

**BYLAWS OF  
THE ARKANSAS STATE SOCCER ASSOCIATION, INC.**

**I. GENERAL PROVISIONS**

- A. NAME:** This organization shall be incorporated and known as the Arkansas State Soccer Association, Inc. (also called "ASSA" for purposes of these bylaws).
- B. PURPOSE:** ASSA shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.
- C. POWERS:** ASSA shall have such powers as are now or may hereafter be granted by the Non-Profit Corporation Act of the State of Arkansas, except as such powers may be otherwise modified hereby or by the Articles of Incorporation of this corporation.
- D. SEASONAL AND FISCAL YEAR:** The fiscal year of ASSA begins on August 1 of one calendar year and ends on July 31 of the following calendar year. The seasonal year of ASSA for its youth players begins on August 1 of one calendar year and ends on July 31 of the following calendar year. The seasonal year of ASSA for its adult players begins on September 1 of one calendar year and ends on August 31 of the following calendar year.

**E. GENERAL RESPONSIBILITIES:**

1. ASSA is the national representative to the United States Soccer Federation ("USSF"), United States Youth Soccer ("USYS"), and United States Adult Soccer Association ("USASA"). ASSA shall provide any required reports to the above entities in a timely manner as requested.
2. ASSA will (A) provide, as requested, to USSF copies of ASSA's constitution, bylaws, and other governing documents, and (B) submit changes to those documents to USSF for approval, as required and/or requested, and (C) make copies of those documents available to its members.
3. ASSA will 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 USSF, USYS, USASA and/or ASSA and its members may be appealed to USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.
4. ASSA shall take all actions necessary to maintain its tax-exempt status under the Internal Revenue Code of 1986.
5. ASSA shall adopt policies prohibiting sexual and physical abuse that meet or exceed certain minimum criteria established by USSF (subject to any contrary requirements contained in state or local law applicable to ASSA.)

6. ASSA will allow USSF to review the documents and procedures of ASSA, as required and/or requested.

## II. MEMBERSHIP

**A. GENERAL:** ASSA shall be a member in good standing of USSF, USYS, and USASA. ASSA will not join any organization that has requirements in conflict with USSF articles, bylaws, policies and requirements.

### B. ORGANIZATION MEMBERS:

1. Eligibility: ASSA is open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under Section 4 of USSF Bylaw 241 in its territory who register with an ASSA Member. ASSA will not discriminate against any individual who is a member of any federally protected class.
2. Admission to Membership: Any properly constituted local youth or adult soccer association within the State of Arkansas may apply for membership if all requirements of membership are met, as set forth by ASSA's bylaws and membership application requirements, as determined by the ASSA Board of Directors, and said application is approved by the ASSA Board of Directors. Members must remain in Good Standing, as established in the corporation's bylaws, and failure to remain in Good Standing is grounds for the member soccer association to have their membership revoked.
3. A Member shall be defined as a properly constituted local soccer association consisting of fifty (50) or more registered players. Provisional membership will be considered for a local soccer association with less than fifty (50) players upon written request for hardship reasons and must be approved by the Board of Directors. Provisional membership is for one year and is non-voting. A local soccer association may not remain a provisional member for more than one (1) consecutive year. For purposes of determining whether or not the minimum number of players are registered in any seasonal year, only active primary registered players are counted.
4. Each Member shall be entitled to a number of votes on all matters, including the election of the members of the Board of Directors (except as otherwise modified herein), based upon the number of players registered as primary with ASSA as follows.

a. Fewer than fifty (50) primary registered players	zero (0) votes
b. Fifty (50) or more primary registered players	one (1) vote
c. One hundred (100) or more primary registered players	two (2) votes
d. Two hundred (200) or more primary registered players	three (3) votes
e. Three hundred (300) or more primary registered players	four (4) votes

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| f. Four hundred (400) or more primary registered players   | five (5) votes  |
| g. Six hundred (600) or more primary registered players    | six (6) votes   |
| h. Eight hundred (800) or more primary registered players  | seven (7) votes |
| i. One thousand (1,000) or more primary registered players | eight (8) votes |

5. For purposes of voting on the election of commissioner of the various levels of competition (i.e., Adult, Classic & Recreational) to the Board of Directors, the number of players registered as primary with ASSA within the applicable level of competition shall determine the number of votes to which a Member is entitled according to the guidelines in Paragraph B.4. above. For election of Coaching Commissioner, the combined number of players registered as primary with ASSA for Classic and Recreational shall similarly determine the number of votes to which a Member is entitled.

