

BYLAWS OF NORMAN YOUTH SOCCER ASSOCIATION

ARTICLE I

NAME AND ORGANIZATION

Section 1. NAME

The name of this organization shall be the NORMAN YOUTH SOCCER ASSOCIATION, hereinafter sometimes called "NYSA".

Section 2. ORGANIZATION

NYSA is a non-profit corporation organized and existing pursuant to the laws of the State of Oklahoma.

Section 3. REGISTERED OFFICE

The registered office shall be in the City of Norman, Cleveland County, Oklahoma or such other place(s) as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSES AND POLICIES

Section 1. PURPOSE

NYSA is organized for the purpose of encouraging, promoting and stimulating interest and participation in the game of soccer through organization of both recreational and competitive soccer teams, implementation of educational and developmental training for players, coaches and referees, establishment and maintenance of proper playing facilities and the general promotion of sportsmanship.

Section 2. POLICIES

The policies of NYSA shall be in harmony with these Bylaws. NYSA shall not discriminate on the basis of race, creed, sex, religion or national origin.

ARTICLE III

MEMBERSHIP

Section 1. MEMBERS

All players, coaches, and assistant coaches who are registered by NYSA shall be Members of the organization during such periods of registration. In addition, all Officers, Directors and Delegates shall be deemed Members of NYSA during such period of service to NYSA.

Section 2. ASSOCIATE MEMBERS

Any person or entity, other than Members may become an Associate Member of NYSA upon meeting eligibility requirements as established from time to time by the Board of Directors. Associate Members shall be nonvoting and shall not be entitled to representation on the Board of Directors.

Section 3. ELIGIBILITY

Eligibility for registration as a Member or Associate Member with the NYSA shall be determined by the Board of Directors.

Section 4. OBLIGATION OF MEMBERS

Members shall be subject to and governed by these Bylaws and the rules, regulations, policies and procedures enacted thereto.

Section 5. TEAMS

Teams shall be composed of Members and formed for the purpose of playing soccer.

ARTICLE IV

FEES

Section 1. MEMBER REGISTRATION FEES

NYSA may require a Registration Fee of Members in an amount determined by the Board of Directors.

Section 2. NON-MEMBER FEES

NYSA may require payment of a Fee of Non-Members wishing to play in the NYSA recreational program in an amount determined by the Board of Directors.

ARTICLE V

DELEGATES

Section 1. PERSONNEL

Each Team shall have a Delegate. The Delegate shall represent such Team and its Members at all General Delegate Meetings. The Delegate can be anyone not paid by NYSA, subject to the limitations of Article V, Section 2.

Section 2. LIMITATIONS

No person shall act as a Delegate who is not a Member of the Team or parent or guardian of a player on the team. No person shall act as the Delegate for more than one Team. No member of the Board of Directors may serve as a Delegate.

Section 3. VOTING

Each Delegate shall have one vote.

Section 4. TERM

Delegates shall serve for a period from September 1 to August 31.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. PERSONNEL

The Board of Directors of NYSA shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Recreational Representative, Competitive Representative, Marketing Representative and Member At-Large. Individuals who have been Members of NYSA or who have otherwise exhibited particular interest and involvement in soccer and the city of Norman, Oklahoma shall be eligible to be slated for the Board of Directors.

Section 2. NOMINATION

The Nominating Committee shall present a slate of candidates for each board position with one nominee candidate per position. The election shall be conducted at the April Annual Meeting. Delegates may present additional nominations from the floor to be considered with the Nominating Committee's proposed slate. A preliminary vote shall be used to narrow the candidates to one to fill a position on the slate if more than one candidate is nominated as a result of a Delegate nomination. Election shall be by

ballot. A plurality vote of those present and eligible to vote shall be sufficient to elect. The terms shall begin the first day of June following the April Annual Meeting for positions elected at that meeting.

