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CONSTITUTION

and

BYLAWS

Updated 1-6-2010

**CONSTITUTION and BYLAWS
OF THE
ALABAMA SOCCER ASSOCIATION**

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CONSTITUTION OF THE ALABAMA SOCCER ASSOCIATION

Article I. - Name

1:01:01 This organization will be known as the Alabama Soccer Association (hereafter referred to as ASA or The Association), a non-profit public educational organization, incorporated under the laws of the State of Alabama.

Article II. - Purpose

1:02:01 It is the purpose of ASA to foster the physical, mental, and emotional growth and enjoyment of the players of all ages, as well as the parents and spectators through the sport of soccer at all levels by creating and increasing opportunities for wholesome participation.

Article III. - Colors

1:03:01 The representative colors of ASA will be red and blue.

Article IV. - Affiliation and Compliance *USSF BYLAW 212 & 213 COMPLIANCE*

1:04:01 ASA will be a State Association for Youth Soccer in Alabama (AYSA), Amateur Soccer in Alabama AASA, and the USSF Soccer Referees in Alabama and comply with the authority of the United States Soccer Federation (USSF).

1:04:02 General Responsibilities (USSF Bylaw 212)

(a) ASA must do the following:

1. comply with all bylaws, policies, and requirements of USYSA, USASA and USSF, to the extent applicable.
 2. submit to the USYSA, USASA and to USSF any amendment to ASA's charter or articles of incorporation, constitution, bylaws, rules, and regulations not later than 90 days after adoption of such an amendment.
 3. submit to USYSA, USASA and to USSF ASA's most current annual reports and financial statements within 90 days after the start of the seasonal year.
 4. ASA will register with USYSA, USASA and USSF at least once each seasonal year the names and addresses of its players, coaches, and team and organization administrators, and such individuals shall have the membership rights accorded to them under the these organizations Bylaws.
 5. pay fees due to USYSA, USASA and USSF by the deadline the fees required to be paid.
 6. comply with the Amateur Sports Act, to the extent applicable.
- (b) If ASA wishes to conduct international soccer competition to be held in the United States, or sponsor international soccer competition to be held outside the United States, they must first obtain a sanction from the Federation.

1:04:03 State Association Responsibilities (USSF Bylaw 213)

- (a) 1. The membership of the Alabama Soccer Association (ASA) will be open to any youth or amateur soccer player, coach, trainer, manager, administrator, referee, official, and interested person (parents, etc.) who is not subject to suspension under Section 2:06:07 of the Bylaws of ASA and to any youth or amateur soccer organization in ASA's territory. Furthermore, all of the aforementioned persons will be members of the Alabama Soccer Association (ASA).

2. ASA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.
 3. The USYSA, USASA, and USSF's articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of ASA and its members to the extent applicable under Alabama law, and ASA and its members will abide by those articles, bylaws, policies, and requirements.
 4. ASA will not join any organization that has requirements that conflict with the USYSA, USASA and USSF's articles, bylaws, policies, and requirements.
 5. ASA shall register all of its players, coaches, teams, referees, and administrators with USYSA, USASA and USSF at least once each year and timely pay all dues and fees of said organizations.
 6. ASA and its members will abide by the USYSA, USASA and USSF's articles, bylaws, policies and requirements on interplay.
 7. ASA shall have a Board of Directors selected through an open and democratic process.
 8. Actions and policies adopted by the Board of Directors, Executive Committee, or officers of ASA shall be reported to its membership, or their authorized representatives, at least once each year at a General Membership Meeting, with notice and agenda of the meeting at least 15 days in advance of the meeting.
 9. ASA shall provide to the Secretary General of the Federation an annual report on the activities of ASA and its most current financial statements within 90 days after the start of the Federation's seasonal year.
 10. ASA will (A) provide annually to USYSA, USASA and USSF copies of ASA's constitution, bylaws, and other governing documents, (B) submit changes to those documents to the above mentioned organizations for approval not later than 90 days after adoption, and (C) make copies of those documents available to its members.
 11. ASA 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 USYSA, USASA and USSF and ASA and its members may be appealed to the the above mentioned organizations Appeals Committee that shall have jurisdiction to approve, modify, or reverse a decision.
 12. ASA shall maintain its tax-exempt status under the Internal Revenue Code.
 13. ASA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USYSA, USASA and USSF (subject to any contrary requirements contained in state or local law applicable to ASA).
 14. ASA will allow USYSA, USASA and USSF to review the documents and procedures of ASA, on request of these organizations not less than once every 4 years, to determine compliance with the their bylaws.
- (b) Individuals registered with the USYSA, USASA or USSF under subsection (a)(5) of this section shall be members of the these organizations with the rights accorded to them under their bylaws.