**C. GOOD STANDING:** To be in good standing within ASSA, a Member must meet all of the following requirements:

1. All current dues, fees and assessments due to ASSA must be paid. Annual dues of members are payable August 1<sup>st</sup> of each calendar year. Annual dues are to be paid by August 1<sup>st</sup>, all other fees and assessments are due when billed. All are considered delinquent 30 days after first notice.
2. A Member whose total number of primary registered players falls below fifty (50) players may be placed on probation for one (1) year and forfeit all voting rights until such time as the number of primary registered players returns to fifty (50) or more. Failure to register any players with ASSA, or failure to return to the number of required players by beginning of the next season following the conclusion of a probationary period, may result in termination of membership.
3. Each Member shall submit to ASSA each year, along with its payment of annual dues, an annual renewal for membership and certification of certain registration, statistical and facilities information as shall be established for purposes of validating the Member's continued eligibility for membership.
4. Each Member shall register with ASSA its players, coaches, teams, and administrators that are sponsored, financed, coached or administered by the Member. All applicable fees must be paid to ASSA. ASSA shall register those cited above with USSF at least once each year and timely pay all dues and fees of USSF. In addition, ASSA shall register youth members to USYS and adult members to USASA.
5. Copies of Member's current bylaws, and rules and regulations, as well as any amendments or modifications must be filed with the ASSA within thirty (30) days of adoption. They must be sent for approval to the Board of Directors of ASSA who must act thereon within thirty (30) days of receipt.

6. Any member acting against the interests of the ASSA shall be placed in bad standing and shall be subject to termination of their membership.
7. Each Member must provide its participants with an equitable and prompt hearing and appeal procedure to guarantee the rights of individuals to participate and compete and ensure due process.
8. Each Member must be acting in compliance with all bylaws, policies, rules and regulations of ASSA, USYS, USASA, and USSF.

**D. FORFEITURE OF VOTE:** A Member failing to meet any requirement(s) of good standing shall not be entitled to vote, host a state cup nor to any protections, services, or competitions of ASSA. In addition, the Board of Directors may determine that the players and teams registered through the Member will not be allowed to participate in any tournament/event sponsored or sanctioned by ASSA, nor will they be certified to play outside of the state of Arkansas in any games, tournaments or other competitions for which they might have otherwise been eligible. Any Member failing to meet any requirements for good standing after opportunity to cure may also have its membership revoked and be ineligible for reapplication for membership; this sentence shall also apply to those in leadership roles who merely change the name of entity applying for membership and reapply.

**E. RULES AND REGULATIONS:** Each Member shall be furnished a copy of the Articles of Incorporation, Bylaws, and Rules and Regulations of ASSA, upon request.

**F. JURISDICTION:** ASSA shall have jurisdiction over all Members, their affiliated coaches, players, parents and spectators, and referees. Each Member shall retain its own autonomy but will adhere to the Articles of Incorporation, Bylaws, and Rules and Regulations of ASSA and will comply with its authority.

**G. MEMBER OFFICERS:** Each Member shall furnish ASSA with a list of names, addresses, email addresses, and telephone numbers of all Member officers within thirty (30) days of any changes but not less than on an annual basis. Two (2) of the officers shall be denoted by the Member to receive official ASSA communications.

#### **H. ASSOCIATE MEMBERSHIP:**

##### **1. Eligibility and Privileges**

Associate Membership shall be extended to any group, association, club, or person requesting such membership and who is active in promoting and fostering the purpose of the ASSA but is not registering players. Associate Members may attend the Annual General Meeting but may not introduce nor vote on any business before the ASSA.