Section 3. ELECTION AND TERM

Officers shall be elected at the April Annual Meeting. The President shall serve a term of one year after serving a term of one year as President-Elect. The President-Elect shall serve a term of one year as President-Elect and then the succeeding year shall serve a term of one year as President. The Immediate Past President shall serve a term as one year as Immediate Past President after completing a term of one year as President-Elect and a term of one year as President. The Secretary, Treasurer, Recreational Representative, Competitive Representative, Marketing Representative and Member At-Large shall serve terms of two years with the Secretary, Recreational Representative and Member At-Large being elected in even numbered years and the Treasurer, Competitive Representative and Marketing Representative being elected in odd numbered years.

Section 4. DUTIES

The power and duties of the Board of Directors members shall be as follows:

(a) President

The President shall be the Executive Officer of NYSA; shall preside at meetings of the Board of Directors, Delegate Meetings and General Meetings; shall be an ex-officio member of all committees, except the Nominating Committee; shall attend or designate someone to attend the meetings of the Frontier Country Soccer Association as the NYSA representative; and shall sign all contracts and obligations authorized by the Board of Directors.

(b) President-Elect

The President-Elect shall assist the President and gain the necessary experience, training and knowledge to assume the office of the President; shall assume the duties of President in his/her absence; shall be an ex-officio member of the bylaws/appeals and sportsmanship and rules committees; shall prepare the meeting agenda for all General and Delegate meetings; shall serve as the President's secondary designate to attend the meetings of the Frontier Country Soccer Association as the NYSA representative; and shall succeed to the office of President on the first day of June following the April Annual Meeting. The President-Elect shall, in addition to the President and Treasurer, be an authorized signer on NYSA bank account(s) and official checks.

(c) Secretary

The Secretary shall conduct the general correspondence of the NYSA at the direction of the President or other appropriate Board members; shall also serve notice of all NYSA general and special Board meetings, deliver the minutes of such meetings to each of the members of the Board of Directors before the next regularly scheduled meeting, and post such minutes on the NYSA website; and shall also be responsible for reserving the usual meeting facility or other appropriate location for the meetings of the Board.

(d) Treasurer

The Treasurer's chief duty is to serve as the Chairperson of the Finance Committee and be the custodian of the funds of NYSA. Such duties shall include, but not be limited to: handling all NYSA accounts payable and accounts receivable; reconciling all NYSA bank statements; providing the Board with monthly financial reports; issuance of Form 1099s and W2s to referees, coaches and employees of NYSA, as appropriate; preparing an end of the year budget report and presenting the report to the Board; and working in consultation with the Board to prepare a budget for the upcoming fiscal year to be presented to the Board in March. The Treasurer, along with the President, shall sign all contracts and obligations of NYSA authorized by the Board of Directors.

(e) Immediate Past President

The Immediate Past President shall serve as a member of the Board of Directors during the year immediately following his or her term as President; shall be a mentor to the Association Administrator; and shall serve as the Chairperson of the Nominating Committee.

(f) Recreational Representative

The Recreational Representative shall be responsible for the representation of Recreational and Traveling Recreational interests and concerns to the Board of Directors. The Recreational Representative or his or her designee shall attend the Frontier Country Soccer Association Recreational meetings, if any.

(g) Competitive Representative

The Competitive Representative shall be responsible for the representation of the competitive interests and concerns to the Board of Directors. The Competitive Representative or his or her designee shall attend the Frontier Country Soccer Association's Competitive and Academy meetings.

(h) Marketing Representative shall conduct the general marketing and promotion of the NYSA and its programs and activities; shall develop strategies for communicating with NYSA Members; and shall prepare or coordinate NYSA news articles, press releases and media interviews.

(i) Member At-Large shall be responsible for the general interests and concerns of the NYSA; shall serve as the President's primary designate to attend the meetings of the Frontier Country Soccer Association as the NYSA representative; shall provide general oversight of the NYSA's fundraising programs; shall identify and fill Member volunteer opportunities; and shall assist the other members of the Board of Directors with the performance of their duties, as needed.