Article V. - Governance

1:05:01 ASA will be governed by its Charter, Constitution, Bylaws, and Rules and Regulations, except when these provisions are superseded by the governing authority of USYSA, USASA or USSF.

Article VI. - Membership

1:06:01 Members of ASA will be affiliated organizations and individuals interested in

advancing soccer within the State of Alabama as detailed in the Bylaws of ASA.

Article VII. - Meetings

1:07:01 ASA will hold a general membership meeting as least one time per year.

Article VIII. - Legal and Tax Exempt Status

1:08:01 - Purpose The purposes for which this association is organized are exclusively educational within the meaning of the Section 501 C (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

1:08:02 - Prohibited Actions The Association will not engage in any of the following:

- (1) No part of the net earnings of the Association will inure to the benefit of any private individual, member or officer of the Association (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no private individual, member or officer of the Association will be entitled to a share in the distribution of any of the corporate assets on the dissolution of the Association. No substantial part of the activities of the Association will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (2) The Association will not engage in any act of self-dealing as defined in Sections 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (3) The Association will not retain any excess business holdings as defined in Section 4943 C of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (4) The Association will not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (5) The Association will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws .

1:08:03 - Distribution of Income The Association will distribute its income for each taxable year at such time and in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954. or corresponding provisions of any subsequent federal tax laws.

1:08:04 - Activities Not Permitted Notwithstanding any other provisions of these Articles of Incorporation, the Association will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 C (3) of the Internal Revenue Code and its Regulations as they now exist to as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 C (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

1:08:05 - Dissolution of the Association

- (a) Upon the dissolution of the Association, the Executive Committee will, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, humanitarian, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under Section 501 C (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Rule or Regulation), as the Executive Committee will determine. Any of such assets not so disposed of will be disposed of by the District Court in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court will determine, which are organized and operated exclusively for such purposes.
- (b) If ASA intends to dissolve for any reason, it shall immediately notify the Federation.

Article IX. - Amendments

1:09:01 - Approval of Amendments

- (1) The ASA office will maintain the official set of the Constitution for ASA.
- (2) Amendments to this Constitution must be approved by a two-thirds vote of the voting members at a general membership meeting of ASA.
- (3) Any changes will be communicated to all member organizations and members of the Board of Directors.
- (4) ASA will (A) provide annually to USYSA, USASA and USSF copies of ASA's constitution, bylaws, and other governing documents, (B) submit changes to those documents to the above mentioned organizations for approval not later than 90 days after adoption, and (C) make copies of those documents available to its members.

Article X. - Existence

- 1:10:01** This Association will have perpetual existence.

End of The Constitution of the Alabama Soccer Association

BYLAWS
OF THE
ALABAMA SOCCER ASSOCIATION

Article I. - Territory

2:01:01 Territory The territory under the jurisdiction of the Alabama Soccer Association (hereafter referred to as ASA or The Association) is defined as being all territory within the legal boundaries of the State of Alabama.

2:01:02 Districts The Board of Directors of ASA may create and/or modify geographical divisions within the territory. These divisions will be known as “Districts” for the youth and “Leagues” for the adults. Each District may be sub-divided into two or more Sub-Districts.

2:01:03 Current Districts See the Rules & Regulations of Alabama Youth Soccer Association (AYSA) and the Alabama Adult Soccer Association (AASA) for the current district divisions.

Article II. - Membership

2:02:01 Membership in ASA will be member organizations or individuals interested in advancing soccer within Alabama. Such organizations or individuals may apply for affiliation with ASA.

2:02:02 Affiliation may be granted by the Board as either a regular voting membership or as an associate non-voting membership. Affiliation may be granted in one of the membership classes recognized by ASA. The Board of Directors of ASA will determine all of the requirements for membership in ASA. Voting Membership classes may only be established by the General Membership at a duly authorized General Membership meeting. The Board of Directors may establish any other classes of non-voting membership.

