions.

b. Responsibility for other duties as directed by the Board of Directors or the President.

3. The responsibilities of the **Secretary** shall include, but not be limited to, the following:

a. Ensuring that minutes for all Board of Director meetings, AGMs, and Special Meetings are accurately recorded and that, once approved, they are published and distributed in a timely manner.

b. Responsibility for other duties as directed by the Board of Directors.

4. The **Treasurer** shall be bonded by a reputable bonding agency. In the event the Treasurer becomes unavailable for fifteen (15) days, the President and one of the other authorized signatures will be required. The responsibilities of the Treasurer shall include, but not be limited to, the following:

a. Oversight of the receipts and disbursements of the Association.

b. Oversight of the preparation and distribution of financial monthly statements.

c. Preparation of any and all papers pursuant to the Articles of Incorporation and Tax

Exemption status of the Association.

d. Ensuring that at no time shall any related parties be the two (2) signatures on a check, regardless of to whom the check is payable.

e. Responsibilities for other duties as directed by the Board of Directors.

5. **The Board Member Representative** shall represent all other -Board Members whenever and wherever called upon. The Representative shall also be responsible for such other duties as directed by the Board of Directors.

9:03 Board Member Responsibilities The Board of Directors shall be responsible for and have sole authority for the following:

1. Enforcing and interpreting the Bylaws and other rules and procedures adopted by the Association and the applicable rules and regulations of its affiliations.

2. Approving Affiliated Organizations.

3. Approving any interstate play.

4. From time to time, making temporary rules or regulations for specific cases or occasions not provided for in the Bylaws and other rules and procedures adopted by the Association, but which are deemed necessary, by the Board of Directors, to carry out the objectives of this Association or to comply with the rules and regulations of its affiliations.

9:04 Exclusive Board Position During their term of office, a member of the Board of Directors may not hold a position on the board of directors of any Affiliated Organization. Upon accepting the position as a member of the Board of Directors, a person holding the position of an officer on the Board of Directors of an Affiliated Organization shall surrender from the previous position within a period of thirty (30) days.

9:05 Board Member Resignation Any member of the Board of Directors may resign effective upon the date and time specified in a written notice given to the President. In the event the resignation creates a vacancy on the Executive Committee, the President shall immediately give written notice to the Board Members of the vacancy and of the date, time and place of a meeting of the Board Members to be held, not less than thirty (30) nor more than sixty (60) days after the effective date of the resignation, for the purpose of filling the unexpired term of the vacated office.

9:06 Board Member Removal The Board of Directors shall have, by two-thirds vote of those members present, the authority to remove, with cause, any member of the Board of Directors with the proper hearing. Notice of said hearing

shall be given, in writing, at least fourteen (14) days prior to the hearing. Cause shall be deemed as not performing one's duties as set forth by the Bylaws and other rules and procedures adopted by the Association or being found guilty of conduct that is detrimental to the purpose of this Association. When a position is declared vacant, the Board of Directors shall call for an election of a new member of the Board of Directors within a period of sixty (60) days of said declaration.

ARTICLE X – Board Members:

10:01 Board Member Election: A Board Member shall be elected to a seat upon the Board of Directors.-A Board Member shall be elected by a majority of the eligible voting Affiliated Members of the Association, for a period of two (2) years, to represent the Affiliated Members on the Board of Directors of this Association.

10:02 Member Voting Rights An Affiliated Organization is entitled to vote for a Board Member based on its status as an Affiliated Organization for the current seasonal year.

10:03 Votes Each Affiliated Organization shall have one (1) vote for every five-hundred (500) duly registered players or fraction thereof, for voting powers for the purpose of the election or removal of a Board Member.

The number of votes each Affiliated Organization in the Association is entitled to cast shall be determined based on the number of players properly registered with the Association, in good standing with the Affiliated Organization and the Association thirty (30) calendar days before the first date set for the election of the Board Members.

10:04 Commissioner Term The Board Members shall be elected in alternate years, so that there shall be, at no time, a completely newly elected Board of Directors. Three (3) Board Members shall be elected to take office in even-numbered years and three (3) Board Members shall be elected to take office in odd-numbered years.

10:05 Election Dates Elections of Board Members shall be held at least sixty (60) days prior to the end of the calendar year. For extenuating circumstances, this period may be reduced to thirty (30) days by the Board of Directors. The term of office shall commence upon the official resignation of the previous Board Member but no later than January 1 of the next calendar year.

