

DRAFT: 1/2006 TO BE APPROVED 7/2006

BYLAWS OF THE MONTANA STATES YOUTH SOCCER ASSOCIATION,

[AS AMENDED AT THE AUGUST 21, 1999 ANNUAL GENERAL MEETING]

PART I-GENERAL

Bylaw 101. NAME

This organization shall be incorporated as the "MONTANA Youth Soccer Association."

Bylaw 102. PURPOSES AND STATUS

Section 1. The purposes of MYSA are as stated in the articles of incorporation of MYSA.

Section 2. MYSA is established as a nonprofit and educational organization.

Bylaw 103. FEDERATION MEMBERSHIP

MYSA is a National State Association member of the United States Soccer Federation and an Organizational member of USYSA.

Bylaw 104. LAWS OF THE GAME

The "Laws of the Game" as authorized by FIFA, and modified for youth play, apply to youth soccer games.

Bylaw 105. EQUAL OPPORTUNITY

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

Section 2. Individuals serving on the Board of Directors or any Council or committee of MYSA shall be selected without regard to that individual's race, color, religion, national origin, or sex.

Section 3. MYSA may not have eligibility criteria relating to amateur status more restrictive than those of the Federation.

Section 4. In accordance with the obligations as a National State Association of the Federation, MYSA:

- a. Provides that membership shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under section 4 of Federation Bylaw 241, and to any amateur soccer organization in its territory.
- b. Will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.
- c. Recognizes to the extent allowed by Montana state law, the Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the State Association and its members to the extent applicable under state law, and the State Association and its members will abide by those articles, bylaws, policies, and requirements.
- d. While a National State Association of the Federation, MYSA will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies and requirements.
- e. Shall register all of its players, coaches, teams, referees and administrators with the Federation and USYSA at least once each year and timely pay all dues and fees of the Federation and USYSA.
- f. And its members will abide by the Federation's articles, bylaws, policies, and requirements on interplay.
- g. Shall provide to the Secretary General of the Federation an annual report on the activities of MYSA and most current annual financial statements within 90 days after the start of the Federation's seasonal year.
- h. Will :
 - (1) provide annually to the Federation copies of the MYSA's Article of Incorporation, bylaws, and other governing documents,
 - (2) submit changes to those documents to the Federation for approval not later than 90 days after adoption, and (3) make copies of those documents available to its members.
- i. Will, as stated elsewhere in this document, provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the Federation and MYSA and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.
- j Shall maintain its tax exempt status under the Internal Revenue Code.
- k. Will comply with the Amateur Sports Act to the extent it is applicable.
- l. Will allow the Federation to review the documents and procedures of MYSA State Association, on request of the Federation not less than once every 4 years, to determine compliance with the Federation's Bylaws.

Section 5. MYSA may only require its organizational members, other than clubs, to register those players, coaches, teams and administrators that actually participate in the activities of MYSA or its clubs or leagues and that registration shall comply with the regular registration requirements of MYSA.

Bylaw 106. SEASONAL AND FISCAL YEARS

The seasonal year and fiscal year of MYSA each begin on September 1 of one calendar year and end on August 31 of the following calendar year.

Bylaw 107. USE OF NAME AND LOGO AND COLORS

Section 1. No one may use the name or initials of MYSA, any of its trade names including Montana Youth Soccer Association, Team Montana when related to soccer, and MYSA, or any of its logos except as provided under these bylaws or except with the express written consent of MYSA.

Section 2. The colors of MYSA are red and white.

Bylaw 108. ROBERT'S RULES OF ORDER AND QUORUM

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

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

Bylaw 109. DEFINITIONS

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

- (1) "Affiliate" means a youth sports organization that conducts soccer programs in at least 5 states of the United States.
- (2) "Amateur Sports Act" means the Ted Stevens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).
- (3) "Associate" means an organization formed to advance a particular aspect of youth soccer, but not responsible for recruiting, training, fielding, and funding of players.
- (4) "Board of Directors" means the Board of Directors of MYSA established under Bylaw 411.
- (5) "Federation" means the United States Soccer Federation, Inc.
- (6) "FIFA" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- (7) "Individual Member" means an individual who is a member as provided under Bylaw 231.
- (8) "STATE Council" means the STATE Council of MYSA as provided under Bylaw 311.
- (9) "Organization Member" means an organization that is classified as such a member of MYSA as provided by Bylaw 202.
- (10) "District" means a geographical subdivision of the territory of MYSA and as established under Bylaw 322.

- (11) "District Council" means a council referred to in Bylaw 323.
- (12) "Club" (A) means an organization that is a member (directly or indirectly) of MYSA that has an identifiable membership of youth soccer players on whose behalf the organization conducts or engages in youth soccer activities; and (B) sometimes referred to as a "league" or "local association", is the basic administrative unit of MYSA.
- (14) Small club means a club with less than 200 players who are not on traveling or competitive teams or less than 100 players who are on traveling teams. Clubs that have both traveling and non traveling teams may be considered a small club if the membership in either category qualifies them.
- (14) "Sustaining Member" means an individual or organization that is a member as provided under Bylaw 232.
- (15) "team" means a group of soccer players playing on the same side in soccer games.
- (16) "MYSA" means the Montana States Youth Soccer Association.
- (17) "USOC" means the United States Olympic Committee that is the corporation established under the Amateur Sports Act to oversee all amateur athletic activity in the United States.
- (18) "youth player" means an individual who has not reached 19 years of age prior to August 1 immediately before the start of any seasonal year. A player who reaches 19 years of age during a seasonal year is allowed to complete that seasonal year. A player who reaches 19 years of age during August of one seasonal year shall be allowed to complete all of the next seasonal year.
- (19) "USYSA" means the United States Youth Soccer Association, Inc.
- (20) "add" means the addition of a player to a team's roster.
- (21) "eligibility to play" means registered and not under suspension.
- (22) "game roster" means the list of players who will participate in a particular competition.
- (23) "involuntary release" means the removal of a player from a team's roster at the request of team authorities.
- (24) "registration" means the execution of an intent to play the sport of soccer and the paying of fees to become a member of MYSA.
- (25) "rostering" means assignment of a registered player to a team.
- (26) "select team" means the official select or all-star team of
- A USYSA
 - B a Region
 - C MYSA
 - D a District or geographical subdivision of a MYSA or
 - E any league
- (27) "suspension" means the temporary withdrawal of rights and privilege, such as the right to play, coach, or otherwise administer or participate (directly or indirectly) in soccer, and the suspension is for the entire term of the suspension with all rights and privileges withdrawn unless specifically stated otherwise by the suspending authority.
- (28) "team roster" means a list of registered players eligible for a team.