2:02:03 Classes of Membership

1. Class A Member (Clubs and Associations)

- a. Will include a member organization that directly registers players or referees with ASA. “Directly Registers” is interpreted to mean, the member organization that directly receives the player or referee registrations fees and registration forms and, for players only, forms teams. The minimum number of players to qualify for full membership is 100 players. If less than 100 players the board will approve on a case by case basis based on the geographical need. Will be accorded one (1) vote for each affiliated member organization and may represent only a single voting entity. This rule applies to any and all voting representation, including proxy voting.
- b. **Youth Member Organizations:** Will be accorded votes based upon the number of players registered with ASA during the immediate past seasonal playing year beginning with the Fall Playing Season, as of 60 days prior to the date of any General Membership Meeting. The vote will be one (1) vote for every one hundred (100) players or fraction thereof and may represent only a single voting entity. This rule applies to any and all voting representation including proxy voting.. No Member Organization will have more than a maximum of twelve (12) votes.

- c. **Adult Member Organizations:** Will consist of League Organizations. Each League Organization will be accorded votes based upon the number of teams registered with ASA during the immediate past seasonal playing year beginning with the Fall Playing Season, as of 60 prior to the date of any General Membership Meeting. The vote will be one (1) vote for every four (4) teams. No Adult League Organization will have more than a maximum of ten (10) votes. Will be accorded one (1) vote for each affiliated member organization and may represent only a single voting entity. This rules applies to any and all voting representation, including proxy voting.
 - d. **Referee Member Organizations:** Will consist of Clubs or Associations. Each Association will be accorded votes based upon the number of referees registered with ASA during the immediate past seasonal playing year beginning with the Fall Playing Season, as of 60 days prior to the date of any General Membership Meeting. The vote will be one (1) vote for every thirty (30) referees of fraction thereof. No Referee Association will have more than a maximum of ten (10) votes.
2. **Class B Member**
 - a. Will include member organizations made up of soccer coaches;
 - b. Will be accorded one (1) vote for each affiliated member organization and may represent only a single voting entity. This rules applies to any and all voting representation, including proxy voting.
 3. **Class C Member**
 - a. Will include business or professional organizations interested in soccer;
 - b. Will be non-voting associate member organizations in ASA.
 4. **Class D Member**
 - a. Will include individuals interested in soccer;
 - b. Will be non-voting associate members in ASA.
 5. **Class E Member**
 - a. Will include any "league" within the state that is accepted for membership by the Board of ASA and performs scheduling and/or administrative functions for any two or more member organizations "clubs".
 - b. The Board of ASA will determine the conditions and requirements of membership for a "league";
 - c. The Board of ASA will determine the fees for a "League" membership in ASA;
 - d. Will be accorded one (1) vote for each "League" and may represent only a single voting entity. This rules applies to any and all voting representation, including proxy voting.

2:02:04 Rights of Members

1. Class A, B, and E member organization in good standing may vote at ASA General Meetings and may exercise other such rights or privileges as the Board of Directors may from time to time authorize.
2. Class C & D member organization may attend ASA General Meetings but do not have the right to vote.
3. The term of membership shall be the same as the ASA seasonal year. Membership will automatically renew each seasonal year, provided the member organization is in good standing.

2:02:05 Membership Approval

1. The ASA Board of Directors will review applications and determine the class of membership to be granted;
2. Provisional membership may be granted by the Board of Directors to any applicant organization for up to one (1) year from the date the application is received in the ASA State Office until the date of the next ASA General Meeting, at which time approval by a majority vote of the Members present must be received;
3. The ASA Board of Directors will determine the rules and regulations governing membership in ASA (including continuing membership) and may include but not be limited to:
 - a. Application procedures;
 - b. Requirements for size (number of registered players);
 - c. Amount and due date of affiliation fees;
 - d. Amount and due date of renewal fees;
 - e. Requirements for maintaining good standing;
 - f. Rights and privileges of membership.
4. The Board of Directors of ASA may grant membership to more than one member organization within the same geographical area.