10:07 Board Member Duties The duties of the Board Members shall include, but not be limited to, the following:

1. Being thoroughly familiar with the Bylaws, other rules and procedures adopted by the Association and the insurance programs, in order to be in a position to interpret the same. When there is doubt, a ruling should be obtained from the President.
2. Be present at all meetings of this Association, unless otherwise excused.
3. When requested, attend Affiliated Organization meetings in the Association for the purpose of advising proper procedures and the interpretations of the Association's Bylaws and other rules and procedures.
4. Promote adult interest in the youth soccer program and recruit desirable persons to assist in the development of the game-

10:08 Removal of Board Members Twenty-five (25) percent of the Affiliated Organizations may request a hearing for the removal of a Board Member.

10:09 Board Member Vacancy When a Board Member's position is declared vacant, the Board of Directors, shall appoint a Board Member for said vacancy. The newly elected or appointed Board Member shall serve out the remainder of the unexpired term of office of the Board Member who has left office.

ARTICLE XI - BOARD MEETINGS

11:01 Regular Meetings Regular meetings of the Board of Directors may be held up to six times per year, but at least four times annually. These meetings shall be scheduled at the discretion of the President, with the consent of a majority of the Board of Directors. The agenda for regular meetings will be as follows:

1. Call to Order
2. Roll Call
3. Introduction of Association Staff and Guests
4. Minutes
5. Correspondence
6. President's Report
7. Executive Committee Report
8. Treasurer's Report
9. Office Status Report
- 10.-Representative Report
11. Old Business
12. New Business
13. Good of the Game
14. Adjournment

11:02 Special Meetings The Board of Directors shall meet whenever the President deems it necessary, or if the President is instructed to do so by four (4) or more members of the Board of Directors.

11:03 Agenda Notice The members of this Association will be sent an agenda or minutes of all regular meetings of the Board of Directors. The Association may send the agenda and/or minutes via web posting, mailing, or email.

11:04 Open Meetings All regular meetings of the Board of Directors shall be open to the general membership and reasonable seating shall be provided, in a reasonable space, for every member in attendance.

The agenda for each regular meeting shall be posted on the Association website not later than seven (7) days prior to each meeting date. Ratified meeting minutes must be posted no later than forty-eight (48) hours after ratification.

The meeting shall only go into a "Closed Session" under the following circumstances:

1. Confidentiality of a minor is at issue.
2. Confidentiality of a member during a disciplinary or protest/appeals hearing is at issue (unless said member waives their right to confidentiality).
3. Issues surrounding pending civil or criminal litigation that prohibits a public discussion of the subject.
4. Personnel matters deemed confidential.

11:05 Meeting Quorum At all meetings of the Board of Directors, fifty (50) percent of the Board of Directors membership shall constitute a quorum for the transaction of business.

ARTICLE XII - STANDING COMMITTEES

12:01 Standing Committees The following Standing Committees are hereby established and the Chair of each committee shall be appointed for a two-year term.

1. Finance Committee (Audit / Budget sub-committees)
2. Programs Committee (ODP, Education, Competitions, Top Soccer, Player Development sub-committees)
3. Strategic Planning Committee
4. Protest and Appeals Committee
5. Referee Committee
6. Membership Committee (Registration sub-committee)
7. Rules and Revisions Committee

ARTICLE XIII - FINANCIAL RESPONSIBILITY

13:01 Financial Liability This Association shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, league official, or referee from any member team, or Affiliated Organization.

ARTICLE XIV - DISCRIMINATION, HARASSMENT, SEXUAL AND PHYSICAL ABUSE

14:01 Discrimination, Harassment, Sexual and Physical Abuse Position This Association has a strict non-discrimination policy. The Association believes all employees, Board of Director members, players, team administrators and Affiliated Organization members should be treated equally. As such, the Association and its Affiliated Organizations shall not discriminate against anybody based upon their race, gender, gender identification, sexual orientation, national origin, color, race, native language, religion, age, disability status, marital status, or any characteristic protected by law.

ARTICLE XV - LIABILITY PROTECTION

15:01 Liability The Association shall carry liability and Directors and Officers insurance in an amount deemed appropriate by its Board of Directors.

15:02 Indemnification The Association shall indemnify and hold harmless any current or former officer and/or director (Indemnatee) who was or is made a party to, or is threatened to be made a party to, any threatened, pending or completed legal proceeding, including but not limited to civil, criminal, administrative, investigative, and legislative proceedings subject to the following conditions.

1. The legal proceeding is or was initiated because the person involved in the proceeding either is or was a director and/or officer of the Association.
2. The prospective Indemnatee acted in good faith and in a manner that the Indemnatee reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the

Indemnitee's conduct was unlawful. Such indemnification shall continue as to an Indemnitee who has ceased to be a director and/or officer and shall inure to the benefit of such Indemnitees' heirs, executors and administrators.