- (29) “uniform” means a jersey or shirt, shorts, thermal undershorts, stockings, shinguards, footwear, warmup jacket, pants or suite, and other similar items of wear.
- (30) “voluntary release” means the removal of a player from a team’s roster
- (31) “classic league” means an interclub league in which (A) the use of tryouts, invitations, recruiting, or any similar process to roster players selectively to any team on the basis of talent or ability, is permitted; and (B) one or more league rules restrict the manner in which players may be rostered to participating teams.
- (32) “classic team” means a team that participates in a classic league.
- (33) “guest player” means a registered player participating in a competition for a team to which the player is not rostered for the purposes of league play.
- (34) “interclub tournament team” means a tournament team whose roster includes players who are members of more than one club.
- (35) “interclub transfer” means the removal of a player from a team’s roster at the request of the player and the contemporaneous addition of the player to the roster of another team.
- (36) “intraclub tournament team” means a tournament team whose roster includes players who are members of only one club.
- (37) “intraclub transfer” means the removal of a player from a team’s roster at the request of the player and the contemporaneous addition of the player to the roster of another team from the same club.
- (38) “league” (A) means a structured group of 4 or more teams joined for the purpose of interteam play under a common set of administrative and competition rules; and (b) is differentiated from another league by the rules that govern the rostering of players to each league’s teams, and the different terms used to describe each league to no necessarily reflect the level of ability or talent of teams participating in the league.
- (39) “league team” means a team that participates in regularly scheduled league play.
- (40) “player” means a youth player registered in accordance with USYSA and MYSA rules.
- (41) “premiere league” means an interclub league in which no rule restricts the manner in which players may be rostered to participating teams, except for that that (A) define and prohibit unethical recruiting behavior; or (B) limit the participation of players previously rostered to another team.
- (42) “premiere team” means a team that participates in a premier league.
- (43) “recreational all-star team” means an intraclub tournament team whose roster only included players selected from teams that participate in the same recreational league or recreation plus league.
- (44) “recreational league” means an intraclub league in which (A) the use of tryouts, invitations, recruiting, or any similar process to roster players to any team on the basis of talent or ability is prohibited; (B) the club administering the league accepts as participants in the league any eligible youths (subject to reasonable terms on registration); (C) a system of rostering players is used to establish a fair or balanced distribution of playing talent among all teams participating; and (D) league rules require that each player must play at least one-half of each game except for reasons of injury, illness, or discipline.

(45) “recreational plus league” means an interclub or intraclub league in which (A) the use of tryouts, invitations, recruiting or any similar process to roster players selectively to any team on the basis of talent or ability is prohibited; (B) the club or clubs administering the league accept as participants in the league any and all eligible youths (subject to reasonable terms of registration); and (C) the league does not otherwise meet the definition of a recreational league.

(46) “recreational plus team” means a team that participates in a recreational plus league.

(47) “recreational team” means a team that participates in a recreational league.

(48) “tournament team” means a team that includes guest players and is put together for the sole purpose of playing in a tournament or other approved non-league competition.

(49) “transfer” means the removal of a player from a team’s roster on the request of the player, and the contemporaneous addition of the player to the roster of another team.

PART II-MEMBERSHIP

Subpart A-General

Bylaw 201. ELIGIBILITY

The membership of MYSA is open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators, and officials without discrimination on the basis of race, color, religion, age, sex, or national origin. Provided there is compliance with the rules of MYSA, any person allowed membership in its affiliates by the federation is entitled to membership herein.

Bylaw 202. MEMBERSHIP CATEGORIES

MYSA has the following categories of membership:

(1) Organization Members composed of the following classifications of members:

(A) Affiliate.

(B) Associate.

(C) Club.

(2) Individual Member as provided under Bylaw 231.

(3) Sustaining Member as provided under Bylaw 232.

Subpart B-Organization Members

Bylaw 211. ADMISSION TO MEMBERSHIP

Section 1. An organization desiring to become an Organization Member of MYSA must submit a written application for membership to the Board of Directors. The applicant shall specify the classification of Organization Member being applied for. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to

understanding the structure and activities of the organization. The Board shall prescribe the number of copies of each document to be submitted.

Section 2. The Board of Directors shall immediately submit the application and accompanying documents to the Bylaws and Policies Committee for review and report. The Bylaws and Policies Committee may reject the application until the application and accompanying documents are changed to comply with requirements of MYSA, USYSA and the Federation. On completion of the Bylaws and Policies Committee's review of the application, the Committee shall submit a report to the Board of Directors with its recommendations. The application shall be submitted to the State Council for its consideration at its next meeting after submission of the report to the Board of Directors.

Section 3. A club shall be the highest level administrative body for soccer for youth players in a geographic area of the State. There may be more than one Club in a geographic area .

Section 4. (a) The Board of Directors may grant to, deny, or withdraw provisional membership from, an applicant applying for Organization Membership until the next meeting of the State Council. The application shall be submitted to the State Council at its next meeting.

(b) An applicant granted provisional membership as an Organization Member has all the rights and responsibilities of that classification of Organization Member granted except that the provisional member may not vote.

(c) Provisional membership is terminated at the end of the State Council meeting at which the applicant's membership is considered unless the State Council further extends the period of provisional membership or the applicant's application for membership is approved by the State Council.