Section 5. VACANCIES

Vacancies shall be filled by election by the Board of Directors at the next meeting following the vacancy from a single slate submitted by the Nominating Committee. A majority of Board of Directors members present, provided there is a quorum, shall be sufficient to elect. Persons so elected shall serve until the expiration of the vacated term of office.

Section 6. POWERS

Subject to the limitations of the Certificate of Incorporation, the NYSA Bylaws and of the laws of the State of Oklahoma, the Board of Directors shall have general responsibility for the conduct of the affairs, funds and property of NYSA. In addition, the Board shall have the following powers and duties:

(a) The Board shall have final authority over eligibility, admission and discipline of the Members and Teams.

(b) The Board shall have final authority over games.

(c) The Board shall have final authority to remove a Board of Directors member by two-thirds (2/3) vote of those Board members present and voting, if the Board is able to convene a quorum of its members.

(d) The Board may borrow money and incur indebtedness for the benefit of NYSA.

(e) The Board may employ an association administrator, a director of coaching and/or other personnel, who shall be recruited, interviewed, and recommended by a majority of the Members of the Board or a committee established by the Board of Directors, if the Board determines that the hiring of such personnel is in the best interest of NYSA. No person shall be employed unless and until the duties of the position, the method by which performance is to be measured, and the funding is approved by the Board.

Section 7. MEETINGS

The Board of Directors shall hold regular meetings not less than one time per month. Special meetings may be called by the President, or upon the written request of three (3) members of the Board of Directors. The purpose of the meeting shall be stated in the call. Notice of such special meetings shall be given not less than three (3) days prior to the meeting.

Section 8. VOTING

Each member of the Board of Directors present at a meeting shall have one vote except the President, who shall only vote in cases of a tie.

Section 9. QUORUM

A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 10. VACANCY DUE TO MISSED MEETINGS

Any member of the Board of Directors missing three consecutive meetings or three out of five consecutive meetings is deemed to have abandoned his or her position. The position will be deemed vacant filled in accordance with Article VI, Section 6 above.

Section 11. LIMITATIONS

- (a) No one being paid by NYSA shall be eligible to serve as a member of the Board of Directors.
- (b) A person shall not be eligible to serve as a member of the Board of Directors if related by blood or marriage to a person serving as a member of the Board of Directors.
- (c) No member of the Board of Directors shall serve more than one term in a position unless such member was elected to complete a term created by a vacancy or has served not more than 50% of a term. In those cases, the Board member is eligible to complete the vacant term and serve the member's own term or serve less than 150% of two terms.

Section 12. ASSOCIATION ADMINISTRATOR

Whose functions shall be defined by the Association Administrator's job description.

Section 13. DIRECTOR OF COACHING

Whose functions shall be defined by the Director of Coaching job description.

Section 14. DIRECTOR OF PLAYER DEVELOPMENT

Whose functions shall be defined by the Director of Player Development job description.

Section 15. REFEREE COORDINATOR

Whose functions shall be defined by the Referee Coordinator job description.

ARTICLE VII

INDEMNIFICATION

Every member of the Board of Directors and employees of NYSA shall be indemnified by NYSA against all reasonable expenses and liabilities, including counsel fees, necessarily incurred by or imposed upon such member of the Board of Directors or employee in connection with any threatened action, pending action or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which (s)he may be made a party or in which (s)he may become involved by reason of their being a member of the Board of Directors or employee, or any settlement thereof, whether or not (s)he is member of the Board of Directors or employee at the time such expenses are incurred, if (s)he acted in good faith and in a manner (s)he reasonably believes to be in or not opposed to the best interests of the Norman

Youth Soccer Association. This indemnification shall not apply in such cases where the affected member of the Board of Directors or employee is found not to have acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the Norman Youth Soccer Association or where the person is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. Provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Norman Youth Soccer Association. The provisions of this section shall be applicable to actions, suits or proceedings pending at the adoption hereof or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to members of the Board of Directors and employees and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the members of the Board of Directors and employees referred to in this section. This indemnity agreement shall not inure to the benefit of any indemnitor, insurer or surety or bonding company.