2:02:06 Authority

1. The governing authority of ASA will be vested in the General Membership, the Board of Directors, and the Executive Committee of ASA as delegated in these Bylaws.
2. Each member organization or individual will recognize the authority, rulings, Constitution, Bylaws, Rules and Regulations of AYSA, AASA, USYSA, USASA and USSF
3. Each member organization or individual will recognize all orders of suspension of players, coaches, or other individuals as issued by AYSA, AASA, USYSA, USASA, USSF or one of its member organization.

2:02:07 Good Standing To be in “Good Standing” the member organization:

- a. Must pay all current dues, fees, and assessments due ASA;
- b. Must have on file at the ASA office a copy of the organization’s Constitution, Bylaws, Rules & Regulations, and any amendments thereto;
- c. Must register all players, referees, coaches, assistant coaches, team managers, organization officers, directors, and any other individuals in a timely manner as set by the Board.
- d. Must follow all other such rules or procedures as the Board of Directors may direct.

Article III. - General Membership Meetings

2:03:01 Dates ASA will hold at least one Annual General Membership Meeting at a date to be set by the Board of Directors. The AGM will take place during the first quarter (January, February, or March) of the year. The President will set the place and time of all General Membership Meetings.

2:03:02 Procedures “Robert’s Rules of Order, Revised”, latest edition, will be the parliamentary authority for all meetings of ASA, unless otherwise agreed to by the participants by a two-thirds vote.

2:03:03 General Membership Meeting

1. ASA may hold a General Membership Meeting for any purpose or purposes.
2. Except for the Annual General Membership Meeting, a general membership meeting may be

- called by the President, a majority of the Board present and voting at a Board of Directors Meeting, or by ten (10) or more member organizations.
3. Written notice of any General Membership Meeting will be delivered to the member organizations stating the date, time, and place of the meeting not less than thirty (30) days before the meeting.

2:03:04 Annual General Membership Meeting

1. ASA will hold an Annual General Meeting each year at which time officers will be elected and such other business as may properly be brought before the meeting will be transacted.
2. The order for the Annual General Meeting will be: Roll Call & Vote Accreditation, Approval of Minutes of Last Meeting, Communications, Financial Report of the Association, Unfinished Business, Reports of the Standing Committees, Reports of the Officers, Amendments to the Constitution or Bylaws, Election of Officers, New Business, Good of the Game, Adjournment.
3. Any officer or delegate to the meeting may introduce anyone to speak, provided he /she has the permission of the chair.
4. The President will designate the chairperson for any General Membership Meeting.

2:03:05 District Meetings (as they apply to AYSA)

1. Each District may hold a General Membership District Meeting for any purpose or purposes.
2. Each District must hold a General Membership District Meeting at least once per every two years. This Bi-Annual District Meeting must be held in the first quarter (January, February, or March) of the year before the Annual General Meeting for ASA.
3. Except for the Bi-Annual General Membership District Meeting, a District Meeting may be called by the District Commissioner or by three (3) or more member organizations within the District.
4. Written notice of any District Meeting will be delivered to the member organizations within the District and the ASA office stating the date, time, and place of the meeting not less than thirty (30) days before the meeting.
5. The District Commissioner will preside or designate the chairperson for any District Meeting. In the absence of the District Commissioner, the President of ASA will appoint the chairperson of the District Meeting.

2:03:06 Voting

1. A. At any General Membership Meeting each Class A, B, or E Member Organization will be accorded a vote as determined in Article II - Membership of these Bylaws.
B. At any District Meeting each Class A, B, or E Member Organization within the district will be accorded a vote as determined in Article II - Membership of these Bylaws.
2. A. At any General Membership Meeting only those member organizations in "Good Standing" with ASA may vote. See Article II "Membership" for requirements of Good Standing.
B. At any District Meeting only those member organizations in "Good Standing" with ASA and located within the District may vote. See Article II "membership" for requirements of Good Standing. The District Commissioner will vote only in case of a tie.
3. Each member of the Board of Directors (officers, SRA, SYRA, committee chairmen, district commissioners, sub-district commissioners, Adult league presidents, & appointed members) will be entitled to one (1) vote at all general membership meetings.
4. The President will vote only in case of a tie at any General Membership Meeting.
5. VOTING PROCEDURE:

- A. Votes at a General Membership Meeting by a member organization will be cast by one or more representatives designated in writing by the governing authority of the member organization. These credentials will be presented to the Secretary of ASA at each general membership meeting who, along with the State Administrator, will determine the weighted vote of each representative. Any conflicts over credentials will be resolved by a majority vote of the Board of Directors of ASA prior to conducting any other business at the general membership meeting.
- B. Votes at a District Meeting by a member organization will be cast by one or more representatives designated in writing by the governing authority of the member organization. These credentials will be presented to the District Commissioner at each district meeting who will determine the weighted vote of each representative. Any conflicts over credentials will be resolved by a majority vote of the Board of Directors of ASA prior to conducting any other business.