Bylaw 212. TERMS OF MEMBERSHIP

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

Section 2. Membership in MYSA is not transferable or assignable. Membership terminates when MYSA dissolves, the Organization Member dissolves, or the Individual or Sustaining Member dies or dissolves, or as provided under these bylaws.

Section 3. With the consent of the Board of Directors, an Organization Member may change its organizational structure without losing its membership in MYSA. However, if the change in the organizational structure is of such a nature that it would change Member from one classification of Organization Member to another classification of

Organization Member, the Member must apply for that new classification of Organization Member of MYSA as a new member of MYSA.

Bylaw 212-1 PARTICIPATION IN AFFILIATED ORGANIZATIONS

Preamble: The purpose of this policy is to clarify terms under which participants may participate in the various programs offered by Organization Members. This policy should be read in conjunction with Bylaws 212 and 603.

- Section 1. For purposes of this policy, the following shall apply:
- a. "Affiliated Organization" means any Organization that is a member or identifiable subset of any USSF Organization Member.
 - b. "Organization" means a club, league, team, association, or other group of Participants.
 - c. "Organization Member" shall have the meaning set forth in USSF Bylaw 109.
 - d. "Participant" means any player, coach, trainer, manager, administrator, or official that is sponsored, financed, coached, organized, or administered by an Organization.
 - e. Any reference in this policy to registering with, becoming a member of, or complying with the requirements of an Organization Member may include registering with, becoming a member of, or complying with the requirements of a member of that Organization Member.

Section 2. Every Participant in every Affiliated Organization must be registered with at least one Organization Member. A Participant may be registered with more than one Organization Member.

Section 3. If an Organization that is not an Affiliated Organization wishes to become a member of an Organization Member, that Organization Member must require that the Organization comply with section 2 of this policy, either by registering every Participant in that Organization with that Organization Member or by providing reasonable proof (including, for instance, a verification letter from another Organization Member of the number of players registered from that Organization) upon request that every Participant that it does not register with that Organization Member is registered with another Organization Member.

Example: A club with 5,500 players wishes to join an Organization Member (OM-USA). The club is not currently affiliated with any Organization Member. If the club wants to register only a portion (for instance, 1,000) of its players with OM-USA, OM-USA must reject the request unless the club either agrees to register the other 4,500 players with OM-USA as well, or agrees to register these 4,500 players with another Organization Member.

If, however, the club is affiliated with another Organization Member already, and wishes to register only 1,000 players with OM-USA, the club must provide reasonable proof if requested to OM-USA of registration of the other players with the other Organization Member, and

then OM-USA must allow the club to register only those 1,000 players (subject to section 4 of this policy).

Section 4. An Organization Member must allow Participants from any Affiliated Organization to participate in its programs if those Participants register and comply with all of the reasonable policies, rules, regulations, and requirements of the Organization Member.

a. Each Participant (and only those Participants) that actually participates in the programs of the Organization Member must register with the Organization Member and pay any applicable registration fees.

b. An Organization Member must allow a group of Participants from any Affiliated Organization to participate in its programs if that group of Participants complies with all reasonable policies, rules, regulations, and requirements of the Organization Member. For purposes of this section, “reasonable policies, rules, regulations, and requirements” may include but are not limited to the following:

- i. A requirement that the group of Participants be of a minimum size (such as having a minimum number of players, teams, or age groups);
- ii. A requirement that the group of Participants include a minimum percentage or number of recreational players, unless the group of Participants are already registered with another Organization Member and are directly affiliated with a group of recreational players who could satisfy this minimum requirement;
- iii. A requirement that the group of Participants follow all team formation rules;
- iv. A requirement that the group of Participants follow all competition rules (such as numbers of players per team, game rules, and team selection rules);
- v. A requirement that the group of Participants follow all licensing and certification rules (such as rules relating to referee certifications and coaching licenses);
- vi. A requirement that the group of Participants observe rationally supportable geographic rules of the Organization Member;
- vii. A requirement that the group of Participants be subject to all disciplinary rules of the Organization Member;
- viii. A requirement that the group of Participants identify a board or governing body that will handle administrative issues and be responsible for compliance with applicable Organization Member rules (but the Organization Member may not mandate that the group of Participants form a new corporation or entity, or identify a different board or governing body than the one already running the Affiliated Organization); and
- ix. A requirement that the group of Participants meet standards of financial accountability and transparency as well as any insurance and risk management standards.

c. For purposes of this Section 4, an Organization Member must apply its requirements consistently.

Bylaw 213. GENERAL RESPONSIBILITIES

Section 1. Each Organization Member must do the following:

- (1) to the extent consistent with applicable law, comply with the bylaws of MYSA, USYSA and the Federation as they apply to the classification of Member to which the Organization Member belongs;
- (2) to the extent consistent with applicable law, comply with policies and requirements of MYSA with respect to MYSA's internal operations and the administration of MYSA programs;
- (3) submit to MYSA any amendment to its charter or articles of incorporation, bylaws, rules, and regulations not later than 90 days after adoption of that amendment;
- (4) pay fees due MYSA by the deadline the fees are required to be paid; and
- (5) comply with the Amateur Sports Act, to the extent applicable.

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

Bylaw 214. CLUB RESPONSIBILITIES

Section 1. In addition to other requirements of these bylaws, each Club shall-

1. annually register with MYSA, its players, coaches, and administrators;
2. provide MYSA at least once each seasonal year the names and addresses of its players, coaches, and administrators;
3. require that each of its members register with MYSA;
- 4 provide and/or coordinate opportunities for every player under its jurisdiction to play soccer at the developmental, intermediate, and advanced levels; and
- 5 comply with requirements pertaining to district, state, regional, interstate, national, and international competition and other competitions approved or sponsored by MYSA and as required by the Federation and USYSA.