## **2. Requirements**

Associate Members must abide by the ASSA Articles of Incorporation, Bylaws, Rules and operating guidelines, and of those of the FIFA, CONCACAF, USSF, USYSA and USASA, and are responsible for the conduct of their members.

## **3. Application for Membership**

- a. An applicant requesting Associate Membership shall submit a completed ASSA application for associate membership and, the Associate Membership fee in the amount established by the ASSA Board of Directors.
- b. Applications for Associate Membership shall be approved by the Board of Directors or its delegate.

## **III. OFFICE**

ASSA shall have and continuously maintain in the state of Arkansas a registered office and a registered agent (whose office shall be identical with such registered office).

## **IV. BOARD OF DIRECTORS**

**A. GENERAL POWERS:** All of the business and affairs of ASSA shall be managed and controlled by the Board of Directors, but in no event shall the Board of Directors be authorized to conduct the affairs of the ASSA in any manner or for any purpose contrary to the provisions of 170(c)(2) or 501(c)(3) of the Internal Revenue Code of 1986 as now in force or afterwards amended.

**B. POWERS:** The Board of Directors shall have the power to enforce the Federation Internationale de Football Association (FIFA) Laws of the Game, Rules of the USSF, the USYS, the USASA, ASSA, and the Articles of Incorporation, Bylaws, and Rules and Regulations of ASSA, USYS, USASA, and USSF's Articles of Incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of ASSA and its Members to the extent applicable under state law, and ASSA and its Members will abide by those articles, bylaws, policies and requirements.

**C. NUMBER, ELECTION AND TENURE:** The Board of Directors shall consist of thirteen (13) members. All members of the Board of Directors shall serve until their terms expire or until their respective successors are elected or appointed. Vacancies shall be filled by election by the Board of Directors for the remainder of the un-expired term. Every year during the Annual General Meeting, the Members shall elect new members of the Board of Directors for terms commencing immediately after their election and continuing for two years and until their respective successors shall have been elected and qualified.

**D. BOARD MEMBERS AND OFFICERS:** The members of the Board of Directors, with the exception of the immediate past president, shall be elected by the Members at the

Annual General Meeting to be held each year. A majority (fifty percent plus one vote) vote by ballot of those members present and voting is required for election. If only one candidate is placed into nomination for a position, that candidate must receive a majority (fifty percent plus one vote) vote by ballot of “for” votes (as contrasted to “against” votes) of those members present and voting. Each member of the Board of Directors shall hold office for the following terms and until his or her successor shall have been elected.

PRESIDENT (elected in even number years)  
SECRETARY (elected in odd number years)  
TREASURER (elected in even number years)  
CENTRAL DISTRICT REPRESENTATIVE (elected in odd number years)  
NORTHEAST DISTRICT REPRESENTATIVE (elected in even number years)  
NORTHWEST DISTRICT REPRESENTATIVE (elected in even number years)  
SOUTH DISTRICT REPRESENTATIVE (elected in odd number years)  
CLASSIC COMMISSIONER (elected in odd number years)  
RECREATIONAL COMMISSIONER (elected in even number years)  
ADULT COMMISSIONER (elected in odd number years)  
REFEREE COMMISSIONER (elected in even number years)  
COACHING COMMISSIONER (elected in odd years)  
IMMEDIATE PAST PRESIDENT (who shall serve a single two-year term only, even if the sitting president is re-elected)

The Officers of the ASSA Board of Directors shall be the president, 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president, secretary and treasurer. The president, secretary and treasurer shall be elected directly by the Members. The 1<sup>st</sup> vice president and 2<sup>nd</sup> vice president shall be elected by the members of the Board of Directors from among the current members of the Board of Directors. All members of the Board of Directors with the exception of the president, immediate past president and coaching commissioner shall be eligible to hold the office of 1<sup>st</sup> vice president or 2<sup>nd</sup> vice president in addition to their position as elected by the Members as long as the requirements of Article IV(E)(4) are not violated.

