

Portland Youth Soccer Association Bylaws

Drafted September 2011

ARTICLE I – NAME

The name of the organization shall be the “Portland Youth Soccer Association”, hereinafter referred to as “PYSA”. PYSA is a qualified 503C (3) corporation composed of affiliated member clubs.

ARTICLE II – PURPOSE

The purpose of PYSA is to promote the growth and development of soccer among players, teams and clubs in the area served by Portland Public School District # 1.

ARTICLE III – RULES AND REGULATIONS

The basic Rules and Regulations for all soccer games and competitions sponsored by PYSA shall be set forth in a separate publication entitled “PYSA Parent’s Guide”.

ARTICLE IV – CONDUCT OF PLAYERS, COACHES, PARENTS AND SPECTATORS

Each member coach is responsible for the conduct of its players, coaches, parents and spectators. Coaches shall distribute the PYSA Guide to Soccer to all parents prior to the first game of the season. Coaches shall review the elements of good conduct with parents and players prior to the first game of the season. Clubs shall make available to all coaches the PYSA Coaches Code of Conduct; to all parents the PYSA parents Code of Conduct, and to all players the PYSA Players Code of Conduct.

ARTICLE V – MEMBERSHIP

- A. All clubs in good standing that have received status as a PYSA club, and geographically located within the boundaries of PYSA, shall be members of PYSA. PYSA boundaries include residence and/or attend school within the Portland Public School District number 1 or otherwise are a member of the community contained within the boundaries of the Portland Public School District number 1.
- B. Each club must notify PYSA of the identity of its officers, including its registrar, by February 1st each year, and if officers change after February 1st, within 30 days after any such change.
- C. Member clubs with five (5) or more teams will have voting privileges at the Annual General Meeting (AGM). Membership meetings shall be held no fewer than two times per calendar year. Each member club shall have one (1) vote at the AGM. Only members of the Board and verified member club representatives shall have voting rights at the AGM. The Board shall set the verification procedure for member club representatives.
- D. Member clubs with less than five (5) teams may participate in regular season and tournament play for no more than two (2) consecutive fall seasons without Board approval to continue such participation within PYSA. These clubs will not have voting status at the PYSA AGM. The board may provide advice and assistance with the objective of grouping teams and qualifying them for club status with voting rights.
- E. Each member club shall be required to register its teams by the assigned deadline for the fall season. Any club which fails to register its teams by the assigned deadline will be required to pay a fee identified as the “Late Registration Fee”, as determined by the Board.
- F. The Board may also require the payment of a fee for the addition or the removal of teams from those which were registered by a club as of the assigned registration deadline. This fee will be identified as the “Add/Drop Fee”.

- G. The PYSA Board or its designated individual or committee, shall have authority to reduce or waive Late Registration Fees or Add/Drop Fees if the Board finds that it would be unfair to charge the fee under the circumstances. Any club seeking a waiver or reduction of a Late Registration Fee or an Add/Drop Fee shall present its written request, signed by the club president, to the Board, or its designated individual or committee, within seven (7) days of notification that such fee has been levied. The decision of the Board concerning reduction or waiver of these fees shall be final.

ARTICLE VI – ANNUAL GENERAL MEETING

- A. The Annual General Meeting is held in November, and is a membership meeting of PYSA All Board members, clubs and coaches shall be notified of this meeting at least fourteen (14) days prior to the meeting. Such notice shall include the agenda and all known candidates for PYSA officer positions for the following year.
- B. The President shall prepare an annual report to be presented at the Annual General Meeting.
- C. The books of the PYSA shall be available for review.
- D. Only members of the Board and verified member club representatives shall be eligible to vote at the Annual General Meeting.
- E. The PYSA Board of Directors shall be elected by a vote at the Annual General Meeting. The following positions shall be elected in even numbered years:
- President
 - First Vice President
 - Registrar
- The following positions shall be elected in odd numbered years:
- Second Vice President
 - Treasurer
 - Secretary
- The Director at Large positions shall be voted on each year.

ARTICLE VII – OFFICERS

PYSA officers and their duties are:

- A. **President:**
The President is the general representative of PYSA. The President shall supervise all activities of PYSA and the work of the officers of the Board. The President shall serve as Chairman of the Board. At the February Board Annual Business Meeting or as soon as thereafter possible, the President shall appoint members to all standing committees. The President shall prepare an annual report to be distributed at the Annual General Meeting.
- B. **First Vice-President:**
The First Vice-President shall succeed to the duties of the President in the President's absence or resignation and shall assist the President.
- C. **Second Vice-President:**
The Second Vice-President shall assist the President and shall supervise all standing committees.
- D. **Registrar:**
The Registrar shall supervise matters pertaining to the registration of players. The Registrar shall train the succeeding Registrar and PYSA on matters related to the Registrar's function. The Registrar shall serve through the first soccer season (spring) with the successor Registrar and shall have all the authority vested in the office of Registrar for that period.
- E. **Secretary:**
The secretary is responsible for taking and distributing Board and Membership meeting minutes in a timely manner. The secretary will record all motions made and the outcome of the motions.
- F. **Treasurer:**
The Treasurer shall be responsible for all moneys of the PYSA, which are deposited and disbursed.
- G. **Past President:**
The President for the proceeding one-year may serve on the Board as a non-voting member.

