

There is both a red-lined and a clean version of the proposed amended bylaws available on the WA Youth Soccer website to help guide you through these proposed amendments. Below is a detailed list of all proposed amendments, broken into editorial amendments and substantive amendments.

A. Editorial Amendments

There are four proposed global changes to the Bylaws that can be categorized as editorial:

1. Replace “WSYSA” with “Washington Youth Soccer”.
2. Replace “USYSA” with “US Youth Soccer”.
3. Replace “Executive Director” with “Chief Executive Officer”.
4. Replace “Oversight Committee” with “Soccer Operations Committee”.

B. Substantive Amendments

The following list outlines the proposed substantive amendments, by Article and Section (using the new numbering):

1. Definitions. The new Article 1 includes definitions of terms specific to WA Youth Soccer that are used in the Bylaws.
2. Authority. The new Article 3 replaces the former Section 3.2 Jurisdiction, and clarifies that WA Youth Soccer has authority to execute on all of its Governing and Operating Documents.
3. Members.
 - a. Definition of Member – the existing Article 3 uses the term “member” and “membership” in two distinct ways: (1) legal membership in WSYSA, reserved for Associations; and (2) general membership for players, parents, coaches and organizations that participate in WA Youth Soccer activities. The new Article 5 only addresses legal members - Associations (5.1.1) and reserves the broader use of the word “membership” to refer to individuals and other organizations (5.1.3).
 - b. Classes of Membership – classes of membership are eliminated.
 - c. Requirements of Members – the new Article 5 consolidates the basic requirements of membership into one place: Section 5.1.2. It also:
 - i. Adds the requirement that Members must be WA nonprofit corporations in good standing.
 - ii. Adds requirement that players play soccer in WA Youth Soccer leagues (5.1.2(c))

- iii. Changes requirement from 50 teams or balanced league play to 1000 players and balanced league play (5.1.2(d))
- d. Duty of Loyalty – the new Article 5 adds a duty of loyalty to WA Youth Soccer (5.1.5)
- e. Responsibilities of Member Associations – the new Article 5 consolidates the responsibilities that Associations must meet to maintain membership into Section 5.2:
 - i. Adds an obligation to provide opportunities for every player within its geographic boundary (5.2.1(b))
 - ii. Removes obsolete language that addressed requirements for organizations that became members before 5/1/2005.
 - iii. Adds obligation to follow and enforce governing and operating documents of WA Youth Soccer for itself and its members (5.2.3)
 - iv. Adds obligation to annually register players with WA Youth Soccer (5.2.4)
 - v. Gives Associations flexibility to structure their soccer operations as they see fit in order to maximize implementation of WA Youth Soccer’s mission, exempt purpose and goals. (5.2.5)
- f. Admission to Membership
 - i. Adds requirement that notification for the proposed new association must be sent to each Member Association within the district (5.3.1(e))
 - ii. Adds requirement to submit copy of application for exemption or letter of determination from IRS. (5.3.1(h))
 - iii. Adds requirement that upon dissolution, assets of a Member Association must transfer to WA Youth Soccer (5.3.1(i)).
 - iv. Adds requirement that board of directors provide statement of reasons for denial of membership (5.3.2)
- g. Continuation of Membership
 - i. Expands requirement to provide WA Youth Soccer with annual documentation (5.4.1(a))
 - ii. Adds requirement that annual documentation is provided on website (5.4.1(b))
 - iii. Adds explicit requirement that association must continue to meet the criteria set forth in 5.1.2, the responsibilities set forth in 5.2, and the requirements set forth in 5.3.1 (g) and (i). (5.4.1(c)-(e))

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- h. Suspension, Termination and Fines – the new Article 5 generally clarifies this section.
- i. Adds definitions of suspension and termination (5.5.1)
 - ii. Adds section on the consequences of failing to pay fees (5.5.2.1)
 - iii. Adds remediation as an alternative to suspension, fines or termination (5.5.2.2)
 - iv. Consolidates the other actions that might result in suspension or termination, and removes hearing procedures from the bylaws to other parts of the governing documents. (5.5.2.2)
 - v. Removes requirement of 2/3 vote of Board to suspend or terminate Member.
 - vi. Adds section that clarifies that an Association whose suspension is in effect on the last day of the season is automatically terminated as of the first day of the next season. (5.5.2.3)
 - vii. Adds section that states that suspensions or terminations imposed by WA Youth Soccer shall be recognized by all Members of the Federation (5.5.2.4)
 - viii. Adds section that requires suspension for initiating legal action against WA Youth Soccer before exhausting administrative remedies. (5.5.2.5)
 - ix. Adds section on reinstatement from suspension (5.5.3)
- i. Clarifies jurisdiction of Member Associations (5.6)
- j. Adds section prohibiting transfer of membership (5.8)
4. Annual Player Fee Meeting. The new Section 6.3.2.3 specifies what will happen if the player fee is not approved.
5. Special Meetings of the Council. The current Bylaws do not provide a mechanism by which a special meeting of the council may be called. Section 6.3.3 was added to provide such a mechanism.
6. Voting. Section 6.3.4(c) has been changed to remove the vote count for Member Associations with less than 1000 players since Section 5.1.2(d) now requires Member Associations to have a minimum of 1000 players.
7. Voting Procedure. It became clear during the 2010 and 2011 AGMs that the Bylaws lack clarity around the process for electing Directors. The Board has proposed the following changes:
- a. Section 7.4.3 has been changed to clarify the voting process.
 - b. Section 6.3.5 has been changed to clarify the definition of quorum

- c. Section 7.4.2.1 has been changed to clarify the nominating process
8. Chief Executive Officer – Section 9.2.1 was changed to clarify that the CEO is a non-voting ex officio member of the Executive Committee, Nominating Committee and Board.
 9. Districts – Section 10.3 was added to mirror the requirements of Member Associations.
 10. Committees – Section 11.2.1 was added to create an Executive Committee, and Section 11.2.2(d) was eliminated because the Executive Committee will assume the duties of the Strategic Planning Committee.
 11. Committee Members - Section 11.6 was added to require all committee members to sign an annual conflict of interest disclosure form.
 12. Closing Attestation – the words “and the Council” in closing attestation was removed to implement the 2009 amendments.

The following table compares the current and proposed Article Numbers:

Article Name	Current Article Number	Proposed Article Number
Definitions	-	1
Affiliation	1	2
Authority	-	3
Geography of Operations	2	4
Membership	3	5
Council	4	6
Board of Directors	5	7
Officers	6	8
Chief Executive Officer	7	9
District Commissioners	8	10
Committees	9	11
Administrative	10	12
Amendments	11	13