#### **E. ELIGIBILITY:**

1. To be eligible for election to the position of President of ASSA, a candidate must have served at least one full term as an elected member of the ASSA Board of Directors and have completed his or her most recent full term in good standing, no later than the fourth prior AGM.
2. To be eligible for election to the Board of Directors, a candidate must be at least 18 years of age. Additionally, a candidate must be a legal resident of the state of Arkansas, or be a legal resident of a state that maintains a valid cross border agreement with ASSA and be an active participant of ASSA. A candidate or current member of the Board of Directors eligible under the latter provision shall

be deemed to be a resident of the Arkansas county in which the ASSA Member with which he or she is most closely affiliated is located.

3. The Officers of ASSA shall not hold offices of president, vice president, secretary, treasurer of a Member, or be a paid employee of a Member. Further, no member of the Board of Directors, with the exception of the Coaching Commissioner, shall serve as a paid employee of a Member. "Paid employee" does not include referees. This restriction shall not apply to the spouses of ASSA Board members or to the spouses of individuals so associated with a Member.
4. To be eligible for the election of the position of Coaching Commissioner, a candidate must possess a USSF "C" license or a US Youth National License or higher.
5. The four district representatives shall be nominated and elected according to districts as defined by the counties listed below. Each district commissioner shall reside in the district that he or she represents and be elected solely by the Members in that district. A district representative who moves outside of his or her district shall be deemed resigned and is automatically removed from the Board of Directors.

Districts are composed of the following counties:

**Central District:** Conway, Faulkner, Lonoke, Pope, Perry, Pulaski, Saline, Van Buren

**Northeast District:** Baxter, Clay, Cleburne, Craighead, Crittenden, Cross, Fulton, Greene, Independence, Izaard, Jackson, Lawrence, Lee, Mississippi, Monroe, Phillips, Prairie, Poinsett, Randolph, St. Francis, Sharp, Stone, White, Woodruff

**Northwest District:** Benton, Boone, Carroll, Crawford, Franklin, Johnson, Logan, Madison, Marion, Newton, Scott, Searcy, Sebastian, Washington, Yell

**South District:** Arkansas, Ashley, Bradley, Calhoun, Chicot, Clark, Cleveland, Columbia, Dallas, Desha, Drew, Garland, Grant, Hempstead, Hot Springs, Howard, Jefferson, Lafayette, Lincoln, Little River, Miller, Montgomery, Nevada, Ouachita, Pike, Polk, Sevier, Union

**F. REGULAR MEETING:** A regular Annual General Meeting of the membership and the Board of Directors shall be held annually at such times and places as shall be designated by the President in the notices of the meeting for the purpose of the

transaction of such business as may come before the meeting. Actions and policies adopted by the Board of Directors and Executive Committee shall be reported to the membership, or their authorized representatives at the Annual General Meeting, with notice and agenda of the meeting at least 14 days in advance of the meeting. The Board of Directors may provide by resolution for the holding of additional regular meetings. The order of business for such meetings shall include, but not be limited to:

Roll Call

Approval of Minutes of Previous Meeting Financial Report

Reports of Officers and/or Delegates

Reports of Chairman of Standing Committees

Unfinished Business

New Business

Communications and Correspondence

Approval of Board of Directors Actions Amendments to Articles of Incorporation or Bylaws

Communications and Correspondence

Election of Directors

Adjournment

**G. SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by, or at the direction of, the President or a majority of the voting members of the Board of Directors then in office, to be held at such time and place, either within or without the State of Arkansas, as shall be designated in the notice of the meeting.

**H. NOTICE:** Notice of the time and place of any meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or email to each member of the Board of Directors at his or her address as shown by the records of ASSA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email such notice shall be deemed to be delivered when the email is sent by the administrator at ASSA office. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting, unless otherwise required by law.

**I. QUORUM:** A simple majority of the members of the Board of Directors, present in person or on teleconference, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**J. PROXIES:** A member of the Board of Directors may not vote by proxy.



**K. MANNER OF ACTING:**

1. Formal Action by the Board of Directors: The act of a simple majority of the members of the Board of Directors present in person or on teleconference at a meeting at which a quorum is present shall be the act of the Board of Directors.
2. Informal Action by the Board of Directors: No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, to include electronic communications, (setting forth the action so taken) shall be signed or submitted electronically by each member of the Board of Directors entitled to vote.
3. Conflict of Interest: In the event of any grievance or disciplinary action involving a Member, a member of the Board of Directors who is a board member or paid employee of said Member may not act or be entitled to vote on the matter.