3. Notwithstanding the foregoing, the Association shall not be obligated under this Article to indemnify any Indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnitee unless such proceeding (or part thereof) was authorized in the first instance by the Board of Directors.

ARTICLE XVI - RULES OF ORDER

16:01 Rules of Conduct The rules contained in Robert's Rules of Order shall govern this Association in all cases in which they do not conflict with the Bylaws of this Association, nor its affiliations.

ARTICLE XVII - DISSOLUTION

17:01 Dissolution Should this Association be dissolved, all assets remaining after payment of all debts shall be turned over to the United States Youth Soccer Association for the express purpose of the development of youth soccer.

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Revised April 7, 2025

PREAMBLE

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1:02 Purpose The purpose of this Association shall be to develop, promote and administer the game of soccer in all its forms within the geographical area as defined herein, for the benefit and development of all members, not just as players but also in terms of the development of good character. The Association and its members shall offer soccer programs to all regardless of race, color, religion, age, sex, sexual orientation, gender expression, national origin, or ability, within their geographical area in which programs are offered by the Association.

1:03 Affiliation This Association is a member of the United States Youth Soccer Association (USYS) and the United States Soccer Federation (USSF). To the extent permissible under applicable law, these Bylaws shall be consistent with USYS and USSF Articles of Incorporation and Bylaws. The Association shall comply with annual registration requirements as determined by USYS and USSF.

ARTICLE II - BOUNDARIES AND TERRITORIES

2:01 Territory The territory of this Association shall be that area of the state of California, south from the Oregon state line to a line across the state, formed by the southern boundary line of the following counties: Monterey, Kings, Tulare, and Inyo.

~~**2:02 Districts** Within the territory of the Association, the Board of Directors shall establish geographical subdivisions to be known as "Districts." The Board of Directors may further create additional subdivisions within the Districts, or may delegate to the Districts such authority, for the purpose of creating "Affiliated Organizations" within the Districts.~~

~~**2:03 District Boundaries** District boundaries may be amended or modified by the Board of Directors at any time, but any such amendments or modifications shall be approved no later than the first (1st) day of February which precedes the upcoming seasonal year.~~

ARTICLE III - OFFICES

3:01 Principal Office The Board of Directors shall fix the location of the principal office of the Association at any place within the Association boundaries as identified in Article II.

3:02 Branch Offices The Board of Directors may establish branch or subordinate offices at any place or places within the Association boundaries as identified in Article II.

ARTICLE IV - MEMBERSHIP

4:01 Affiliated Organization Membership in this Association shall be vested in an "Affiliated Organization." An Affiliated Organization shall be one which consists of players registered with the Association and that satisfies all of the requirements for affiliation established by the Association and is subsequently approved by the Board of Directors.

~~**4:02 District Organization** Special membership may be granted to a "District Organization." Such membership may be granted only under the following special provisions:~~

~~1. Lack of players and/or teams existing within, or in part of, a District to comprise individual Affiliated Organizations and a District Organization would serve to provide a temporary vehicle of organized play until development allows the establishment of an Affiliated Organization.~~

~~**4:04**~~ **4:02 Affiliation** Any applicant for membership in the Association shall submit yearly, with the appropriate fee(s), a properly completed Member Affiliation prepared in accordance with the membership affiliation instructions and procedures then in effect.

~~**4:05**~~ **4:03: Annual Fees** Unless otherwise provided for by the Board of Directors, annual fees for players are due and payable at the time the player is registered with the Association.

4:06 4:04: Violation of Bylaws or Rules Any violation of the Bylaws and other rules and procedures adopted by the Association and the applicable rules and regulations of ~~USYS and USSF~~ **its affiliations** may be grounds for being disciplined and possibly banned from future participation and/or membership in this Association and any of its activities.

The Board of Directors may require any person, league or other entity to appear before it regarding actual or possible violations of the Articles of Incorporation, Bylaws and other rules and procedures adopted by the Association.

The Board of Directors shall have the right and authority to suspend, bar completely or otherwise discipline any player, team administrator (coach, manager, team assistant, trainer, etc.), officer of an Affiliated Organization or referee from any member team or Affiliated Organization with a proper hearing.

4:07 4:05: Non-Affiliated Organizations All non-member groups or teams who are not part of an organization recognized by the USSF, within the territorial jurisdiction of this Association, shall be deemed as an "Unaffiliated Organization." Any registered team or Affiliated Organization playing games or "doing business" with an unaffiliated organization, without written consent of the Board of Directors, shall face disciplinary action and/or suspension by the Board of Directors.

