

**BYLAWS
OF THE
UNITED STATES SOCCER FEDERATION, INC.**

**General Provisions
Membership
Councils
Officers, Board of Directors and Committees
Administrative
Players and Playing
Hearing, Grievances and Appeals
Amendments**

**Published by the
UNITED STATES SOCCER FEDERATION, INC.
Affiliated with the Fédération Internationale de Football Association**

(As Revised and Amended, Effective May 1, 2017)

UNITED STATES SOCCER FEDERATION

President

Sunil K. Gulati

Vice President

Carlos Cordeiro

Chief Executive Officer/ Secretary General

Daniel T. Flynn

U.S. SOCCER FEDERATION

1801 S. Prairie Avenue

Chicago, IL 60616

Phone: (312) 808-1300

Fax: (312) 808-1301

www.ussoccer.com

TABLE OF CONTENTS

PART I--GENERAL PROVISIONS	1
Bylaw 101. NAME	1
Bylaw 102. PURPOSES	1
Bylaw 103. FIFA MEMBERSHIP AND NATIONAL GOVERNING BODY STATUS	1
Bylaw 104. FIFA LAWS OF THE GAME APPLY	1
Bylaw 105. AUTONOMY AND EQUAL OPPORTUNITY	1
Bylaw 106. SEASONAL AND FISCAL YEAR	2
Bylaw 107. USE OF NAME AND LOGO	2
Bylaw 108. ROBERT'S RULES OF ORDER	2
Bylaw 109. DEFINITIONS	2
PART II--MEMBERSHIP	4
Subpart A--General	4
Bylaw 201. ELIGIBILITY	4
Bylaw 202. MEMBERSHIP CATEGORIES	4
Subpart B--Organization Members	5
Bylaw 211. ADMISSION TO MEMBERSHIP	5
Bylaw 212. GENERAL RESPONSIBILITIES	5
Bylaw 213. COMPLAINT AGAINST STATE ASSOCIATION	7
Bylaw 213.1 BOUNDARY CHANGE FOR STATE ASSOCIATION	9
Bylaw 214. FEES AND BONDS	10
Subpart C--Life and Individual Sustaining Members	10
Bylaw 231. LIFE MEMBERS	10
Bylaw 232. INDIVIDUAL SUSTAINING MEMBERS	11
Subpart D--Suspensions, Fines and Terminations	11
Bylaw 241. SUSPENSIONS, FINES AND TERMINATIONS	11
PART III--COUNCILS	12
Subpart A--National Council	12
Bylaw 301. STATUS AND GENERAL AUTHORITY	12
Bylaw 302. COMPOSITION AND VOTING	12
Bylaw 303. MEETINGS AND MAIL VOTE	14
Subpart B--Youth, Adult and Professional Councils	15
Bylaw 311. GENERAL	15
Bylaw 312. YOUTH COUNCIL	15
Bylaw 313. ADULT COUNCIL	16
Bylaw 314. PROFESSIONAL COUNCIL	17
Subpart C--Athletes' Council	17
Bylaw 321. ATHLETES' COUNCIL	17
Bylaw 322. ELECTIONS AS DIRECTORS AND DELEGATES	18
Bylaw 323. REPRESENTATIVES TO OLYMPIC COUNCIL	18