Section 2. MYSA and each Club is responsible for establishing and monitoring a risk management program within its jurisdiction. At a minimum, the program must include-

- (1) use of an employment/volunteer disclosure statement for all volunteers, employees, coaches, and program administrators who are involved with any approved or sponsored program of the Club or member of the Club; and
- (2) identification of a Risk Management Coordinator and an alternate for the organization.

Subpart C-Individual and Sustaining Members

Bylaw 231. INDIVIDUAL MEMBERS

An individual who is a player, coach, referee, or administrator is a member of MYSA-

- (1) through that individual's membership or association with an Organization Member;

- (2) as an elected officer or member of the Board of Directors;
- (3) if the individual occupies an unpaid administrative position established under Bylaw 323; or
- (4) as a committee member of MYSA.

Bylaw 232. SUSTAINING MEMBERS

An individual or organization may be a Sustaining Member of MYSA for a year on completing a Sustaining Member application form, paying a yearly membership fee to MYSA, and complying with requirements established by the Board of Directors.

Subpart D-Fees

Bylaw 241. FEES

Section 1. Each Organization Member shall pay to MYSA annual fees recommended by the Board of Directors and approved by the State Council.

Section 2. Sustaining Member fees shall be determined by the Board of Directors.

Section 3. Fees for Individual Members shall be established by the Board of Directors and assessed to the clubs who shall be responsible for payment of the fee.

Bylaw 251. SUSPENSIONS, FINES, AND TERMINATIONS

Section 1. An Organization Member or Sustaining Member failing to pay any fees due MYSA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent Member shall be suspended from membership in MYSA. Unless otherwise provided by the Board of Directors, the membership of the Member shall be terminated automatically if the Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Member shall be notified in writing of its suspension and the date on which membership will be terminated if the fees remain unpaid.

Section 2. (a) The membership of an Organization Member may be terminated by the State Council for cause by a two-thirds majority vote of the State Council.

(b) If the membership of an organization that is a Club is terminated either by resignation from MYSA or under subsection (a) of this section, MYSA shall immediately undertake actions to replace that organization with another organization having the same jurisdiction as the organization whose membership is terminated. That replacement organization may include an organization established and temporarily operated by MYSA.

Section 3. (a) The Board of Directors may suspend, fine, or suspend and fine any member of MYSA, and terminate the membership of a Sustaining Member, if the Board determines that-

(1) the conduct of the member is adverse to the best interests of soccer or MYSA; or
(2) the member has not complied with the requirements of its membership in MYSA.

(b) The Board of Directors may act under subsection (a) of this section only after a hearing, reasonable notice to the member of the time and place of the hearing, and providing the member with a reasonable opportunity to present evidence in support of the member's position.

Section 4. A suspension or other disciplinary action imposed by MYSA in accordance with these bylaws shall be recognized by all members of MYSA on notification by MYSA. Suspensions and other disciplinary actions imposed by members of MYSA shall be recognized by MYSA and all other MYSA members on proper notification to MYSA.

Bylaw 252. SUSPENSION BECAUSE OF LITIGATION

Section 1. Any person participating in a MYSA program, or in a program of a State Association or a program of a member of a State Association, who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the welfare of youth players, shall be suspended from all soccer-related activities. Suspensions under this bylaw shall be determined by the appropriate Club or the MYSA Board of Directors. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. The person has a right to appeal the suspension only over whether the matter which is the substance of the accusation, if true, is detrimental to the welfare of youth players.

Section 2. On completion of the litigation, the suspended person may inform the suspending CLUB or MYSA, which ever imposed the suspension, that the litigation has been completed and request that the suspension be terminated and the person reinstated. The highest governing body that imposed the suspension may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by that body, fine the person, terminate all membership of that person with the club or MYSA and its members, or any combination of those authorized penalties. Any continuation of a suspension or imposition of a penalty upon the completion of litigation which is imposed solely by a club may be appealed to the Board of Directors who shall hear the appeal within 30 days and who shall have the authority to affirm or reverse the suspension or other penalty or may modify the suspension or other penalty but reducing but not by increasing the same.

Bylaw 253. RESIGNATIONS

Any Member may resign from MYSA by submitting a written resignation to MYSA. The resignation need not be accepted by MYSA to be effective. A Member's resignation does

not relieve the Member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

Bylaw 254. REINSTATEMENT

A suspended Member of MYSA may submit a written request for reinstatement. The Board of Directors may reinstate the membership of a suspended Individual or Sustaining Member on reasonable terms that the Board considers appropriate.

PART III-ORGANIZATION

Subpart A-Voting

Bylaw 301. ORGANIZATION MEMBERS

Section 1. (a) Club which is in good standing is entitled to vote at State Council meetings, meetings, and that District Council meetings. A Club shall have the following number of votes:

- (1) 20 -100 players - 1 vote
- (2) 101-500 players - 2 votes
- (3) 501-1000 players - 3 votes
- (4) 1001-2500 players - 4 votes
- (5)2501 - 7500 players - 5 vote
- (6)7501 - 15000 players - 6 votes
- (7)15,001 and over players- 7 votes

(1) At each Council meeting, the number of votes of a CLUB is determined by the number of players registered by the CLUB with MYSA for the immediate, prior seasonal year or the current seasonal year, whichever is greater. The determination of the number of votes for the current seasonal year shall be as of sixty days before the beginning of the State or Regional Council meeting or, if a mail vote, by 60 days before the material on the mail vote is sent out.

(b) At State or Regional Council meetings, a Club may send delegates to each of those meetings equal to the number of votes it is allowed to cast at the meeting and an alternate to each delegate. All votes of the Club may be cast by any of the delegates present at the time of the vote even if not all of its representatives are present.

(C) Subsections (a) and (b) of this bylaw apply to -

the election of District Directors and District Deputy Directors; and

all other voting at meetings of a District Council unless otherwise provided for by the District Council.

Section 2. Each Affiliate and Associate is entitled to one vote only at State Council meetings.

Section 3. An Organization Member having a vote at a meeting of the State Council may not have its votes cast by proxy.

Section 4. Except as otherwise provided in these bylaws for officers or members of the Board of Directors, Individual and Sustaining Members are not entitled to vote at any meeting.