1. Teams and individuals not formed under an organization affiliated with this Association may allowed to participate in this Association's events upon complying with the requirements of this Association's Board of Directors.

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5:03 Governing Board The Board of Directors shall be comprised of the District Commissioners plus the President, Vice President, Past President, Secretary, Treasurer, and other Members-at-Large. In no case will the Board of Directors exceed twenty-one (21) members:

5:04 ~~Districts and Affiliated Organizations~~ ~~Districts and~~ Affiliated Organizations may deem fit to include rules and regulations more stringent than those included herein, but in no case may rules and regulations be less stringent.

Any player may register with any Affiliated Organization ~~in any District~~ within this Association without restriction by the Association's Board of Directors, its members, its program administrators, ~~its Districts~~, or its Affiliated Organizations. This section does not change the right and authority of Affiliated Organizations to, among other things, establish the rules governing the players, team officials, and teams registered with the Affiliated Organization, including the right and authority of an Affiliated Organization not to accept any person as a team official or any player the Affiliated Organization chooses not to accept.

ARTICLE VI - ANNUAL MEETING

6:01: Annual Meeting The Association's President shall call an Annual General Meeting (AGM) of the members to be held during the month of January, February, March, April, or May and, not less than thirty (30) nor more than ninety (90) days before the meeting, shall give notice of the date, time, place and purpose of the meeting to each Affiliated Organization and each member of the Board of Directors. The notice may be provided via web posting, mailing, or email.

6:02 Order of Business The order of business at the AGM, shall be as follows:

1. Call to Order
2. Roll Call
3. Credentials Report
4. Introduction of Guests
5. Acceptance of Minutes of the Previous AGM
6. Reports:
 - a. President
 - b. Treasurer
 - i. Independent Auditor's Report
 - c. Secretary
 - d. Executive Director
 - ~~e. District Commissioners~~
 - f. ~~e.~~ Committees
7. Unfinished Business
8. Proposals to Change Bylaws
9. New Business
10. Good of the Game
11. Adjournment

6:03 Board Recommendations and Timelines The Board of Directors will annually recommend to the membership the bylaws required for Affiliated Organizations, registered teams and/or registered players, for ratification at the AGM. Any changes in existing bylaws being recommended by the Board of Directors, shall be forwarded, in writing, to all Affiliated Organizations at least sixty (60) days prior to the AGM. The Board of Directors shall also have the authority to set fees on an annual basis as part of the annual budgeting process for the upcoming seasonal year. The Association shall annually notify all Affiliated Organizations of those fees by the thirty- first (31st) day of October.

6:04 Voting Strength Each Affiliated Organization shall be entitled to one (1) vote for every five-hundred (500) players or fraction thereof that are, on the sixtieth (60th) calendar day before the date of the AGM, properly registered, including the payment of registration fees, and in good standing with the Affiliated Organization and with this Association. Voting by proxy shall not be allowed. The President of this Association shall cast a vote only in case of a tie.

6:05 Quorum A quorum shall consist of any number of Affiliated Organizations present at the AGM.

6:06 Competing Rule Proposals In the event there are two (2) or more Bylaws change proposals or resolutions that are to be voted on at the AGM that conflict with each other, the proposal that receives the greatest number of "yes" votes shall prevail providing that it receives a two-thirds majority of those voting.

ARTICLE VII - BYLAWS CHANGES

7:01 Proposed Changes to Bylaws Any Affiliated Organization, the Board of Directors and any member of the Board of Directors may submit proposed changes to the existing Bylaws. Proposed changes shall be submitted to the Association's office no less than one-hundred and twenty (120) days prior to the scheduled AGM date.

7:02 Amendments Amendments to the Bylaws shall be made at the AGM, except in such cases as specified in the Bylaws of the Association, ~~USYS, and USSF.~~ **or its affiliations.**

7:03 Amendment Adoption An amendment shall be deemed adopted by an affirmative vote of two-thirds of the Affiliated Organizations attending and voting at the AGM.

7:04 Effective Date of Amendments and Changes Any and all amendments to the Bylaws, adopted at the AGM, shall become effective at the beginning of the seasonal year immediately following the AGM.

1. Teams shall be governed by the rules of the seasonal year for which they are registering.
2. Events (games, tournaments, etc.) shall be governed by the rules of the seasonal year for which their participants are registered.