PART IV--OFFICERS, BOARD OF DIRECTORS AND COMMITTEES	18
Subpart A--Officers	18
Bylaw 401. OFFICERS	18
Bylaw 402. RESPONSIBILITIES OF OFFICERS	19
Subpart B--Board of Directors	20
Bylaw 411. GENERAL AUTHORITY AND RESPONSIBILITIES	20
Bylaw 412. COMPOSITION	20
Bylaw 413. ELIGIBILITY	21
Bylaw 414. MEETINGS	23
Bylaw 415. REMOVAL	23
Subpart C--Standing and Special Committees	23
Bylaw 431. STANDING AND SPECIAL COMMITTEES	23
PART V--ADMINISTRATIVE	26
Subpart A--Secretary General	26
Bylaw 501. APPOINTMENT	26
Bylaw 502. RESPONSIBILITIES	26
Subpart B--Finances	26
Bylaw 511. YEARLY BUDGET	26
Bylaw 512. AUDIT	27
Bylaw 513. QUARTERLY FINANCIAL STATEMENTS	27
Subpart C--International Games	27
Bylaw 521. HOSTING OF AND PARTICIPATING IN INTERNATIONAL GAMES	27
Subpart D--Referee Administration	27
Bylaw 531. GENERAL POLICIES	27
Bylaw 532. REFEREE REGISTRATION REQUIRED	28
Subpart E--Miscellaneous	28
Bylaw 541. INDEMNIFICATION	28
Bylaw 542. SAVING CLAUSE	28
PART VI--PLAYERS AND PLAYING	29
Bylaw 602. PROFESSIONAL PLAYER CONTRACT REQUIREMENT	29
Bylaw 603. INTERPLAY	29
Bylaw 604. PLAYER CITIZENSHIP REQUIREMENT	29
PART VII—HEARINGS, GRIEVANCES, DISPUTES AND APPEALS	30
Bylaw 701. HEARING PROCEDURES	30
Bylaw 702. GRIEVANCES RELATED TO AN INDIVIDUAL'S OPPORTUNITY TO PARTICIPATE IN CERTAIN COMPETITIONS	30

Bylaw 703. GRIEVANCES BY OR AMONG ORGANIZATION MEMBERS OR WITH THE FEDERATION	32
Bylaw 704. APPEALS OF DISCIPLINARY DECISIONS BY ORGANIZATION MEMBERS	33
Bylaw 705. FEDERATION'S SUBMISSION OF JURISDICTION TO ARBITRATION	34
Bylaw 706. LITIGATION	35
Bylaw 707. JURISDICTION OF FIFA AND COURT OF ARBITRATION FOR SPORT OVER INTERNATIONAL DISPUTES	35
PART VIII--AMENDMENTS	36
Bylaw 801. PROPOSING AMENDMENTS	36
Bylaw 802. RULES COMMITTEE REVIEWE AND ADVANCE NOTICE	36
Bylaw 803. VOTING REQUIREMENTS	36
Bylaw 804. EFFECTIVE DATE	36

**BYLAWS
OF THE
UNITED STATES SOCCER FEDERATION, INC.**

PART I--GENERAL PROVISIONS

Bylaw 101. NAME

This organization shall be incorporated and known as the United States Soccer Federation, Inc.

Bylaw 102. PURPOSES

The purposes of the Federation are:

- (1) to promote, govern, coordinate, and administer the growth and development of soccer in all its recognized forms in the United States for all persons of all ages and abilities, including national teams and international games and tournaments
- (2) to provide for the continuing development of soccer players, coaches, referees and administrators;
- (3) to provide for national cup competitions; and
- (4) to provide for the prompt and equitable resolution of grievances.

*See Policy 102(3)-1 — National Coaching Program
Policy 102(4)-1 — U.S. Open Cup*

Bylaw 103. FIFA MEMBERSHIP AND NATIONAL GOVERNING BODY STATUS

Section 1. The Federation is the national association member of the Federation Internationale de Football Association (“FIFA”) for the United States. The Federation is also a member of the Confederation of North, Central America and Caribbean Association Football (“CONCACAF”).

The Federation and its members are, to the extent permitted by governing law, obliged to respect the statutes, regulations, directives, and decisions of FIFA and of CONCACAF, and to ensure that these are likewise respected by their members. The Federation is further obligated to recognize the FIFA International Match Calendar.

Section 2. The Federation is the national governing body for the sport of soccer in the United States, as provided by the Sports Act (as defined in Bylaw 109) and the United States Olympic Committee (“USOC”).