2:03:07 Quorum

1. At the time of "Roll Call and Vote Accreditation" for any General Membership Meeting (Annual or Special) there must be twenty-five (25) votes represented to constitute a quorum. At least five Member Organizations (Clubs) must be also represented.
2. At least 33% or fraction thereof of the Member Organizations within a district will constitute a quorum at any District Meeting.
3. When a quorum is present at any meeting, the vote of the majority will decide any question brought before such meeting, except where a different vote is required in the Constitution, Bylaws, Rules & Regulations, or "Robert's Rules of Order, Revised".
4. After a quorum has been established, the members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Article IV. - Governing Body - Board of Directors & Executive Committee

2:04:01 Business Affairs

1. **General:** The business and affairs of the association will be managed by the Board of Directors or the Executive Committee between Annual General Meetings. The Board of Directors or the Executive Committee will transact all business of the association and will have power to enforce the Laws of the Game, the Rules of USSF, the Constitution, Bylaws, and the Rules and Regulations of ASA.
2. **Executive Committee:** The Executive Committee will have full authority to act in lieu of the General Membership or the Board of Directors. Any actions or rulings made or taken by the Executive Committee will carry the same authority as if those actions or rulings were made by the General Membership or the Board of Directors.
3. **Executive Management Committee:** The Executive Management Committee will be made up of the President, the First Vice-President – Competitive, the Second Vice-President - Adult and the Treasurer. The Executive Management Committee will execute the employee supervision responsibilities of the Board. The Executive Management Committee has the authority to hire employees by a majority vote of its members. The Executive Management Committee has authority to terminate employees by a unanimous vote of its members. It is expected that as much as possible, the Executive Management Committee will include the Executive Committee in its decision making process.

2:04:02 Board of Directors

1. The Board of Directors will consist of:

A. The **Officers of the Association:**

- a. President
- b. First Vice-President - Competitive
- c. Second Vice-President - Adult
- d. Third Vice-President - Recreational
- e. State Referee Administrator (SRA)
- f. State Youth Referee Administrator (SYRA)
- g. Treasurer
- h. Secretary
- k. Immediate Past-President

Comment: Added new vice president positions and deleted the registrar position

B. The **District Commissioners for Youth Soccer**

- a. North District
- b. North Central District
- c. South Central District
- d. South West District
- e. South East District

C. The **Adult League Presidents** will be determined by the Board of Directors.

- a. Birmingham Revolution Soccer League

D. The **Standing Committees for Youth Soccer** will be as determined annually by the Board of Directors. The Board of Directors may designate ad-hoc committees at any time.

- a. Discipline and Appeals
- b. ODP Administration
- c. State Tournaments (DI, DII, and Governor's Cup)
- d. Publicity and Promotion
- e. Rules and Regulations
- f. Risk Management
- h. Soccer Start
- i. Top Soccer
- j. Region III League Administrator
- k. Recreational Leagues

E.. The **Standing Committees for Adult Soccer** will be determined annually by the Board of Directors.

- a. Appeals & Protests

F. **At-Large Board Members:** The President may appoint six (6) persons at large (who are interested in promoting soccer) to the Board of Directors and they will have full privileges as any other member of the board. The At-Large members must be appointed more than 60 days before any General Membership meeting in order for them to vote at that meeting. The President must present these persons to the Board of Directors at its next meeting for the Board's approval before the AT-Large Members are allowed to become members of the board. The board must vote to approve or disapprove.

2. Each member of the Board of Directors will have one vote at any board or executive

committee meeting. The duties and responsibilities of each member of the board will be as determined by the President and the Board of Directors as outlined and stated in the AYSA or AASA Rules & Regulations.