ARTICLE VIII - SPECIAL MEMBERSHIP MEETINGS BYLAWS CHANGES

8:01 Special Meetings Special Meetings of members for any lawful purpose may be called by the Board of Directors, the President, or such other persons, if any, as are specified in the Bylaws. In addition, Special Meetings of members for any lawful purpose may be called by five (5) percent or more of the members. The meeting is specific and can only discuss why the Special Meeting was called.

The meeting shall be held not less than thirty-five (35) days nor more than ninety (90) days from the date of the call by the Board of Directors. Not less than thirty (30) days nor more than ninety (90) days before the meeting, each Affiliated Organization, each of its registered teams, and each member of the Board of Directors shall be given written notice of the date, time, place and purpose of the meeting.

8:02 Voting Voting at a Special Meeting shall be as specified in section 6:04 and a quorum shall be as specified in section 6:05.

8:03 Adoption of Changes Proposed changes to the Bylaws shall be deemed adopted at a Special Meeting by an affirmative vote of two-thirds of those eligible to vote attending and voting at the Special Meeting.

8:04 Effective Date of Change Changes to the Bylaws and any other matter adopted at a Special Meeting shall become effective immediately unless an effective date is specified in the proposal adopted.

ARTICLE IX - BOARD OF DIRECTORS

9:01 Elected Board of Directors The Association shall have a Board of Directors elected through an open and democratic process as described in this Article.

9:02 Executive Committee The ~~District Commissioners~~ **Non Executive Committee Board Members** of this Association shall elect an Executive Committee composed of the President, Vice President, Secretary and Treasurer, who shall serve for a period of two (2) years. The Executive Committee shall be elected to staggered terms of office.

The President and Treasurer shall be elected to take office on the first (1st) day of January of even numbered years. The Vice President and Secretary shall be elected to take office on the first (1st) day of January of odd-numbered years.

The ~~District Commissioners~~ **Board Members** shall also elect annually, among themselves, a ~~District Commissioners~~ Representative who shall serve on the Executive Committee. The ~~immediate Past President~~ **Vice President** shall hold the position of President until the new President is elected. Elections shall be conducted by written secret ballot unless a nominee is unopposed.

The Executive Committee shall serve between Board of Directors meetings for matters requiring urgent disposition or to dispose of duties bestowed upon the Executive Committee by the Board of Directors. All actions by the Executive Committee must be ratified by the Board of Directors at their next scheduled meeting after such Executive Committee meeting(s).

1. The **President** shall conduct all meetings of the Board of Directors and shall cast a vote only in the case of a tie. The responsibilities of the President shall include, but not be limited to, the following:

a. Administration of the affair of the Association with the concurrence of the Board of Directors.

b. Establishment at the beginning of each season, as appropriate and subject to the approval of the Board of Directors, the Standing Committees and/or the Committee Chairs, who do not fall under the jurisdiction of the Vice President. Committee Chairs may be removed for cause before the end of their term by a majority vote of the Board of Directors.

c. Appointment of Members-at-Large, as appropriate, and subject to the approval of the Board of Directors, for a one-year period.

d. Execution of instruments for the Association, subject to the approval of the Board of Directors.

e. Responsibility for other duties as directed by the Board of Directors.

2. The **Vice President** shall assume the duties of the President when the President is unavailable or has vacated the office. The responsibilities of the Vice President shall include, but not be limited to, the following:

a. Administrative oversight of internal operations including but not limited to: Risk Management, Protest and Appeals, Registration, and Rules and Revisions.

b. Responsibility for other duties as directed by the Board of Directors or the President.

3. The responsibilities of the **Secretary** shall include, but not be limited to, the following:

a. Ensuring that minutes for all Board of Director meetings, AGMs, and Special Meetings are accurately recorded and that, once approved, they are published and distributed in a timely manner.

b. Responsibility for other duties as directed by the Board of Directors.

4. The **Treasurer** shall be bonded by a reputable bonding agency. In the event the Treasurer becomes unavailable for fifteen (15) days, the President and one of the other authorized signatures will be required. The responsibilities of the Treasurer shall include, but not be limited to, the following:

a. Oversight of the receipts and disbursements of the Association.

b. Oversight of the preparation and distribution of financial monthly statements.

c. Preparation of any and all papers pursuant to the Articles of Incorporation and Tax Exemption status of the Association.

d. Ensuring that at no time shall any related parties be the two (2) signatures on a check, regardless of to whom the check is payable.

e. Responsibilities for other duties as directed by the Board of Directors.

5. The ~~District Commissioner~~ **The Board Member Representative** shall represent all other ~~District Commissioners~~ **Board Members** whenever and wherever called upon. The ~~District Commissioner~~ Representative shall also be responsible for such other duties as directed by the Board of Directors.