Bylaw 104. FIFA LAWS OF THE GAME APPLY

The "Laws of the Game" as issued by the International Football Association Board apply to soccer games.

Bylaw 105. AUTONOMY AND EQUAL OPPORTUNITY

Section 1. In accordance with the Sports Act and the requirements of FIFA and the United States

Olympic Committee, the Federation shall be autonomous in its governance of the sport of soccer in the United States and may not delegate its governance responsibilities.

Section 2. The Federation and its members shall comply with all applicable laws governing non-discrimination and shall be open to membership without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 3. The Federation shall provide equal opportunity to athletes, coaches, trainers, managers, officials, and administrators to participate in amateur soccer competitions. The Federation and its members shall not discriminate on the basis of race, color, religion, national origin, disability, age, sex, sexual orientation, gender identity, or veteran status; except that the Federation and its members may have rules for team formation and soccer competitions that classify players and teams based on age, sex, citizenship, disability, amateur status, competitive ability, or as otherwise mandated by FIFA.

Section 4. The Federation may not have eligibility criteria relating to amateur status more restrictive than those of FIFA.

Bylaw 106. SEASONAL AND FISCAL YEAR

Section 1. The fiscal year of the Federation begins on April 1 of the calendar year and ends on March 31 of the following calendar year.

Section 2. The seasonal year of the Federation begins on September 1 of the calendar year and ends on August 31 of the following calendar year.

Bylaw 107. USE OF NAME AND LOGO

The name and logos of the Federation are registered with the United States Patent and Trademark Office. No one may use the name or initials of the Federation or any of its logos except as provided under these bylaws or except with the express written consent of the Federation.

See Policy 107-1 — Use of Federation Logo By Members

Bylaw 108. ROBERT'S RULES OF ORDER

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

Bylaw 109. DEFINITIONS

The following definitions apply to these Bylaws:

- (1) “**Administrative Commission**” means eight Commissioners elected by the Youth or Adult Councils.
- (2) “**Adult Council**” means the Adult Council established under Bylaw 313.

- (3) "**Associate**" means an organization formed to advance a particular aspect of soccer, but not responsible for recruiting, training, fielding and funding of soccer players.
- (4) "**Athlete**" has the meaning given that term under the Sports Act, with respect to an individual playing soccer.
- (5) "**Athletes' Council**" means the Athletes' Council established under Bylaw 321.
- (6) "**Board of Directors**" or "**Board**" means the Board of Directors established under Bylaw 411.
- (7) "**club**" means an organization of one or more soccer teams usually playing within a geographic area.
- (8) "**Disabled Service Organization**" means an organization formed with the primary goal of advancing and improving soccer for disabled individuals.
- (9) "**Federation**" means the United States Soccer Federation, Inc.
- (10) "**FIFA**" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- (11) "**Individual Sustaining Member**" means the Individual Sustaining Member as established under Bylaw 232.
- (12) "**Indoor Professional League**" means a professional sports organization that has professional indoor soccer teams competing against each other.
- (13) "**international game**" means a game between two teams belonging to different FIFA national association members; a game between two teams from the same FIFA national association member that is played at a site in another FIFA national association member; a game involving an all-star team comprised of players of more than one FIFA national association.
- (14) "**Life Member**" means a Life Member established under Bylaw 231.
- (15) "**National Affiliate**" means an amateur sports organization that conducts soccer programs in which players compete in at least 26 states of the United States.
- (16) "**National Association**" means an amateur sports organization that conducts soccer programs in which players register and compete in each of at least 26 states of the United States, with at least 1,000 players in each of 26 states of the United States and at least 200,000 players in the United States and is a member of the Youth or Adult Council established under Bylaw 312 or 313.
- (17) "**National Council**" means the National Council established under Bylaw 301.
- (18) "**Organization Member**" means an organization that is a member of the Federation as provided in Bylaw 202.
- (19) "**Other Affiliate**" means an amateur sports organization that conducts soccer programs in which players compete in less than 26 states of the United States but in 4 or more states of the United States and is not a member of either the Youth or Adult Council.
- (20) "**President**" means the Federation's President established under Bylaw 401.
- (21) "**Professional Council**" means the Professional Council established under Bylaw 314.
- (22) "**Professional League**" means a professional sports organization that has professional soccer teams competing against each other.
- (23) "**Professional League Standards**" means the minimum standards for a

Professional League as adopted by the Board of Directors.