Bylaw 302. OFFICERS

Section 1. The individual who is chairing a meeting of the State Council or a District Council may vote only to break a tie vote.

Section 2. The President (if not chairing the meeting), the Immediate Past President (when this position is filled), Vice President, Secretary, Treasurer, Director of Development , Director of Competition, District Directors, and District Deputy Directors are not entitled to one vote by virtue of their office at State or Regional Council meetings. Except that the President shall preside at State Council meetings and the District Director shall preside at his/her district meeting and when doing so shall have a vote only as prescribed in the preceding section.

Bylaw 303. VOTING BY MAIL

The Board of Directors may authorize the members of the State Council or District Councils to vote by mail on any matter that the membership of the State Council or District Council may vote on.

Bylaw 304. LIMITATION

An individual may vote at any meeting of MYSA in only one capacity.

Subpart B-State Council

Bylaw 311. COMPOSITION AND GENERAL AUTHORITY

Section 1. MYSA has a State Council that is composed of representatives of Organization Members and the voting members of the Board of Directors, the later though shall not have a vote except as provided above with respect to the presiding officer.

Section 2. The State Council has the following authority:

(1) exclusive authority to amend the charter and bylaws of MYSA;

- (2) adoption of the budget of MYSA;
- (3) the election of all officers, except officers of the Districts;
- (4) the election of the Executive Committee of the Board of Directors;
- (5) approval of fees;
- (6) approval of applicants to be Organization Members and termination of memberships of Organization Members;
- (7) adopt and amend policies and amend policies adopted by the Board of Directors; and
- (8) ratify actions of the Board of Directors.

Bylaw 312. ANNUAL GENERAL MEETINGS

Section 1. The State Council shall hold at least two general meeting each seasonal year, with one meeting occurring during the last two months of the seasonal year, which meeting will be considered the annual meeting..

Section 2. MYSA shall provide to each Organization Member and the Board of Directors-

- (1) at least 30 days before the date of the meeting, notice of the meeting, giving the date, time, and location of the meeting; and
- (2) at least 15 days before the date of the meeting, a proposed agenda with copies of reports of officers and any items proposed to be considered at the meeting.

Section 3. The order of business at the annual general meeting shall be as follows:

- (1) roll call.
- (2) credentials.
- (3) minutes of meetings of the State Council.
- (4) approval of actions of the Board of Directors.
- (5) communications.
- (6) reports.
- (7) unfinished business.
- (8) amendments to the charter, bylaws, and policies.
- (9) elections (in the last meeting of the seasonal year unless it is necessary to fill a vacancy).
- (10) new business.
- (11) adjournment.

Section 4. Any business item (other than proposed amendments to the charter or bylaws of MYSA) to be presented at a meeting must be submitted in writing to MYSA at least 60 days before the meeting.

Bylaw 313. SPECIAL MEETINGS

Section 1. (a) A special meeting of the State Council may be called at any time on request of-

- (1) the President of MYSA;

- (2) a majority of the Board of Directors; or
- (3) request of at least 10 Organization Members of MYSA.

(b) The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 2. Notice of a special meeting shall be provided to each Organization Member and the Board of Directors within 14 days of the call. The meeting must be held within 60 days of the call.

Bylaw 314. PLACE OF MEETING

The Board of Directors may designate any place within the State of Montana as the place of meeting for a meeting of the State Council.

Subpart C-Districts

Bylaw 321. GENERAL REQUIREMENTS(As of January 2000, the membership has determined that these shall not be created nor directors elected without a majority vote of the state council.)

Section 1. MYSA shall maintain 6 administrative, geographic regions.

Section 2. Each Club shall be a member of the District within whose geographic boundaries it is located.

Bylaw 322. COMPOSITION OF DISTRICTS

Section 1. Every 5 years commencing in 1999, districts shall be aligned by the board of directors based upon population at the conclusion of the previous playing year. A district is to be geographically located with a player population variance of no more than 10% from the other districts. At the annual general meeting at the conclusion of the 1999 seasonal year and every five years thereafter, the State Council shall ratify the district alignment or amend the same within these guidelines by majority vote.

Bylaw 323. District COUNCILS

Section 1. (a) Each district shall have a District Council composed of the District Director, the District Deputy Director, representatives from each Club within the district, and, if the District Council chooses to have administrative positions as provided by subsection (b) of this section, those positions.

(b) If a District Council chooses to have administrative positions, the District Council shall determine at the time of establishing the position if the position is to have a vote at District Council meetings.

(c) Unless 70% of the votes within a district so direct, the district will have no administrative function. Should 70% of the votes so direct, the scope of the administrative function of a district must be approved by the Board of Directors and the State Council. The Board of Directors reserves the right to appoint administrators as needed to service a district.

Section 2. The districts may be realigned, other than as provided in the previous by-law, or new districts established only by a two-thirds vote of the State Council with the consent of:

- (1) a majority of the clubs forming a new district or being transferred to a different district; and
- (2) the majority vote of all Clubs in a district or districts from which the Clubs are removed.

Section 3. Each District Council which has elected to have administrative functions must do the following:

- (1) comply with all bylaws, policies, and requirements of MYSA;
- (2) ensure that each member Club within the District register every soccer player that is sponsored, financed, coached, or administered by the member with MYSA;
- (3) ensure that each Club of the District and the members and administrators of each of those Clubs complies with the bylaws, policies, and requirements of MYSA;
- (4) within 30 days after any meeting or action approved without a meeting, submit to MYSA any changes to its rules or policies and report on other actions taken.

Section 4. Each District Council which has elected to have administrative functions shall administer such other programs instituted by MYSA or the District Council.

Bylaw 324. District COUNCIL MEETINGS

Section 1. (a) Each District shall hold one District Council meetings each seasonal year, which meeting shall be held in conjunction with the last State Council Meeting of the seasonal year. Notices of the regular meetings shall be provided to the Clubs of the district at least 30 days in advance of the date of the meeting. Officers shall be elected at the last meeting of the seasonal year, except to file a vacancy.