9:03 Board Member Responsibilities The Board of Directors shall be responsible for and have sole authority for the following:

1. Enforcing and interpreting the Bylaws and other rules and procedures adopted by the Association and the applicable rules and regulations of ~~USYS and USSF~~ **its affiliations**.
2. Approving Affiliated Organizations.
3. Approving any interstate play.
4. From time to time, making temporary rules or regulations for specific cases or occasions not provided for in the Bylaws and other rules and procedures adopted by the Association, but which are deemed necessary, by the Board of Directors, to carry out the objectives of this Association or to comply with the rules and regulations of ~~USYS or USSF~~ **its affiliations**.

9:04 Exclusive Board Position During their term of office, a member of the Board of Directors may not hold a position on the board of directors of any Affiliated Organization. Upon accepting the position as a member of the Board of Directors, a person holding the position of an officer on the Board of Directors of an Affiliated Organization shall surrender from the previous position within a period of thirty (30) days.

9:05 Board Member Resignation Any member of the Board of Directors may resign effective upon the date and time specified in a written notice given to the President. In the event the resignation creates a vacancy on the Executive Committee, the President shall immediately give written notice to the ~~District Commissioners~~ Board Members of the vacancy and of the date, time and place of a meeting of the ~~District Commissioners~~ **Board Members** to be held, not less than thirty (30) nor more than sixty (60) days after the effective date of the resignation, for the purpose of filling the unexpired term of the vacated office.

9:06 Board Member Removal The Board of Directors shall have, by two-thirds vote of those members present, the authority to remove, with cause, any member of the Board of Directors with the proper hearing. Notice of said hearing shall be given, in writing, at least fourteen (14) days prior to the hearing. Cause shall be deemed as not performing one's duties as set forth by the Bylaws and other rules and procedures adopted by the Association or being found guilty of conduct that is detrimental to the purpose of this Association. When a position is declared vacant, the Board of Directors shall call for an election of a new member of the Board of Directors within a period of sixty (60) days of said declaration.

ARTICLE X – DISTRICT COMMISSIONERS

~~**10:01 Commissioner Election** A District Commissioner shall be elected to administer each District and the District Commissioner election shall automatically confer the District Commissioner a seat upon the Board of Directors. A District Commissioner shall be elected by a majority of the eligible voting members of each District, for a period of two (2) years, to represent the District on the Board of Directors of this Association.~~

~~**10:02 Member Voting Rights** An Affiliated Organization is entitled to vote for a District Commissioner based on its status as an Affiliated Organization for the current seasonal year.~~

~~**10:03 Votes** Each Affiliated Organization shall have one (1) vote for every five hundred (500) duly registered players or fraction thereof, for voting powers for the purpose of the election or removal of their own District Commissioner.~~

~~The number of votes each Affiliated Organization in the District is entitled to cast shall be determined based on the number of players properly registered with the Association, in good standing with the Affiliated Organization and the Association thirty (30) calendar days before the first date set for the election of the District Commissioner.~~

~~**10:04 Commissioner Term** The District Commissioner shall be elected in alternate years, so that there shall be, at no time, a completely newly elected Board of Directors. Even numbered districts shall elect their District Commissioner to take office in even numbered years and odd numbered Districts shall elect their District Commissioners to take office in odd numbered years.~~

10:05 Election Dates Elections of District Commissioners shall be held at least sixty (60) days prior to the end of the calendar year. For extenuating circumstances, this period may be reduced to thirty (30) days by the Board of Directors. The term of office shall commence upon the official resignation of the previous District Commissioner but no later than January 1 of the next calendar year.

10:06 Commissioner Authority The District Commissioner shall represent the District to the Association and shall have direct authority over their District as prescribed by these Bylaws:

1. Within any District, the District Commissioner may designate assistants to aid in the performance of the District Commissioner duties.

2. A District Commissioner shall designate a representative from the District to attend all meetings of the Board of Directors of this Association in the event the District Commissioner is not able to attend the meeting. It shall be the duty of the Commissioner to provide the individual attending the meeting with all information pertaining to the meeting that has been sent to the Commissioner in advance of the meeting.

3. The District Commissioner shall submit the list of assistants, to the office of this Association, for inclusion in the Association directory.

10:07 Commissioner Duties The duties of the District Commissioners shall include, but not be limited to, the following:

1. Being thoroughly familiar with the Bylaws, other rules and procedures adopted by the Association and the insurance programs, in order to be in a position to interpret the same. When there is doubt, a ruling should be obtained from the President.