- (24) “**Secretary General**” means the Secretary General established under Bylaw 501.
- (25) “**Sports Act**” means the Ted Stevens Olympic and Amateur Sports Act, chapter 2205 of title 36, United States Code, as amended.
- (26) “**State Association**” means the administrative body within a territory determined by the National Council to carry out the Federation’s programs for amateur youth or amateur adult players, or both.
- (27) “**seasonal year**” begins on September 1 of the calendar year and ends on August 31 of the following calendar year.
- (28) “**team**” means a group of soccer players playing on the same side in a soccer game.
- (29) “**Treasurer**” means the Treasurer established under Bylaw 402.
- (30) “**USOC**” means the United States Olympic Committee.
- (31) “**Vice President**” means the Federation’s Vice President established under Bylaw 401.
- (32) “**Youth Council**” means the Youth Council established under Bylaw 312.
- (33) “**youth player**” means an individual who has not reached 20 years of age as of January 1.

PART II--MEMBERSHIP

Subpart A--General

Bylaw 201. ELIGIBILITY

Membership in the Federation is open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators and officials without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Bylaw 202. MEMBERSHIP CATEGORIES

The Federation has the following categories of membership:

- (1) Organization Member composed of the following classifications of members:
 - (A) Associate.
 - (B) Disabled Service Organization.
 - (C) Indoor Professional League.
 - (D) National Affiliate.
 - (E) National Association.
 - (F) Other Affiliate.
 - (G) Professional League.
 - (H) State Association.
- (2) Life Member.
- (3) Individual Sustaining Member

See Policy 202(1) (H)-1—Professional Leagues

Subpart B--Organization Members

Bylaw 211. ADMISSION TO MEMBERSHIP

Section 1. An organization desiring to become an Organization Member of the Federation must submit a written application for membership to the Secretary General. The applicant must apply for a specific membership category. The applicant must include with the application copies of its charter, articles of incorporation or other organizational documents, bylaws, rules, regulations, any rules of play, and other governing documents sufficient to describe the structure, nature, and extent of the organization's activities. The Secretary General shall prescribe the form of the membership application and each document to be submitted.

Section 2. The Secretary General shall refer an application to be an Organization Member to the Board of Directors for consideration. The Board shall submit the application and accompanying documents to the appropriate committee or task force of the Federation for review and report. The Board shall determine whether the applicant complies with the Bylaws, policies and requirements of the Federation for the membership category for which the applicant applied. If the Board determines that the applicant qualifies, the Board may (A) admit the applicant to provisional membership in the Federation until the next meeting of the National Council that the application can be considered and recommend that the applicant be admitted into full membership of the Federation, or (B) if the National Council has delegated to the Board authority to approve an application, admit the applicant to full membership in the Federation. If the Board determines that applicant does not qualify, provisional membership shall not be granted and the Board shall either deny the application or recommend to the National Council that the applicant not be approved for membership in the Federation. The National Council or Board, as applicable, shall admit a qualified applicant into full membership of the Federation by majority vote.

Bylaw 212. GENERAL RESPONSIBILITIES

Section 1. As a condition for obtaining and maintaining membership in the Federation, each Organization Member shall satisfy all of the following requirements:

(1) except as otherwise required by applicable law, comply with all Bylaws, policies and requirements of the Federation, and all statutes, regulations, directives and decisions of FIFA and CONCACAF, each as they may be amended or modified from time-to-time, to the extent applicable to that classification of Organization Member.