ARTICLE VIII

COMMITTEES

Section 1. STANDING COMMITTEES

The members of all standing committees established by these bylaws or by a vote of the Board of Directors shall be nominated by the Nominating Committee and, upon approval of the Board of Directors, shall serve a term of one year.

(a) Sportsmanship and Rules Committee

There shall be a Sportsmanship and Rules Committee whose function shall be to receive, review and render decisions on matters requiring disciplinary action involving players, coaches, parents and spectators, all as may be delegated by the Board. The committee will also evaluate and present separate sportsmanship awards for the coach and team of the year in the NYSA. The Committee shall be comprised of the Chairperson, the President-Elect, the Coaching Committee Chairperson, the Competitive Representative for Competitive issues and the Recreational Representative for Recreational issues, the At-Large Representative and the Referee Coordinator. The Sportsmanship and Rules Committee will follow actions set out in the rules, regulations, policies and procedures of the NYSA. In addition, the Sportsmanship and Rules Committee shall formulate and/or revise the Rules of Competition for NYSA when deemed necessary by the NYSA Board. The NYSA Rules of Competition shall be consistent with the rules of the Frontier Country Soccer Association, United States Soccer Federation and International Federation of Association Football (FIFA), or their successors.

(b) Scheduling Committee

There shall be a Scheduling Committee, whose function shall be to schedule all NYSA recreational matches and NYSA recreational tournaments, reschedule recreational games in the event of cancellation by NYSA, and form all fall and spring leagues in accordance with the policies and procedures of the NYSA. The Committee shall also coordinate the scheduling of recreational league play with the Noble Soccer Association to allow Noble to fully participate in NYSA fall and spring recreational leagues. The Committee shall be responsible for gathering league standings information. It shall also be the responsibility of the Committee to distribute all recreational match schedules at the beginning of each season to the President, Referee Coordinator, Association Administrator, Classic Committee Chairperson, the Recreational League Registrar, the Classic and Traveling League Registrar, and the Coaches' Coordinators.

(c) Bylaws and Appeals Committee

There shall be a Bylaws and Appeals Committee, whose function shall be to draft, revise, amend and maintain these Bylaws, rules, regulations, policies and procedures under the direction of the NYSA Board

of Directors. Bylaws, rules, regulations, policies and procedures may be amended or revised at any time by majority vote of the Board of Directors provided notice of the proposed amendment or revision is given to members at least one meeting prior to the vote. This committee shall also hear all game protests allowed under the rules, regulations, policies and procedures of the NYSA. The Chairperson of the Sportsmanship and Rules Committee shall be an ex-officio member of the Bylaws and Appeals Committee. The Committee shall also hear appeals from decisions made by other committees within the NYSA. In order to carry out the functions of the Appeals Committee, the Chairperson of this Committee shall assemble a committee of plus or minus ten members. Each appeal hearing will involve five committee members selected by the Chairperson. The Committee shall submit a redacted copy of its decision, removing the names of the involved parties, to the Board at the regularly scheduled meeting after the Committee issues a decision. The minutes without the names redacted shall be submitted to be maintained by the NYSA Secretary. All requests for appeals shall be submitted in accordance with the NYSA rules, regulations, policies and procedures. Any decisions of the Bylaws and Appeals Committee may be further appealed to the Frontier Country Soccer Association, the Oklahoma Soccer Association, the United States Youth Soccer Association, USSF and ultimately FIFA. Appeals shall only be heard for U6 through U12 recreational players, coaches, and affiliated persons. All other appeals shall initially be heard by Frontier Country Soccer Association.