(b) The District Director shall provide to the District Deputy Director, administrative positions (if any), and Clubs of the district-

- (1) at least 30 days before the date of a regular meeting, notice of the regular meeting, giving the date, time, and location of the meeting; and
- (2) at least 10 days before the date of the meeting, a proposed agenda with copies of any items proposed to be considered at the meeting.

(c) Any business item to be presented at a regular meeting must be submitted in writing to the District Director at least 45 days before the date of the meeting.

Section 2. (a) A special meeting of a District Council may be called at any time on

request of-

- (1) the District Director of the district; or
- (2) at least one third (1/3) of the Clubs of the District.

(b) The request for a special meeting shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

(c) Notice of a special meeting shall be provided to the District Deputy Director, administrative position (if any), and Club of the District within 14 days of the call. The meeting must be held within 60 days of the call.

Section 3. The District Council may designate any place as the place of meeting for a any special District Council meeting.

PART IV-OFFICERS, BOARD OF DIRECTORS, AND STATE POSITIONS

Subpart A-Officers

Bylaw 401. OFFICERS

Section 1. The officers of MYSA are the President, Vice President, Secretary, Treasurer, Registrar, Small Club Representative, SYRA, Director of Competition, Director of Development, District Directors, the Deputy District Directors and such other subordinate officers as are created by the board of directors.

Section 2. The officers of a District are its District Director, its District Deputy Director and such other officers as created by the District Council.

Bylaw 402. ELECTIONS

Section 1. (a) The President, Small Club Representative, Vice President and Treasurer of MYSA are elected for terms of 2 years at annual general meetings of MYSA held in odd-numbered calendar years. The Director of Competition, Director of Development and Secretary of MYSA are elected for terms of two years at annual general meetings of MYSA held in even-numbered calendar years. Registrar shall be appointed by the President with the consent of the State Council in the year of the President's election. The SYRA shall be appointed as provided by the Federation.

(b) An individual may not be elected to the office of President for more than 3 full terms, except that individual who was elected to fill a vacancy of an unexpired term of more than one year may not be elected as President for more than two full terms.

Section 2. Each District Director and District Deputy Director is elected for a term of 2 years. Each District Council elects its own District Director and District Deputy Director at District Council meetings held during the annual general meetings of the State Council as follows:

- (1) District Directors of Districts I, III, and V and the District Deputy Director from Districts II, IV and VI: in odd-numbered years.
- (2) District Directors of Districts II, IV, and VI and the District Deputy Director from Districts I, III and V: in even-numbered years.
- (3): The first election after the draft of these by laws, will occur at the mid year meeting of the state council where the regional councils shall also vote.

Section 3. The Small Club Representative shall be elected by only those clubs meeting the definition of "Small Club" as provided herein.

Section 4. An officer referred to in this bylaw commences the officer's term of office after the adjournment of the meeting at which the officer was elected or appointed, or, if filling a vacancy before the expiration of a term of office, immediately after elected to fill the vacancy

Bylaw 403. RESPONSIBILITIES OF STATE AND DISTRICT OFFICERS

Section 1. The President of MYSA-

- (1) is the chief executive officer of MYSA;
- (2) shall administer the affairs of MYSA with the concurrence of the Board of Directors;
- (3) shall serve as chairman of all meetings of the State Council and Board of Directors;
- (4) shall establish MYSA committees and make committee appointments as provided by Bylaws 501 and 502;
- (5) may execute instruments for MYSA that the Board of Directors authorizes to be executed;
- (6) shall perform other responsibilities assigned by the Board of Directors; and
- (7) shall be the primary representative of the state to USYSA and the Federation.
- (8) be an ex officio member of all committees.

Section 2. The Vice President of MYSA shall-

- (1) assist the President of MYSA;
- (2) assume the responsibilities of the President when the President is absent, cannot act, or refuses to act; and
- (3) perform other responsibilities assigned by the Board of Directors or the President.
- (4) be an ex officio member of all committees.

Section 3. The Secretary of MYSA shall-

- (1) give proper notice of all MYSA meetings;
- (2) ensure that minutes of meetings of the National Council and the Board of Directors are taken and published;
- (3) ensure the proper custody of the records and seal of MYSA;
- (4) be responsible for seeing that the corporate seal is affixed to all documents as authorized;
- (5) ensure that a record is kept of the name and address and other information of each

Member, Director, officer, and employee of MYSA; and
(6) perform other responsibilities assigned by the Board of Directors or the President.

Section 4. The Treasurer of MYSA shall-

- (1) direct the keeping of full and accurate accounts of receipts and disbursements of MYSA, with the accounts being maintained at the national office of MYSA to the extent approved by the Treasurer in accordance with the financial policies of MYSA;
- (2) oversee the preparation of financial statements on a monthly basis and send them to all State Associations after the end of the reporting period, with additional statements being prepared as directed by the Board of Directors;
- (3) in accordance with the financial policies of MYSA, secure an independent audit of the financial accounts and transactions of MYSA, including all accounts and transactions of the regions;
- (4) assist the Board of Directors in reviewing a proposed annual budget for MYSA;
- (5) prepare papers regarding the tax exempt status of MYSA;
- (6) provide that all accounts be paid by check and, for a check of less than \$1,000, the check have one manual signature and one machine signature, and, for a check of \$1,000 or more, the check have 2 manual signatures; and
- (7) perform other responsibilities assigned by the Board of Directors or the President.

Section 5: Director of Development: Shall chair the committee(s) which subject to the actions of the board of directors shall recommend policies, programs and alike to the board of directors which concern recreational programs and shall also be the officer in charge of reviewing applications for memberships of clubs seeking to provide only recreational programs in their locality.

Section 6. Director of Competition: Shall chair the committee(s) which subject to the actions of the board of directors shall recommend policies, and programs with concern all traveling teams, MYSA sponsored Cups, ODP and alike to the board of directors and shall also be the officer in charge of reviewing applications for memberships of clubs seeking to provide only competitive(traveling) programs in their locality.