(2) make available to the Federation any amendment to its organizational documents or its governing documents.

(3) submit to the Federation its most current annual financial statements within ninety (90) days after the end of its fiscal year.

(4) except Associates and as provided by Section 1 of Bylaw 601
(A) require that every player, coach, trainer, manager, administrator and official that is sponsored, financed, coached, organized or administered by an Organization Member or a member organization of an Organization Member be registered with the appropriate Organization Member; and

(B) register with the Federation each seasonal year the names and addresses of those players, coaches, trainers, managers, administrators, and officials registered with such Organization Member.

(5) pay fees and other amounts due to the Federation by deadlines set by the Federation.

(6) comply with the Sports Act.

(7) if the Organization Member is responsible for recruiting, training, fielding or funding soccer players, establish a risk management program to promote the safety and protect the welfare of participants.

Section 2. Except as specifically provided otherwise in these Bylaws, each Organization Member has exclusive jurisdiction over its own programs and activities; provided, however, that any Organization Member or other person or entity subject to the jurisdiction of the Federation which desires to conduct an international competition to be held in the United States, or to sponsor an international competition to be held outside the United States, must first obtain a sanction from the Federation, which may be granted or denied at the Federation's discretion.

Section 3.

(a) Except as otherwise specifically provided in this Section 3, the organizational documents and governing documents of each Organization Member shall include the following:

(1) Except with respect to a Professional League, the membership of the Organization Member and its member organizations shall be open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of soccer who is not subject to suspension under Section 4 of Bylaw 241 or pursuant to the disciplinary or risk management action of any amateur soccer organization in its territory; and except for a National Association, the membership of the Organization Member and its member organizations shall be open to any amateur soccer organization in its territory.

(2) The Articles of Incorporation of the Federation, its rules and policies, and these Bylaws, including Bylaw 603 governing interplay, shall take precedence over and supersede the organizational and governing documents of the Organization Member and its member organizations except to the extent applicable law otherwise requires and the Organization Member and its member organizations shall abide by the Articles of Incorporation of the Federation, its duly approved binding rules and policies, and these Bylaws.

(3) The Organization Member shall not become a member of any organization that imposes any requirement that conflicts with the Articles of Incorporation of the Federation, its rules and policies, or these Bylaws.

(4) Except with respect to a Professional League and for-profit Organization Members, the Organization Member shall have a Board of Directors (or similar body) selected through an open and democratic election process.

(5) Except with respect to a Professional League, the actions and policies adopted by the board of directors (or similar body), executive committee of the board (or similar body), or officers of the Organization Member shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of the Organization Member's membership, with notice of the meeting and its purposes given to such membership at least fifteen (15) days in advance of the meeting.

(6) The Organization Member shall provide prompt and equitable procedures for resolution of complaints of its members and procedures for fair notice and an opportunity for a hearing with respect to any complaint of any Athlete, coach, trainer, manager, administrator or official who is a member of the Organization Member, or a member organization thereof, concerning a proposed declaration that any such individual is ineligible to participate in the programs or other activities of such Organization Member or a member organization thereof and such procedures shall conform, as applicable, to the provisions of Part VII of these Bylaws.

(7) The Organization Member shall adopt policies prohibiting sexual and physical abuse.

(b) The Federation may audit or review an Organization Member to determine compliance with the provisions of Section 3. The Federation's review shall be performed by a task force or committee designated by the Board.

Section 4. If an Organization Member intends or is being compelled by law to dissolve or otherwise terminate its existence for any reason, it shall immediately notify the Federation.