3. **QUORUM:** At least six (6) members of the Board of Directors must attend a Board Meeting in order to transact any business of the Association.
- 4.. **Standing Committees:** The President will appoint the Chairpersons of the Standing Committees and those appointments must be approved or disapproved by a majority vote of the Board of Directors present and voting at the next scheduled meeting of the board or the appointments will stand as if approved. The chairpersons of each committee may appoint the members of that committee, subject to the approval of the board and/or the President.
5. The District Commissioners will be elected by the member organizations within their district. The number and geographic boundaries of the districts will be as determined by the Board of Directors of ASA.
- 6.. Sub-Districts may be created by the District Commissioner (maximum of three sub-districts per district). The District Commissioner will appoint the Sub-District Commissioner and the Board of Directors of ASA must approve or disapprove of the appointment at the next scheduled meeting of the Board of Directors of ASA or the appointment will stand as if approved.
7. **Board Vacancy:** Should a vacancy occur in one of the officers positions, the President will appoint someone to fill that vacancy. This appointment must be approved at the next Board meeting by a majority vote of the Board of Directors present and voting or the appointment will stand as if approved. This person will only serve out the remaining term of the office to which they are appointed.
8. **Order of Succession:**
 - a. The First Vice-President - Competitive and then the Second Vice-President - Adult will preside in the absence of the President.
 - b. The First Vice-President - Competitive will serve as President upon the resignation, removal, or extended absence of the President and then the Second Vice-President - Adult will become the First Vice-President - Competitive and the Board will elect a new Second Vice-President - Adult. They will continue in these offices until the next regularly scheduled election for their office.

2:04:03 The Executive Committee

1. **MEMBERSHIP:** The Executive Committee will consist of the following members: President, First Vice-President - Competitive, Second Vice-President - Adult, SRA, SYRA, Secretary, Treasurer, and all of the District Commissioners.
2. **QUORUM:** At least five (5) members of the Executive Committee must attend an Executive Committee Meeting in order to transact any business of the Association.
3. **TELEPHONE MEETINGS:** The Executive Committee only may conduct business by telephone and/or under such rules or conditions as the Board of Directors may set.

2:04:04 Meetings of the Board of Directors or Executive Committee

1. The Board of Directors will meet at least four (4) times per year. At least one meeting will be less than sixty (60) days and more than thirty (30) days before the Annual General Membership Meeting.
2. The President will call all board or executive committee meetings except when three (3) or more members of the Board of Directors or Executive Committee request in writing that a board or executive committee meeting be called. Then the President must call the Board or Executive Committee together within ten (10) days of receiving such notice.
3. The President will set the date, time, and place of each meeting.
4. Meetings of the Board of Directors or the Executive Committee may be held in the form of a telephone conference call.
5. Minutes will be kept of all meetings of the board or executive committee.
6. Voting by proxy is not allowed on the Board of Directors or the Executive Committee.
7. Any officer or delegate to the meeting may introduce anyone to speak, provided he /she has the permission of the chair.
8. "Robert's Rules of Order", latest edition, will be the parliamentary authority for all board meetings of ASA, unless otherwise agreed to by the participants by a two-thirds vote.
9. The President of ASA shall only vote during Board or Executive Committee meetings in case there is a tie.
10. Subject to the concurrence of no less than nine Board Members, including a minimum of three members of the Executive Committee, some Board actions may be decided by electronic mail voting. Any Board actions determined by electronic mail vote will allow no less than 72 hours for votes to be executed. Any and all email votes shall be submitted to all Board members. An electronic voting record will be presented to the Board at the next regular Board meeting following the electronic vote.

2:04:05 Terms

1. An officer will serve for a period of two (2) years and (except as otherwise noted herein) may succeed themselves.
2. The District commissioners will serve for a term of two (2) years and may succeed themselves.
3. No person may be elected to the office of president more than three (3) times. No person who has held the office of president, or acted as president for more than one (1) year of a term to which another person was elected president will be elected to the office of president more than two (2) times.
4. The Immediate Past-President will serve as a member of the Board for two (2) years only.
5. An officer removed from office for cause under the terms of these Bylaws may not be a member of the Board of Directors or the Executive Committee.