Section 7. REGISTRAR The registrar shall be appointed and shall conduct or supervise the registration of all players. She/he may have such deputies as are allowed by the Board of Directors or requested by Regional Councils.

Section 8. The Small club representative shall assure that a representative of a small club serves on every committee and shall chair a small club subcommittee under both the competitive and developmental programs.

Section 8. Each District Director-

- (1) shall direct the business of the District;
- (2) shall preside at District Council meetings;
- (3) may execute deeds, mortgages, bonds, contracts, and other instruments for MYSA that the Board of Directors authorizes the District Director to execute;

Section 9. In addition to the responsibilities specified in sections 1-5 of this bylaw, each officer of MYSA shall provide an annual report 30 days prior to the annual general meeting of the State Council.

Section 10. If the District Director for a District is absent or is unable or refuses to act (but the office is not vacant), the District Deputy Director will perform the responsibilities of the District Director during the Director's absence or inability or refusal to act. Each District Deputy Director shall also perform responsibilities assigned by the District Council, District Director or Board of Directors.

Bylaw 404. REMOVAL

Any officer referred to in Bylaw 401 or the Immediate Past President when serving as a member of the Board of Directors may be removed from office by a two-thirds vote of the members entitled to vote for that office.

Bylaw 405. VACANCIES

Section 1. If the office of President of MYSA becomes vacant for any reason, the Vice President shall become the President of MYSA until the conclusion of the next State Council Meeting, at such meeting a new President shall be elected for the balance of the term.

Section 2. If the office of Vice President, Secretary, or Treasurer of MYSA becomes vacant for any reason, the remaining members of the Board of Directors shall elect an individual to the office to fill the balance of the term.

Section 3. (a) If the office of District Director or District Deputy Director of a region becomes vacant, the District Council of the district shall elect an individual to fill the vacancy for the balance of the term.

(b) If the office of District Director becomes vacant, the District Deputy Director will act as the District Director until the District Council acts to fill the vacancy.

Bylaw 406. RESTRICTIONS

No officer referred to in Bylaw 401 may-

- (1) receive compensation (except for reimbursement for expenses) for services as an officer;
- (2) hold office with any Organization Member of MYSA or the Federation; or
- (3) be a paid employee, or receive compensation (except reimbursement for expenses), from MYSA or any Organization Member of MYSA or USYSA or the Federation.

Subpart B-Board of Directors

Bylaw 411. COMPOSITION AND GENERAL AUTHORITY

Section 1. (a) MYSA has a Board of Directors. The Board is composed of the President, Immediate Past President (as provided by section 3 of this bylaw), Small Club Representative, Vice President, Secretary, Treasurer, the 6 District Directors, 6 District Deputy Directors a Director of Developmental Soccer , and a Director of Competition and as ad hoc nonvoting members, the other officers, if any, of the MYSA and any hired administrative officer (s) of MYSA. As members of the Board of Directors, each of the above named officers only serves to the expiration of his/her term as an officer.

(b) Each voting member of the Board of Directors has one vote, except that the individual presiding at a Board meeting may only vote in case of a tie.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall-

- (1) manage the affairs of MYSA;
- (2) enforce the bylaws, rules, policies, and procedures of MYSA;
- (3) submit to the State Council at each annual meeting-
 - (A) a complete report on the activities of MYSA since the last annual meeting;
 - (B) a proposed budget for the next fiscal year; and
 - (C) a complete financial report; and
- (4) have a report prepared and distributed after the end of each quarter to Organization Members on-
 - (A) activities of MYSA during the quarter;
 - (B) its present compliance with the adopted budget; and
 - (C) any changes made to the adopted budget during the quarter.

Section 3. The Immediate Past President of MYSA shall serve a 2-year term on the Board of Directors on the expiration of the individual's term as President. An individual removed as President or Immediate Past President under Bylaw 404 is not a member of the Board of Directors, and the position of Immediate Past President remains vacant on the Board.

Bylaw 412. MEETINGS

Section 1. The Board of Directors shall hold at least four regular meetings each seasonal year. The Board shall establish the time, place, and location of the meetings. At least 30 days prior written notice must be provided for regular meetings.

Section 2. (a) The Board of Directors may hold special meetings called at the request of the President of MYSA or by a majority of the Board of Directors. The request shall state the business items to be considered at the special meeting. No other items may be considered.

(b) Notice of a special meeting shall be provided to all members of the Board of Directors not less than 7 nor more than 20 days before the date of the meeting.

(c) Subject to notice, electronic or telephone meetings may be held and mail votes may be taken.

Section 3. Proxies are not permitted at meetings of the Board of Directors.

PART V-COMMITTEES

Bylaw 501. STANDING COMMITTEES

Section 1. MYSA has the following standing committees:

- (1) a Boys Olympic Development Committee.
- (2) a Budget Committee.
- (3) Bylaws, RULES and Policy Committee.
- (4) a Coaching Committee.
- (5) a Database Marketing Committee.
- (6) a Girls Olympic Development Committee
- (7) a Mediation and Disputes Resolution Committee
- (8) a National Championship Committee.
- (9) a Recreation Committee.
- (10) a Referee Committee.
- (11) a Registrars Committee.
- (12) a Risk Management Committee.
- (13) A PROTEST AND DISCIPLINE COMMITTEE
- (14) a competition committee, and
- (15) An appeals committee.
- (16) In addition, there shall be as directed by the Board of Directors such subcommittees as are necessary to represent the needs of Small Clubs.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall prescribe the responsibilities of each standing committee.

Section 3. (a) The members of each standing committee shall be a chairman , a representative of small clubs and one member from each district.

(b) The President of MYSA shall appoint the chairman of each standing committee with the approval of the Board of Directors, unless otherwise provided in these by laws. Each District Director shall appoint one member to each standing committee. Subject to the approval of the Board of Directors, the Small Club Representative shall appoint one non voting member to each committee..