*See Policy 212—Reporting Risk Management Decisions
Policy 212-1—Participation in Affiliated Organizations
Policy 213—Mandatory Liability Insurance
Policy 601-10—Recognition of Risk Management Actions*

Bylaw 213. COMPLAINT AGAINST STATE ASSOCIATION

Section 1. Complaint Against State Association. An organization may file a complaint against a State Association alleging: (a) the State Association is violating the bylaws or policies of the Federation, (b) the State Association is violating its own bylaws or policies and is causing harm to the Federation; or (c) the State Association is not adequately carrying out its responsibilities to the Federation as a State Association.

Section 2. Submission of Complaint. A complaint against a State Association must contain specific allegations and must be submitted to the Secretary General. The complaint must be accompanied by a filing fee set by the Board to cover Federation expenses.

Section 3. Initial Review and Distribution of Complaint. The Secretary General shall review and may, at any time before the appointment of a hearing panel, dismiss any complaint deemed frivolous, vexatious, or made in bad faith. If the Secretary General dismisses the complaint, within (10) days of receipt of such dismissal, the complainant may appeal such dismissal to the Appeals Committee, which shall have the authority to affirm the dismissal or reinstate the complaint. If the complaint is not dismissed within fourteen (14) days of receipt, the Secretary General will notify and provide a copy of the complaint to the State Association, which may file within thirty (30) days a response to the Secretary General. The State Association shall simultaneously send a copy of its response to the complainant. The Secretary General may then dismiss any complaint under Sections 1(a) or 1(b) deemed moot based on a verified showing by the State Association of compliance with the bylaws and policies of the Federation and the State Association.

Section 4. Mediation. The Secretary General shall appoint a mediator to mediate the dispute between the complainant and the State Association unless the Secretary General concludes that mediation would be futile. The complainant and the State Association shall participate in mediation. Failure by the complainant to participate in mediation will result in the dismissal of the complaint; failure by the State Association to participate in mediation may be cause for the hearing panel to enter summary disposition against the State Association. Absent stipulation of the parties and the Secretary General, mediation shall commence within thirty (30) days of the appointment of a mediator and shall be attended by principals of the complainant and the State Association. Upon the resolution of the dispute by mutual agreement of the State Association and the complainant, or upon the failure of the mediation, the mediator shall notify the Secretary General.

Section 5. Hearing Panel. If the complaint is not resolved by mediation no later than forty-five (45) days the State Association's response was due to be filed, the Board shall appoint a hearing panel to conduct a hearing on the complaint. The chair of the hearing panel shall be a member of the Board.

Section 6. Notice of Hearing and Submissions. A hearing shall be scheduled not later than ninety (90) days after the appointment of the hearing panel. The Secretary General shall provide written notice of not less than thirty (30) days to the complainant and the State Association of the time and place of the hearing. Not less than fourteen (14) days before the hearing, the complainant and the State Association will exchange and submit to the hearing panel the following: (a) a position statement regarding the allegations of the complaint; (b) documents and exhibits sought to be introduced at the hearing; and (c) the names of witnesses and a summary of expected testimony.

Section 7. Summary Disposition Without Hearing. The hearing panel may file a recommendation against a party for failure to have participated in the mediation process. Upon review of the submissions by the parties prior to hearing, where no genuine dispute exists as to any material facts, the hearing panel may file its recommendation in favor of a party entitled to prevail on the merits. If hearing panel dismisses the complaint, within (10) days of receipt of such dismissal, the non-prevailing party may appeal such summary disposition to the Appeals Committee, which shall have the authority to uphold the summary disposition or remand for a hearing on the merits.

Section 8. Hearing; Procedures and Standard of Proof. The hearing panel may adopt reasonable procedures to conduct a hearing that provides the complainant and the State Association with opportunity to present evidence and testimony addressing the allegations of the complaint. The complainant bears the burden of proof, based on the preponderance of evidence, to establish the allegations of the complaint.

Section 9. Hearing Panel Recommendation. Within thirty (30) days after the hearing, the hearing panel shall make its factual findings and submit a written recommendation to the Board. The recommendation shall be sent concurrently to the complainant and the State Association.