H. Two Directors at Large:

This position is an advisory council to the Board of Directors. Persons holding this position shall complement the Board with skills such as grant writing, knowledge of political insights, and representation of community views.

1. Funding Assistance – the member can be a large funder, well connected in the funding community, work for a large funding source or be skilled in direct fundraising.
2. Stakeholder – the member represents one of the key stakeholders of the vision. This member could be from a foundation, the government, the political arena or another nonprofit.
3. Grant Writing – the member has special skills in dealing with grant writing aspects of running a nonprofit business.
4. Volunteer – the member has strong connections in the volunteer community and can attract high-quality volunteers for the organization.
5. Nonprofit Leader – the member might be a retired or even a current executive from the nonprofit sector and could be useful as an advisor to newly named executives or struggling leaders.
6. Legacy – the member is usually a retired executive of PYSA and can contribute a sense of history. One caution is that the legacy member may be too much of a force for what has worked in the past.

Officers shall serve no longer than two (2) consecutive terms in any single elected position. Subject to the recommendation of the Board and membership vote at the AGM, a continuation can be granted. Officers shall attend all Board meetings and Membership meetings. All Board positions shall be a two year term except for the Director at Large positions, which will be one year terms.

ARTICLE VIII – BOARD OF DIRECTORS

A. General Duties:

1. The Board of Directors (Board) shall consist of the Officers and two Directors at Large. The Board shall be elected by the Membership at the Annual General meeting and shall serve without compensation. The Board shall ensure the performance of the administrative duties of PYSA, set the agendas and act in an advisory capacity to the Membership, and assign tasks to individuals or committees. It may review issues brought before it and make action recommendations to the Membership. The Board shall be the governing authority of PYSA. The President cannot be a club representative and shall only vote in the event of a tie.
2. The Board shall employ such administrative employees as are necessary to implement PYSA’s policies, as defined in the PYSA Bylaws, PYSA Rules and Regulations, and policies and decisions implemented by the Board.

B. Powers of the Board:

1. The Board shall administer the affairs of PYSA.
2. The Board shall conduct no fewer than eight (8) board meetings each calendar year. Special Board meetings may be called, as deemed necessary, by the President or by the Board.
3. Written notification of the meetings must be posted at least four (4) calendar days prior to any meetings.
4. The Board shall adopt a budget, and levy dues and assessments.
5. The Board shall provide for team registration, scheduling of competitions and games, issuance of schedules, establish deadlines for team registration and issuance of schedules, and determine the number and format of games for regular season and tournament play.
6. The Board shall establish the Rules and Regulations of PYSA.
7. The Board shall hold ultimate decision making authority for PYSA.
8. The Board, with a two-thirds (2/3) majority vote of those Board members in attendance, may remove or censure an officer at any time.

9. Any vacancy on the Board, other than the President, shall be filled by the Board at the next scheduled meeting of the Board and shall require a majority vote of those Board members present to confirm.
10. The Board shall be responsible for the implementation of PYSA policies and procedures, which may be delegated to the appropriate officers and committees as approved by the Board.

C. Additional Duties of the Board:

1. Enforcing the Bylaws.
2. Enforcing PYSA Rules and Regulations.
3. Hearing and resolving all disputes relating to PYSA Bylaws and PYSA Rules and Regulations.
4. Determining appropriate resolutions for violations of PYSA Bylaws and PYSA Rules and Regulations, except as reserved to the Judicial Committee in Article X.
5. Recommending clubs to PYSA for membership.
6. From time to time, making temporary rules and regulations for specific cases, or occasions not provided for in the Bylaws or PYSA Rules and Regulations, but which are deemed necessary by the Board to carry out PYSA's objectives.
7. Resolving all conflicts involving member clubs.

ARTICLE IX – CONDUCT OF BUSINESS

- A. A quorum shall not be less than one-half plus one (1) of the PYSA Board of Directors. Except otherwise provided, all business of the Board shall be conducted through a majority vote of those members in attendance.
- B. All business of the Board and PYSA shall be conducted in accordance with “Robert’s Rules of Order”.
- C. The fiscal year of PYSA shall be from July 1 through June 30. A proposed budget shall be submitted at the February Annual Business Meeting.

ARTICLE X – COMMITTEES

A. Purpose:

The Board shall delegate tasks to committees. The committees shall report to the board at its monthly meetings. The purpose of the committee structure shall be to fairly allocate the responsibility of PYSA to all member clubs and to develop future leadership in PYSA.

B. Membership:

At the February Board Meeting, every club with more than ten (10) teams shall submit two (2) persons for consideration as committee members for the following season. All other clubs shall submit one person’s name. The Board shall announce all committee assignments soon after the February meeting.