**L. RESIGNATIONS AND REMOVAL:**

1. Any member of the Board of Directors may resign from the Board at any time by giving written notice to the President or the Secretary of ASSA and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
2. Any member of the Board of Directors shall be required to resign following a vote of no confidence in his or her ability to remain in office. The vote of no confidence must be passed either by two-thirds (2/3) majority of all members of the Board of Directors or by two-thirds (2/3) majority of all Members after all Members have been given fourteen (14) days written notice of such pending petition.
3. A member of the Board of Directors not attending three (3) meetings during a calendar year shall be deemed resigned and is automatically removed from the Board of Directors. The Board of Directors may vote to waive this automatic resignation by a simple majority vote.
4. A member of the Board of Directors who ceases to meet the criteria of Article IV(E)(2) shall be deemed resigned and is automatically removed from the Board of Directors.

**M. VACANCIES:** Any vacancy occurring in the Board of Directors shall be filled by election by the Board of Directors for the remainder of the unexpired term in accordance with the provisions of Article IV(C) of these Bylaws.

**N. COMPENSATION:** Members of the Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

**O. PROCEDURE:** The President shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure that shall not be inconsistent with these Bylaws.

1. Meetings of the Board of Directors and the Annual General Meeting shall be conducted in accordance with the Bylaws of ASSA, or as adopted by resolution of the Board of Directors.
2. In matters of procedure not specified in the Bylaws of ASSA, or otherwise specified by resolution of the Board of Directors, Roberts Rules of Order shall apply.
3. The President may appoint a member of the Board of Directors to act as Parliamentarian to rule on all matters of procedure.

## **V. DUTIES OF OFFICERS**

**A. PRESIDENT:** The President of ASSA shall preside at all ASSA meetings. He or she shall appoint all Committees. He or she may appoint delegates to attend any meeting of affiliated organizations. He or she shall maintain a record of all correspondence received or sent on behalf of ASSA and provide a written report at each regular scheduled meeting of the Board of Directors on such correspondence. He or she shall submit an annual report on ASSA activities to the Association's Annual General Meeting of each year and said report shall become a part of the minutes of such meeting. The President may sign, with the Secretary, or any other proper officer of ASSA authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of ASSA. The succession to the powers of the President in his or her absence unless otherwise specified by the President, shall be 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, followed by Secretary.

**B. VICE PRESIDENTS:** The position of 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President, in that order, shall temporarily assume the duties of the President in the absence of the President, unless otherwise specified by the President, and for assignment of specific duties as outlined herein. The Vice Presidents shall perform all duties as from time to time may be assigned by the President or by the Board of Directors.

### **C. TREASURER:**

1. The Treasurer shall, subject to the direction of the President and the Board of Directors, have charge and custody of and be responsible for all funds and securities of ASSA (which shall include but not be limited to any and all accounts opened at any financial institution utilizing the tax identification number assigned by the federal government to ASSA) ; in general perform all the duties incident to the position of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine.
2. The Treasurer or his/her delegate shall provide a written financial report to the Board of Directors at each regular scheduled meeting and at such other times as directed by the President or Board of Directors. The Treasurer shall provide an annual written financial report at the Annual General Meeting of each year, and assist the Budget and Finance Committee in the preparation of an annual budget for ASSA.

**D. SECRETARY:** The Secretary shall record the minutes of all meetings. He or she shall perform all other duties specified by the President or the Board of Directors.