(d) Coaches Committee

There shall be a Coaches Committee, the Chairperson of which shall be the Recreational Representative, whose function shall be to recruit all NYSA recreational coaches and represent all NYSA recreational coaches before the Board of Directors. This Committee shall deal with any problems or complaints having to do with coaches and coaching and shall be responsible for contacting all coaches when directed by the Board. In addition, this Committee shall order and distribute soccer balls to all coaches within the recreational league.

(e) Finance Committee

There shall be a Finance Committee, the Chairperson of which shall be the Treasurer, whose function shall be to advise the Board on all matters relating to the budgeting and financing of NYSA's administration. Its duties shall include long-range financial need assessments and preparation of an annual budget. The annual budget shall be presented by the Treasurer for approval by the Board in March and submitted to the Delegates at the April Annual Meeting. This Committee shall not have an independent vote and shall stand on the vote allowed the Treasurer as a member of the Board.

(f) Ways and Means Committee

There shall be a Ways and Means Committee, whose function shall be to investigate and develop fund raising activities and methods for NYSA.

(g) Nominating Committee

There shall be a Nominating Committee, whose function shall be to recruit qualified persons to serve the NYSA. The Committee shall be composed of a Chairperson, who shall be the Immediate Past President and who shall serve for a term of one year, and four members, who shall serve staggered two-year terms. The Committee shall be responsible for recruiting and nominating persons to fill positions as directed by the Board; shall inform the Board and guests about the recruitment and nomination process and the work of the Committee, and shall set up formal and informal ways of gaining information and names of potential Board and Committee members. The Nominating Chairperson shall conduct meetings with the Nominating Committee members to evaluate possible candidates, rank them, contact them, and to prepare a final slate to be presented to the Board. The Chairperson of the Committee shall insure that the slate will be completed by March 10 in order that a vote may be taken at the April Delegate Meeting. Should a vacancy occur in the Nominating Committee, it shall be filled by a majority vote of the Board. No

member of the Nominating Committee shall be eligible to be slated for any Board position. No member of the Nominating Committee shall be eligible to serve for more than one consecutive term.

(h) Fields Committee

There shall be a Fields Committee, whose function shall be to condition and maintain the NYSA soccer fields and related facilities located at Gillis-Rother Soccer Complex. Among its regular duties, the Committee shall be responsible for contracting out (subject to Board approval and the signing of such contract by the President and Treasurer) or itself mowing the fields and appurtenant grounds; buying dirt and sod; developing additional fields; moving the goals; marking the fields; and taking care of the nets and flags and having them in place for all scheduled games.

(i) Complex Committee

There shall be a Complex Committee whose function shall be to oversee the needs of NYSA's Gillis-Rother Soccer Complex. The Chairperson shall be responsible for long-range planning and development of the soccer complex; will advise the Board of all matters related to the needs and goals of the soccer complex including, but not limited to, the concession stand, lighting, and public areas; maintain contact with the City of Norman Parks & Recreation Department for help in achieving the long-term goals of the park and to advise the NYSA of the City of Norman's plans for the development of Griffin Park Sports Complex. Other duties shall consist of assisting the Fields Committee needs at the complex such as maintenance and construction needs (subject to Board approval) and maintaining a list of volunteers to help with all activities at the soccer complex such as tournaments, clinics and any other NYSA activities. An additional duty is to oversee all necessary arrangements in meeting the needs of operating the concession stand.

Section 2. SPECIAL COMMITTEES

Special Committees may be established by the President with the approval of a majority of the Board of Directors.

Section 3. ATTENDANCE AT MEETINGS

Chairpersons of the Standing Committees shall attend the January, April, July, and October meetings of the Board of Directors and other meetings as necessary or requested.

ARTICLE IX

MEETINGS

Section 1. MEETING PLACE

All meetings and functions of NYSA shall be held at such locations as designated by the Board of Directors.