C. Board Committees:

Unless otherwise provided, the following committees shall each have a minimum of three (3) persons, including a chairperson and at least one club representative:

1. **Field Committee:**
The Field Committee shall consist of one volunteer from each club and be responsible for all field usage and allocation issues. In the spring and fall, each club will be required to provide catalogue information on specifically assigned fields to PYSA.
2. **Event Committee:**
The Events Committee shall consist of one volunteer from each club and be responsible for the organization and management of PYSA events and tournaments.
3. **Nominating Committee:**
The Nominating Committee shall be responsible for preparing the slate of candidates for all elected PYSA offices. This committee will consist of a Vice President of PYSA and two other PYSA board members.

All committees not listed above shall be known as Special Committees. Special Committees may be appointed by the President with the approval of the Board. A special committee goes out of existence when the work has been completed and a final report has been received.

ARTICLE XI – JUDICIAL COMMITTEE

The Judicial Committee shall hear all complaints related to unsporting conduct or to protests relating to officiating or soccer play within PYSA administered leagues. In addition, the Judicial Committee shall hear and resolve all disputes pertaining to the Bylaws and PYSA Rules and Regulations. The Board shall appoint the Judicial Committee.

The Judicial Committee shall consist of three (3) appointed persons, including at least one club representative. The Judicial Committee is empowered to suspend, expel, put on probation or otherwise discipline any player, coach, spectator or other person who is guilty of unsporting conduct or other misconduct in connection with a soccer activity sponsored by PYSA. The Committee shall affect such rules as it deems necessary to implement the Committee's responsibilities.

Upon written report of unsporting conduct, the Judicial Committee shall make inquiry of the involved players, coaches, referee, club presidents, spectators, and other persons who may give an accounting of the incident. The Judicial Committee may additionally seek the counsel of the Board. After allowing time for a reasonable opportunity for consideration of all issues, the Judicial Committee shall make specific written findings of any violations and may impose any sanction available to the Committee.

A copy of the Judicial Committee's written findings shall be sent to the person disciplined, President of PYSA, and the club president.

ARTICLE XII – PENALTIES

The Board shall have the power to penalize clubs or teams in the form of warnings, forfeitures, or exclusion from PYSA meetings and/or activities. The Board shall have sole jurisdiction in such matters.

ARTICLE XIII – GREIVANCES AND APPEALS

- A. All grievances or complaints about PYSA actions must be submitted directly to the PSYA Board of Directors or the Executive Director.
- B. Form of Complaint and Response:
 1. Complaints may be made orally or in writing, except that the PYSA Board will not take consideration until written documentation has been received.
 2. Responses to complaints to Board committees shall be issued in writing within ten (10) days of the complaint's receipt.
- C. Article XIII shall not apply to complaints related to unsporting conduct or to protests related to officiating or soccer play. Such appeals are addressed in Article XI.

ARTICLE XIV – PROVISIONAL RULES

By unanimous vote of the Board at any Board meeting, the Board may make interim rules or Bylaw revisions necessary for conducting the affairs of PYSA. Such revision shall be limited to the period from adoption to the next scheduled Board meeting.

ARTICLE XV – BYLAW CHANGES

- A. Changes or amendments to the Bylaws may be made at any regularly scheduled Board meeting of PYSA.
- B. A two-thirds (2/3) majority vote of the Board of Directors present at the Board Meeting shall be required to refer any proposed Bylaw change or amendment to member clubs.
- C. Each member club president is to be notified in writing at least thirty (30) days prior to acting upon any proposed changes or amendments, including notice of the date, time and place of the meeting at which the proposed changes or amendments will be acted upon.

- D. All approved bylaw changes or amendments shall be sent in writing to all member clubs within thirty (30) days after the adoption of said changes or amendments.

ARTICLE XVI – INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, EMPLOYEES

PYSA shall indemnify and hold harmless the officers, members of the Board, and employees of PYSA (collectively “Indemnities”) from and against any and all claims, suits, loss, damage, injury or expense (collectively “Liability”), including attorney fees, incurred by or imposed upon an Indemnity in connection with any proceeding to which the Indemnity may become involved, or any settlement thereof, by reason of the Indemnity having been an officer, member of the Board or employee of PYSA, whether or not the Indemnity is an officer, member of the Board or employee at the time the Liability is incurred, except in such cases where the Indemnity is adjudged guilty of willful malfeasance or malfeasance in the performance of the Indemnity’s duties: provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such a settlement and reimbursement as being in the best interest of PYSA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnity may be entitled.

ARTICLE XVII – DISBURSEMENTS

All PYSA moneys shall be deposited in a financial institution in the name of PYSA. All amounts of five dollars (\$5.00) or more shall be paid by check. The Treasurer shall provide the Board with periodic financial statements (balance sheet and year-to-date income statements), no less frequently than semi-annually.

ARTICLE XVIII - DISSOLUTION

In the event of dissolution of the PYSA, any remaining fund balance shall be placed in trust with the Oregon Bureau of Parks and Recreation of the City of Portland, dedicated exclusively to the funding of youth soccer within the City.