**E. DISTRICT REPRESENTATIVES:** The District Representatives shall maintain regular contact with Members in his or her district and provide a monthly report to the Board of Directors. The District Representatives shall solicit input and feedback from Members and attend events and meetings in their district. District Representatives shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**F. CLASSIC COMMISSIONER:** The Classic Commissioner shall be responsible for: 1) Inspection of the venue for, and general jurisdiction over Classic ASSA tournaments and events 2) Review and approval of team entry forms and team eligibility; 3) Review and oversight of the preparation of the game schedule and brackets for said tournaments and events. The Classic Commissioner shall serve as a liaison between ASSA and the State Cups' local host associations. The Classic Commissioner shall in general perform all the duties incident to the position of Classic Commissioner and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**G. RECREATIONAL COMMISSIONER:** The Recreational Commissioner shall be responsible for: 1) Inspection of the venue for, and general jurisdiction over, the Recreational ASSA tournaments and events; 2) Review and approval of team entry forms and team eligibility; 3) Review and oversight of the preparation of the game schedules and brackets for said tournaments and events. The Recreational

Commissioner shall serve as the liaison between ASSA and the State Cups' local host association. The Recreational Commissioner shall in general perform all the duties incident to the position of Recreational Commissioner and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**H. ADULT COMMISSIONER:** The Adult Commissioner shall have general jurisdiction over the State Adult Cup and shall assist in the compliance of adult leagues and teams statewide. The Adult Commissioner shall in general perform all the duties incident to the position of Adult Commissioner and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**I. STATE REFEREE COMMISSIONER:**

1. The State Referee Commissioner shall, subject to the direction of the President and the Board of Directors, administer the ASSA Referee program and in general perform all the duties incident to the position of State Referee Commissioner and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
2. The State Referee Commissioner shall provide a written report of all activities and correspondence to the Board of Directors at each regular scheduled meeting and at such other times as directed by the President or Board of Directors. The State Referee Commissioner shall provide an annual written report at the Annual General Meeting of each year.
3. The State Referee Commissioner shall ensure that all referees are registered as members with USSF at least once each year and timely pay all dues and fees to USSF that relate to this membership.
4. The State Referee Commissioner shall serve as chairman of the State Referee Committee.
5. The State Referee Commissioner shall submit to the President for approval a list of members to serve on the State Referee Committee.

**J. COACHING COMMISSIONER:** The Coaching Commissioner shall provide guidance and insight to player, coach, and club development. The Coaching Commissioner shall serve as the liaison between coaches and ASSA. The Coaching Commissioner shall in general perform all the duties incident to the position of Coaching Commissioner and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## VI: STANDING COMMITTEES

**A. STANDING COMMITTEES:** Except as otherwise specifically stated herein the following Standing Committees shall be appointed by the President. Vacancies on such committees shall be filled by appointment of the President. Unless otherwise stated in the Bylaws of ASSA, Committee membership shall be for one year. Additional Committees may be appointed by the President as required to meet the purposes of ASSA.

1. **APPEALS AND DISCIPLINE** This committee shall be responsible for administering any discipline or reviewing appeals of any rule violation or decision of ASSA or any Member and for maintaining the ASSA Code of Conduct. The procedures for protest, disciplinary action, and appeals shall be as defined by the Appeals and Discipline Committee and approved by the Board of Directors. The approved Appeals and Discipline procedures and the ASSA Code of Conduct shall be a part of the Administrative Manual.
2. **RULES AND REGULATIONS COMMITTEE:** This committee shall be responsible for reviewing ASSA Rules, Regulations, Policies and the Rules for Registration of youth and adult players and proposing changes as required to such Rules for approval by the Board of Directors. The approved Rules and Regulations shall be a part of the Administrative Manual.
3. **BUDGET AND FINANCE COMMITTEE:** This committee shall submit a proposed budget for the upcoming fiscal year (August 1 to July 31) at the Board of Directors meeting prior to the Annual General Meeting; and shall present the annual budget at the Annual General Meeting. The Treasurer shall serve as the chairman of this committee.
4. **STATE REFEREE COMMITTEE:** This Committee shall be chaired by the State Referee Commissioner and shall administer the State Referee Program in accordance with the National Referee Development Program of the USSF, subject to the authority of the Board of Directors of ASSA. The State Referee Committee shall hold regular meetings and report to the Board of Directors at each regularly scheduled meeting and at such other times as directed by the President or the Board of Directors. The State Referee Committee shall provide complete financial reports to the Board of Directors as required by USSF. The State Referee Committee shall maintain a current, up to date, roster of all referees registered within the state at all times and shall provide such list to the ASSA upon request.
5. **RISK MANAGEMENT COMMITTEE:** This committee (as well as each ASSA Member) shall be responsible for establishing and monitoring a risk management program. At a minimum, this program shall include, use of an employment/volunteer disclosure statement for all volunteers, employees, coaches, and program administrators who are involved with any ASSA sanctioned or sponsored program and identification of a risk management coordinator (RMC) and an alternate.