2:04:06 Eligibility

1. A candidate for office of ASA must be 19 years of age prior to August 1st of the seasonal year of election and must also be a legal resident of the State of Alabama.
2. No officer of ASA may concurrently be an officer of any member organization.
3. No salaried employee of ASA itself may concurrently be a member of the Board of Directors of ASA. This does not include coaches or other persons hired on a part-time or temporary basis.
4. To be eligible for election to the presidency of ASA a person must have served for one (1) complete year (not a portion thereof) as a member of the Board of Directors.

2:04:07 Elections of Board Members

1. At the Annual General Meeting the following officers will be elected in even numbered years (e.g., 2002, 2004, 2006, etc.):
President, Third Vice-President - Recreational and Treasurer.
2. At the Annual General Meeting the following officers will be elected in odd numbered years (e.g., 2003, 2005, 2007, etc.):
First Vice-President - Competitive, Second Vice-President - Adult and Secretary.
3. The State Referee Administrator (SRA) will be appointed in the first quarter of each year by the President of ASA and will serve for one year. This appointment must be approved or disapproved by a majority vote of the Board of Directors present and voting at the next scheduled meeting of the board or the appointments will stand as if approved.
4. The State Youth Referee Administrator (SYRA) will be appointed in the first quarter of each year by the President of ASA and approved by the SRA and will serve for one year. This appointment must be approved or disapproved by a majority vote of the Board of Directors present and voting at the next scheduled meeting of the board or the appointments will stand as if approved.
5. Each District Commissioner will be elected by a majority vote of the Member Organizations within their district present and voting at a properly constituted District Meeting.
6. A 30 day notice will be given to all Member Organizations that are entitled to vote in any election.
7. The President will appoint a Committee to nominate persons for election as an officer of ASA. The committee will nominate to the Board of Directors at least two candidates for all applicable offices. The Board will then nominate at least one candidate for each applicable office to a General Membership Meeting.
8. Nominations will be accepted from the floor at any election within the jurisdiction of ASA.
9. All officers and District Commissioners will assume office immediately after the adjournment, completion, or end of the meeting at which they were duly elected. The SRA and the SYRA will assume office immediately after the meeting of the Board of Directors to which they were presented for approval. All Committee Chairpersons and At-Large Board Members will assume office immediately after the meeting of the Board of Directors to which they were presented for approval

2:04:08 Removal

1. Officers may be removed from office by a two-thirds (2/3) majority vote of those present and voting at an ASA General Meeting.
2. A member of the Board of Directors that does not attend three (3) consecutive meetings of the Board will have their office declared vacant unless such absences are excused by the Executive Committee. (See 2:04:02:07 above for filling a vacancy).
3. District Commissioners may be removed from office by a two-thirds (2/3) majority vote of those present and voting at a General Meeting of the Member Organizations within their district.
4. The SRA and the SYRA may be removed from office cause by a two-thirds (2/3) majority vote of those present and voting at a Board of Directors Meeting of ASA.
5. Any director, officer, committee member, or agent may resign by giving written notice to the Board at its offices. The resignation will take effect at the time specified therein or immediately if no time is specified. Unless specified therein, the acceptance of such resignation will not be necessary to make it effective.

Article V. - Amendments

2:05:01 Proposal of Amendments

1. Proposed amendments to the Constitution or Bylaws of ASA may be submitted by member organizations, officers or board members of the association, standing committees of ASA, or delegates to a General Membership Meeting.
2. Proposed amendments to the Constitution or Bylaws of ASA should include the article number and text of the current rule, the article number and text of the proposed new or revised rule, and the reason and purpose for the change.
3. Proposed amendments to the Constitution or Bylaws of ASA must be submitted in writing to the office of ASA at least 30 days in advance of a general meeting. All Member Organizations must be made aware that an amendment has been proposed and an appropriate summary of the proposal along with the recommendation of the Board of ASA must be distributed to each of them at least 21 days prior to a general meeting.
4. Amendments to the Constitution or Bylaws of ASA may be made from the floor at a General Membership Meeting without advance notice.