(c) Members of the standing committees shall be appointed annually. A committee member continues to serve until a successor has been appointed.

Bylaw 502. SPECIAL COMMITTEES

Subject to the approval of the Board of Directors, the President of MYSA may establish special committees, appoint the members and chairman of each of those committees, and prescribe the responsibilities of each. In doing so the President shall take into considerations the Districts and Small Clubs.

Bylaw 503. RESTRICTION

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

PART VI-ADMINISTRATIVE

Bylaw 601. FISCAL YEAR BUDGET

The Budget Committee in consultation with the President, Treasurer and Directors of Competition and Developmental Soccer, shall prepare a proposed budget for MYSA for the next fiscal year. The Committee shall submit its proposed budget to the Board of Directors for approval. After the Board has approved a proposed budget, it shall be distributed and considered as provided by Bylaw 312.

Bylaw 602. ACCOUNTS, BOOKS, AND RECORDS

Section 1. MYSA shall maintain adequate and correct accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the office of MYSA as designated by the Board of Directors.

Section 2. All accounts, books, and records of MYSA are open for inspection for the Board of Directors and members of MYSA in the manner provided for in the Montana Nonprofit Corporation Act.

Bylaw 603. INDEMNIFICATION

Section 1. MYSA shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of MYSA against all expenses actually and reasonably incurred by the person (including judgments, costs, and council fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if MYSA approves the settlement as provided in section 2 of this bylaw. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of MYSA. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall

not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of MYSA.

Section 2. Any amount payable as indemnification under this bylaw may be paid by MYSA on a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for under section 1 of this bylaw. If no such disinterested Board members are available, the required determination shall be made by a majority vote of the National Council.

Section 3. Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by MYSA in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under section 2 of this bylaw that that person is not entitled to indemnification under this bylaw.

Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

PART VII-GRIEVANCES, DISPUTES, AND APPEALS

Bylaw 701. GENERAL REQUIREMENTS

Section 1. Each Organization Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.

Section 2. If an Organization Member does not have those procedures required by section 1 of this bylaw, the following procedures apply in addition, in grievances, disputes, and appeals heard by MYSA :

- (1) All parties are entitled to a hearing with proper notification.
- (2) Once a grievance, dispute, or appeal has been properly filed, the chairman of the appropriate entity of the Organization Member shall notify all involved parties within 5 days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.
- (3) The conduct of the hearing shall be as determined by the rules of MYSA if heard by it or by the rules of the Organization Member.
- (4) A written record (called the official record) shall be kept of the proceedings.
- (5) A written notification of the decision shall be sent to all involved parties within 7 days of the hearing. This notice shall be sent by certified mail.
- (6) All hearings shall be scheduled to be held within 30 days.
- (7) All decisions, shall reflect that an appeal may be made directly to the Federation and MYSA shall provide appropriate forms for such an appeal.

Bylaw 702. RESOLUTION OF DISPUTES

Section 1. A dispute between Organization Members shall be resolved by a special commission of the Board of Directors as follows:

(1) Any Organization Member involved in a dispute between or among Organization Members shall submit a written petition to the Board of Directors for the resolution of any dispute between or among Organization Members. The president, vice president, or any 2 members of the board of directors of a member of an Organization Member may submit a written petition to the Board of Directors for the resolution of a dispute within the Organization Member.

(2) Within 30 days of receiving the petition, the President of MYSA, in consultation with the Board of Directors, shall appoint a special commission composed of 3 or 5 members.

(3) Each special commission may prescribe appropriate procedures for resolving the dispute, except that a hearing shall be conducted within 90 days of receipt of the petition, and a written decision or resolution shall be issued within 120 days of receipt of the petition.

(4) The decision of the special commission is final and binding on all parties.

(5) The President may require the disputing parties to participate in mediation before the appointment of the special commission, in which case the deadlines provided in paragraph (3) are extended by not more than 30 days.

Section 2. With respect to all other disputes, not governed by Federation rules, bylaws or policies, MYSA:

(1) favors the resolution of disputes through mediation whenever possible;

(2) Shall provide for the prompt resolution of disputes; and

(3) shall prescribe policies to carry out this section and policies that ensure prompt and fair resolution as prescribed by the Federation..

Bylaw 703. EXHAUSTION OF REMEDIES

Section 1. No Member of MYSA, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations, and as provided within MYSA.

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

the following:

(1) court costs;

(2) attorney's fees;

(3) reasonable compensation for time spent by MYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;

(4) travel expenses; and

(5) expenses for holding special State Council meetings necessitated by court action.

PART VIII-AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Bylaw 801. PROPOSING AMENDMENTS

Any proposed amendment to the charter or bylaws of MYSA may be made by-

(1) a Club;

(2) the Board of Directors;

(3) a member of the Board of Directors;

(4) a district; or

(5) a committee of MYSA.

Bylaw 802. ADVANCE NOTICE

Section 1. Any proposed amendment to the charter or bylaws of MYSA must be submitted in writing to the Bylaws and Policies Committee at least 120 days in advance of the State Council meeting.

Section 2. Each proposed amendment received in compliance with section 1 of this bylaw shall be sent in writing by MYSA to each Organization Member, and the Board of Directors, at least 30 days in advance of the State Council meeting.

Bylaw 803. VOTING REQUIREMENTS

Any amendment to the charter or bylaws of MYSA require a two-thirds vote of the State Council.

Bylaw 804. PRIORITY

In the event of a conflict between the charter and bylaws of MYSA and the articles of incorporation, bylaws, policies, and requirements of the Federation, the articles, bylaws, policies, and requirements of the Federation govern.

Bylaw 805. EFFECTIVE DATE

Unless otherwise provided, any amendment to the charter or bylaws of MYSA is effective on that September 1 that occurs immediately after the amendment is adopted.

(this needs changing)

Amended by the membership on the 21st day of August 1999.

/s/ Richard DeJana__
President

Attest:/s/ Karen Grenager
Secretary