The Risk Management Committee and ASSA Members shall follow the guidelines for implementation of the risk management program as outlined in the USYS's Kid Safe: A Risk Management Program.

## **VII. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS**

- A. CONTRACTS:** The Board of Directors may authorize any Officer or agent of ASSA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASSA, and such authority may be general or confined to specific instances.
- B. BORROWING:** No loan shall be contracted on behalf of ASSA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- C. CHECKS, DRAFTS, ETC:** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ASSA shall be signed by the President (or the President's designee who shall be a member of ASSA Board of Directors) or the Executive Director of ASSA.
- D. DEPOSITS:** All funds of ASSA shall be deposited upon receipt to the credit of ASSA in such banks, trust companies or other depositories as the Board of Directors may select.
- E. GIFTS:** The Board of Directors may accept on behalf of ASSA any contribution, gift, bequest or devise for the general purposes or for any specific purpose of ASSA.
- F. STATEMENTS:** All financial and/or bank accounts opened or maintained utilizing the federal tax identification of ASSA must have prior written approval by the Board of Directors. The monthly accounting statements for all financial and/or bank accounts opened or maintained utilizing the federal tax identification of ASSA shall be mailed directly from the financial institute to the state office of the ASSA and the President (or the President's designee who shall be a member of ASSA Board of Directors) shall have full and complete access, including signatory authority, to those accounts at all times. All accounts are subject to a yearly review.

## **VIII. MISCELLANEOUS**


- A. BOOKS AND RECORDS:** ASSA shall keep correct and complete books and records of account and shall also keep records of the minutes of the proceedings of the Board of Directors and Annual General Meeting. Copies of the minutes of the meetings of the Board of Directors and of the Annual General Meeting shall be regularly distributed to each member of the Board of Directors and posted to the ASSA website after approval.
- B. SEAL:** The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of ASSA and the words "Nonprofit Corporation", the year of incorporation and the state of incorporation.

- C. WAIVER OF NOTICE:** Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of Arkansas or under the provisions of the Articles of Incorporation of ASSA or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, or via electronic communication, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- D. LOANS TO OFFICERS AND DIRECTORS PROHIBITED:** No loans shall be made by ASSA to its Officers or Directors.
- E. ADDITIONAL ORGANIZATIONS:** The Board of Directors may authorize the formation of such auxiliary organizations as would in the opinion of the Board of Directors assist in the fulfillment of the purposes of ASSA.
- F. RULES:** Except as otherwise specified herein, Rules of Play of the USSF, USYS, USASA, and as modified by ASSA will apply in all competitions under the jurisdiction of ASSA and its Members.
- G. INTERPLAY:** A Member shall not discriminate against the participation of players or teams on the basis of that player or team's membership in, or affiliation with, another USSF member organization. ASSA encourages its Members to allow teams of all other USSF member organizations to participate in tournaments sponsored by them or any of its members when the teams otherwise comply with the tournament eligibility requirements. A tournament sponsor may charge each team of another member organization an additional fee of not more than \$25 to participate in the tournament.

## **IX. AMENDMENTS**

- A.** Amendments to the bylaws may be made at any General Meeting of ASSA by a majority of the votes cast by the general membership delegates, provided the proposed changes have been received by the Board of Directors thirty (30) days prior to the scheduled meeting.
- B.** All Members must be given fourteen (14) days written notice of the meeting including, in writing, a copy of proposed changes to the bylaws.