2. Report in writing to the President concerning, among other things, progress in their District prior to

3. Be present at all meetings of this Association, unless otherwise excused.

4. Be present at the Annual General Meeting of all Affiliated Organizations within the District, to advise, when requested, on the procedures for the election of the Affiliated Organization officers and the proper procedures for the administration of member business.

5. Keep a record of Affiliated Organizations within the District to see that all teams and players will and are able to be properly registered within such organization or any neighboring organization and/or District if special circumstances should so warrant.

6. When requested, attend Affiliated Organization meetings in the District for the purpose of advising proper procedures and the interpretations of the Association's Bylaws and other rules and procedures.

7. Supervise public relations in the District.

8. Promote adult interest in the youth soccer program and recruit desirable persons to assist in the development of the game.

~~**10:08 Removal of Commissioner** Twenty-five (25) percent of the Affiliated Organizations within a District may request a hearing for the removal of their District Commissioner. A District Commissioner may be removed for cause by a majority vote of the eligible voting members of the District present. Notice of said hearing shall be given in writing at least fourteen (14) days prior to the hearing. Cause shall be deemed as not performing one's duties as set forth by the Bylaws.~~

~~**10:09 Commissioner Vacancy** When a District Commissioner's position is declared vacant, the Board of Directors shall call for an election of a new District Commissioner within a period of sixty (60) days of said declaration. If such election is not held, the Executive Committee of this Association, with confirmation by the Board of Directors, shall appoint a District Commissioner for said vacancy. The newly elected or appointed District Commissioner shall serve out the remainder of the unexpired term of office of the District Commissioner who has left office.~~

ARTICLE X—Board Members:

10:01 Board Member Election: A Board Member shall be elected to a seat upon the Board of Directors. A Board Member shall be elected by a majority of the eligible voting Affiliated Members of the Association, for a period of two (2) years, to represent the Affiliated Members on the Board of Directors of this Association.

10:02 Member Voting Rights An Affiliated Organization is entitled to vote for a Board Member based on its status as an Affiliated Organization for the current seasonal year.

10:03 Votes Each Affiliated Organization shall have one (1) vote for every five-hundred (500) duly registered players or fraction thereof, for voting powers for the purpose of the election or removal of a Board Member.

The number of votes each Affiliated Organization in the Association is entitled to cast shall be determined based on the number of players properly registered with the Association, in good standing with the Affiliated Organization and the Association thirty (30) calendar days before the first date set for the election of the Board Members.

10:04 Commissioner Term The Board Members shall be elected in alternate years, so that there shall be, at no time, a completely newly elected Board of Directors. Three (3) Board Members shall be elected to take office in even-numbered years and three (3) Board Members shall be elected to take office in odd-numbered years.

10:05 Election Dates Elections of Board Members shall be held at least sixty (60) days prior to the end of the calendar year. For extenuating circumstances, this period may be reduced to thirty (30) days by the Board of Directors. The term of office shall commence upon the official resignation of the previous Board Member but no later than January 1 of the next calendar year.

10:07 Board Member Duties The duties of the Board Members shall include, but not be limited to, the following:

1. Being thoroughly familiar with the Bylaws, other rules and procedures adopted by the Association and the insurance programs, in order to be in a position to interpret the same. When there is doubt, a ruling should be obtained from the President.
2. Be present at all meetings of this Association, unless otherwise excused.
3. When requested, attend Affiliated Organization meetings in the Association for the purpose of advising proper procedures and the interpretations of the Association's Bylaws and other rules and procedures.
4. Promote adult interest in the youth soccer program and recruit desirable persons to assist in the development of the game:

10:08 Removal of Board Members Twenty-five (25) percent of the Affiliated Organizations may request a hearing for the removal of a Board Member.

10:09 Board Member Vacancy When a Board Member's position is declared vacant, the Board of Directors, shall appoint a Board Member for said vacancy. The newly elected or appointed Board Member shall serve out the remainder of the unexpired term of office of the Board Member who has left office.

ARTICLE XI - BOARD MEETINGS

11:01 Regular Meetings Regular meetings of the Board of Directors may be held up to six times per year, but at least four times annually. These meetings shall be scheduled at the discretion of the President, with the consent of a majority of the Board of Directors. The agenda for regular meetings will be as follows:

1. Call to Order
2. Roll Call
3. Introduction of Association Staff and Guests
4. Minutes
5. Correspondence
6. President's Report
7. Executive Committee Report
8. Treasurer's Report
9. Office Status Report
10. ~~District Commissioner Representative Report~~ Representative Report
11. Old Business
12. New Business
13. Good of the Game
14. Adjournment

11:02 Special Meetings The Board of Directors shall meet whenever the President deems it necessary, or if the President is instructed to do so by four (4) or more members of the Board of Directors.