Section 2. GENERAL DELEGATE MEETINGS

General Delegate Meetings shall be held in October, February and April. Notice of the time and place of Delegate Meetings shall be posted on the NYSA website, mailed or e-mailed by the Association Administrator or Secretary (if the Association Administrator position is not filled) to the Delegates not less than fifteen (15) days prior to such meetings.

Section 3. APRIL ANNUAL MEETING

The General Delegate Meeting held in April shall be known as the Annual Meeting for the purpose of electing members of the Board of Directors, Committee Chairpersons and members of the Nominating Committee, receiving reports of the members of the Board of Directors and Committees, approval of the Annual Budget and for any other business to come before the body.

Section 4. VOTING AT DELEGATE MEETINGS

A majority of the Delegates and Board of Directors present and voting shall be sufficient to approve any question or matter to come before the body. No Delegate or member of the Board of Directors shall have more than one vote. The President shall not vote except in cases of a tie.

Section 5. QUORUM

A quorum for purposes of conducting business at the Delegate Meeting shall consist of ten percent (10%) of the Delegates and members of the Board of Directors.

ARTICLE X

FISCAL POLICIES

Section 1. FISCAL YEAR

The budget and budget reporting year shall be on a June 1 through May 31 basis.

Section 2. ACCOUNTS AND AUDITS

The books and accounts of NYSA shall be kept in accordance with generally accepted accounting principles and shall be reviewed annually by a certified public accountant at the end of the calendar year. A copy of the reviewed financial report shall be made available to any Member of NYSA upon request.

Section 3. INSURANCE

(a) The Board of Directors shall obtain insurance coverage for potential claims and liabilities associated with practices of directors, officers and employees, including, but not limited to, dishonest practices and crime.

(b) The Board of Directors shall obtain insurance coverage for potential damages to leasehold improvements at the Gillis-Rother Soccer Complex.

Section 4. CONTRACTS

All contractual agreements for \$500.00 or more shall in writing and shall be signed by at any two of the President, President-Elect or Treasurer.

Section 5. CARRYOVER FUNDS

The Board of Directors shall endeavor in approving the NYSA budget to provide for the carryover of funds from one year to the next of an amount equal to the funds needed to operate NYSA for a period of one year.

Section 6. DISSOLUTION

In the event NYSA is dissolved or liquidated, no member shall share in or receive any funds or other assets remaining in the possession of the corporation. Such funds or other assets shall be distributed to the Norman Public School Soccer program(s), or to such other organization having the same or similar interest as does this corporation. Such organization is to be selected by a majority of the last Board of this corporation.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by NYSA.

ARTICLE XII

RULES AND REGULATIONS

In conjunction herewith, the Board of Directors shall enact Rules and Regulations to be the rules of competition governing games, the purpose of which are to clarify and implement these Bylaws. Such Rules and Regulations may be established, rescinded or amended by a vote of the majority of the Board of Directors present at the meeting following the meeting where notice of the proposed change is given.

ARTICLE XIII

POLICIES AND PROCEDURES

In conjunction herewith, the Board of Directors shall enact Policies and Procedures to establish the procedural rules for proper administration of these Bylaws and committee and board conduct. Policies and Procedures shall be established, rescinded or amended by a vote of the majority of the Board of Directors present at the meeting following the meeting where notice of the proposed change is given.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XV

EFFECTIVE DATE OF AMENDMENTS

All previous Bylaws of the Norman Youth Soccer Association, and as they may have been amended are hereby revoked. Amendments made to the Bylaws shall become effective immediately unless an alternate date is prescribed by the amendment but shall not affect any pending disciplinary matters or appeals filed prior to the effective date.

ARTICLE XVI

ADOPTION

These Bylaws of the Norman Youth Soccer Association are hereby adopted by the Board of Directors on July 12, 2010.

WITNESS:

/s/, PRESIDENT