2:05:02 Approval of Amendments

1. The ASA office will maintain the official set of the Bylaws for ASA.
2. Amendments to these Bylaws must be approved by a two-thirds (2/3) vote of the voting members at a properly constituted meeting of the General Membership of ASA.
3. Any amendments will be communicated to all member organizations and members of the Board of Directors.
4. ASA will:
 - (A) provide annually to the USYSA, USASA, and USSF copies of ASA's constitution, bylaws, and other governing documents.
 - (B) submit changes to those documents to the USYSA, USASA and USSF for approval not later than 90 days after adoption.
 - (C) make copies of those documents available to members.

Article VI. - Miscellaneous

2:06:01 Litigation Prohibition

1. No ASA Member, 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 organization, and as provided within ASA or the Federation. This bylaw does not apply to the commencement of an arbitration proceeding under these bylaws or the USOC Constitution and Bylaws or the enforcement of a decision rendered in such a proceeding.
2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to ASA or the Federation for all expenses incurred by ASA or the Federation and their officers in defending each court action, including but not limited to the following:
 - (1) court costs
 - (2) attorney's fees
 - (3) reasonable compensation for time spent by ASA, USYSA, USASA, or USSF officials and employees in responding to and defending against allegations in the action, including

- responses to discovery and court appearances
- (4) travel expenses
 - (5) expenses for holding special ASA Board or Federation National Council meetings necessitated by the court action.
3. ASA adopts the policy, that ASA is allowed to take full advantage of rights permitted to it by the laws of the State of Alabama for non-profit organizations.

2:06:02 Financial Liability

ASA will not assume nor be liable for the debts and/or the financial responsibilities, either implied or incurred, of any player, parent, coach, manager, team assistant, league official, member organization official, or referee from any member team, league, club, or organization.

2:06:03 Liability Protection

All Officers, Board Members, and employees of ASA and officials of member teams, leagues, and member organizations will be covered by ASA against personal liability claims for performing acts and duties directly related to the work of ASA.

2:06:04 Fiscal Year

The Fiscal Year of ASA-Youth will begin on August 1 and end on July 31 of each year. The Fiscal Year for ASA-Adult will begin on September 1 and end on August 31 of each year.

2:06:05 Employees of the Association

1. The Association may hire from time to time persons as employees of the association. These employees may be hired by the Board of Directors or the Executive Committee or by another employee of the Association with the approval of either the Board or the Executive Committee.
2. The positions and duties of these employees will be as determined by the Board of Directors or the Executive Committee.
3. The supervision of the employees is designated to the Executive Management Committee.

2:06:06 Proper Notification Proper Notification of any or all notices, actions, meetings, suspensions, penalties, etc. will be deemed to have been delivered when such notice has been deposited in the United States Mail addressed to the appropriate party as it appears in the records of the Association, with postage thereon prepaid.

2:06:07 Suspensions Suspensions or other disciplinary actions imposed by USYSA, USASA or USSF in accordance with its bylaws shall be recognized by ASA and its member organizations upon notification by the above mentioned organizations. Suspensions and other disciplinary actions taken by Members of USYSA, USASA and USSF shall be recognized by the these organizations, ASA and its member organizations upon proper notification to these organizations and determination by these organizations that the party subject to the action received hearing and procedural rights substantially similar to those set forth in the USYSA, USASA and USSF bylaws. A suspension or other disciplinary action imposed by ASA or one of its member organizations in accordance with its bylaws shall be recognized by ASA and all of its member organizations upon notification by ASA.

2:06:08 Saving Clause Failure of literal or complete compliance with provisions of the constitution or bylaws of ASA with respect to dates and times of notice, or the sending or receipt

of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board Of Directors, the Executive Committee, other committees, or other bodies so affected.

2:06:09 Interplay

1. All clubs, leagues, associations, and member organizations registered with ASA must register with the USYSA, USASA or USSF every individual player, coach, referee, and team (including members of traveling teams, competitive teams, intramural programs, recreational programs, or house players) that is sponsored, financed, coached, organized, or administered by ASA or its members.
2. ASA 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 organization. ASA along with USYSA, USASA and USSF encourages its members to allow teams of all other USYSA, USASA and USSF Members to participate in tournaments sponsored by them or any of its organization members when the teams otherwise comply with the tournament eligibility requirements. A tournament sponsor may charge each team of another USYSA, USASA or USSF Member an additional fee of not more than \$25 to participate in the tournament.

End of the Bylaws of the Alabama Soccer Association