11:03 Agenda Notice The members of this Association will be sent an agenda or minutes of all regular meetings of the Board of Directors. The Association may send the agenda and/or minutes via web posting, mailing, or email.

11:04 Open Meetings All regular meetings of the Board of Directors shall be open to the general membership and reasonable seating shall be provided, in a reasonable space, for every member in attendance.

The agenda for each regular meeting shall be posted on the Association website not later than seven (7) days prior to each meeting date. Ratified meeting minutes must be posted no later than forty-eight (48) hours after ratification.

The meeting shall only go into a "Closed Session" under the following circumstances:

1. Confidentiality of a minor is at issue.
2. Confidentiality of a member during a disciplinary or protest/appeals hearing is at issue (unless said member waives their right to confidentiality).
3. Issues surrounding pending civil or criminal litigation that prohibits a public discussion of the subject.

4. Personnel matters deemed confidential.

11:05 Meeting Quorum At all meetings of the Board of Directors, fifty (50) percent of the Board of Directors membership shall constitute a quorum for the transaction of business.

ARTICLE XII - STANDING COMMITTEES

12:01 Standing Committees The following Standing Committees are hereby established and the Chair of each committee shall be appointed for a two-year term.

1. Finance Committee (Audit / Budget sub-committees)
2. Programs Committee (ODP, Education, Competitions, Top Soccer, Player Development sub-committees)
3. Strategic Planning Committee
4. Protest and Appeals Committee
5. Referee Committee
6. Membership Committee (Registration sub-committee)
7. Rules and Revisions Committee

ARTICLE XIII - FINANCIAL RESPONSIBILITY

13:01 Financial Liability This Association shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, league official, or referee from any member team, or Affiliated Organization.

ARTICLE XIV - DISCRIMINATION, HARASSMENT, SEXUAL AND PHYSICAL ABUSE

14:01 Discrimination, Harassment, Sexual and Physical Abuse Position This Association has a strict non-discrimination policy. The Association believes all employees, Board of Director members, players, team administrators and Affiliated Organization members should be treated equally. As such, the Association and its Affiliated Organizations shall not discriminate against anybody based upon their race, gender, gender identification, sexual orientation, national origin, color, race, native language, religion, age, disability status, marital status, or any characteristic protected by law.

ARTICLE XV - LIABILITY PROTECTION

15:01 Liability The Association shall carry liability and Directors and Officers insurance in an amount deemed appropriate by its Board of Directors.

15:02 Indemnification The Association shall indemnify and hold harmless any current or former officer and/or director (Indemnitee) who was or is made a party to, or is threatened to be made a party to, any threatened, pending or completed legal proceeding, including but not limited to civil, criminal, administrative, investigative, and legislative proceedings subject to the following conditions.

1. The legal proceeding is or was initiated because the person involved in the proceeding either is or was a director and/or officer of the Association.

2. The prospective Indemnatee acted in good faith and in a manner that the Indemnatee reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the

Indemnatee's conduct was unlawful. Such indemnification shall continue as to an Indemnatee who has ceased to be a director and/or officer and shall inure to the benefit of such Indemnitees' heirs, executors and administrators.

3. Notwithstanding the foregoing, the Association shall not be obligated under this Article to indemnify any Indemnatee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnatee unless such proceeding (or part thereof) was authorized in the first instance by the Board of Directors.

ARTICLE XVI - RULES OF ORDER

16:01 Rules of Conduct The rules contained in Robert's Rules of Order shall govern this Association in all cases in which they do not conflict with the Bylaws of this Association, ~~USYS, and USSF.~~ **or its affiliations**

ARTICLE XVII - DISSOLUTION

17:01 Dissolution Should this Association be dissolved, all assets remaining after payment of all debts shall be turned over to the United States Youth Soccer Association for the express purpose of the development of youth soccer.

JUSTIFICATION:

1. Cal North is in an ever-changing environment which needs a change in management structure, soccer has become a huge business both at the local level and national level. In order to compete we need more **"boots on the ground"** a famous phrase used by some Board Members.
2. Many of the Districts already have program managers and offices.
3. The new position of Board Member will after the initial phase in period be voted on by the Affiliated Members of this Association. In the interim the Commissioners will assume the Board Member positions until new elections are held in October annually.
4. Under the new structure the Board of Directors will be responsible for governance and policy of the Association and the Executive Director responsible to the Board for operations.
5. We will become a more focused and membership orientated, plus have more accountability to the membership.