Dated: February 1, 2020

  
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Scott Hendren, President

## Appendix 1: Record of Changes to the Bylaws

Revision	Date Approved	Paragraph	Description of Change
A	01/14/95		Multiple general revisions
B	05/26/95		Multiple minor revisions
C	07/26/97	4.7(c) Eligibility	District vice-presidents must reside in their area of representation. Districts defined by county boundaries
		5.2 Vice-Presidents	Time line for order of succession modified
		6.1 Number and tenure, 6.2 Registrar	Both sections removed
D	07/25/98	4.5 7.1	Deleted prior item 4.5 as no longer relevant Added 'and Classic Commissioner and Recreational Commissioner to item (b); added new item (k) Risk Management Committee
E	07/17/99	n/a	General revisions to render ASSA bylaws in compliance with new Federation bylaws
F	1/20/03	n/a	General revisions to reflect changes in terminology. Change elections to Winter AGM Reduce number of standing committees Redefine duties of ASSA Board Members Change number of votes based on player registration
G	3/17/05	4.3	Change length of term from 2 consecutive terms to 3 consecutive terms. Housekeeping; agreement of two rules regarding number of days required by written notice from 15 to 14.
H	02/11/06	9	Revision which prohibits Board members from serving as paid employees of a local association, though the provision does not pertain to referees or restrict spouses of Board members.
I.	02/23/13	4 11	Addition of a Coaching Commissioner to the Members and Officers section, noting that Coaching Commissioner is exempt from Section 11.
J.	02/23/13	5(iii)	Added the license requirements for the Coaching Commissioner.



K.	02/23/13	9	Language regarding the duties of the Coaching Commissioner was added.
L.	02/23/13	7(c)	Resignation and Removal of Board member – Language added about automatic removal of board member if 3 meetings are missed during a calendar year, unless Board votes to waive removal.
M	02/22/14	7(2)(a)	Modifications to language in the Appeals and Discipline Committee, deleting certain responsibilities pertaining to rules since new committee tasked with that responsibility.
N.	02/22/14	7(2)(b)	Insertion of language creating the Rules and Regulations Committee.
O.	02/21/15	VI	ODP Administrator position removed in its entirety, as position was formed prior to internet being prevalent so the position is no longer needed.
P.	02/03/18		Revision of entire document to reflect correct outline numeration.
Q.	02/03/18		Multiple general revisions including but not limited to grammatical adjustments, renaming of VP positions as District Commissioners and election of VP, and other various minor adjustments.
R.	02/02/19	IV(E)(1)	Modification to eligibility to serve as ASSA President by noting candidate must complete most recent full term in good standing and have served as a member of the Board of Directors no later than fourth prior AGM
S.	2/2/19	II(H)	Insertion of a new section regarding Associate Membership
T.	2/2/19	IV(D)	Modification to election of Board members and officers to require a majority vote (50% + 1 vote) for election, regardless if only one nominee is vying for the position

U.	2/2/19	II(B)(3)	Clarification of members having 50 or more <u>registered</u> players
V.	2/2/19	II(B)(4)	Modification and Reformatting of Member votes based upon number of registered players, adding language that Members with fewer than 50 players receive no vote and Members with 300-399 players receive four votes
W	2/2/19	II(B)(5)	Added paragraph noting that Member votes for Recreational, Classic, and Adult Commissioners shall be determined by the number of players said Members have registered at those levels. For the election of Coaching Commissioner, Member votes will be determined based upon number of Classic and Recreational players registered with ASSA.
X.	2/2/19	II(C)(2)	Added paragraph regarding Member requirement to maintain requisite number of registered players or face possible probation or termination of membership
Y.	2/2/19	II(C)(3)	Added paragraph requiring Members to submit annual renewal membership application and certification of other registration/statistical information when paying annual dues
Z.	2/2/19	II(C)(6)	Added paragraph noting that Members acting against interest of ASSA shall be placed in bad standing and subject to termination of membership
AA.	2/2/19	IV(C)	Removed language limiting Board of Directors to three consecutive terms in the same office.
BB.	2/2/19	IV(D)	Removed language limiting Coaching Commissioner to a single two year term
CC.	2/1/20	II(B)(2)	Removed detail pertaining to membership fees.