Section 10. Decision. Within ninety (90) days after receipt of the hearing panel's

recommendation, the Board shall render a decision that:

- (1) dismisses the complaint; or
- (2) commands the State Association to take specific corrective actions within a specified period of time, subject to review by the Secretary General; or
- (3) places the State Association on probation for not more than 180 days, subject to terms and conditions specified by the Board; or
- (4) revokes the membership of the State Association and declares the existence of a vacancy.

Section 11. Probation. If the Board places a State Association on probation, the Board may monitor the State Association's compliance with the terms and conditions of probation. Upon the expiration of the probationary period specified by the Board, the Board shall conduct a review within thirty (30) days to determine whether the State Association has satisfied the terms of its probation. If the Board determines that the State Association failed to comply with the terms of its probation, the Board may revoke the membership of the State Association and declare the existence of a vacancy.

Section 12. Appeal to National Council. A State Association may appeal a decision of the Board to revoke its membership and declare a vacancy. Notice of appeal must be submitted to the Secretary General within fourteen (14) days after the decision of the Board. The submission of timely notice of appeal shall stay the Board's decision to revoke the State Association's membership pending further review by the National Council at its next meeting. Not later than fourteen (14) days after filing notice of appeal, the State Association, the complainant, and the Board may submit a position statement for distribution to the National Council. The National Council shall sustain or vacate the Board's decision by majority vote.

Section 13. Application to Replace a State Association. Upon the existence of a vacancy, any organization may apply to the Federation for appointment as the State Association. A vacancy shall exist once the Board's declaration of a vacancy becomes effective. The application and application process will be conducted in accordance with policies and procedures adopted by the Board. The Board will select the applicant most capable, based on the nature, scope, quality, and strength of its programs, to carry out the responsibilities to the Federation of a State Association. The membership of a new State Association will be ratified or rejected by majority vote of the National Council at its next meeting.

Bylaw 213.1 BOUNDARY CHANGE FOR STATE ASSOCIATION

Upon application of a State Association or its own motion, the Board may conduct a hearing to determine whether the boundaries of one or more State Associations should be altered. The Secretary General shall notify all potentially affected State Associations of the proposed boundary change and shall provide at least thirty (30) days written notice of the date and place of the hearing by the Board. The Board may approve changes to the boundaries of State Associations if the Board determines that the change would be beneficial to the administration of soccer. A State Association may appeal a decision of the Board to change its boundaries. Notice of appeal must be submitted to the Secretary General within fourteen (14) days after the decision of the Board. The submission of timely notice of appeal shall stay the Board's decision pending

review by the National Council at its next meeting. Not later than thirty (30) days after filing notice of appeal, the Board and any State Association affected by the Board's decision may submit a position statement for distribution to the National Council. The National Council shall sustain or vacate the Board's decision by majority vote.

Bylaw 214. FEES AND BONDS

Section 1. Each Organization Member shall pay to the Federation annual fees recommended by the Board and approved by the National Council by a majority vote. These fees may include annual membership fees and annual registration fees on a player or team basis.

Section 2. Each Professional League shall meet bond requirements set by the Board.

Section 3. The Board shall establish deadlines for the payment of fees.

*See Policy 214-1 -- Membership Dues Deadlines
Policy 214-2 -- Membership Fees*

Subpart C--Life and Individual Sustaining Members

Bylaw 231. LIFE MEMBERS

Section 1. The Board may nominate and the National Council may approve any person who has made a significant lifetime contribution towards the advancement and promotion of the sport of soccer to be a Life Member. Life Membership shall be considered the highest recognition bestowed by the Federation in recognition of lifetime activities promoting the sport of soccer.

Section 2. An Organization Member may recommend to the Board that an individual be nominated to be a Life Member of the Federation. A recommendation must be submitted in writing to the Secretary General at least 180 days before the National Council meeting at which the nomination may be considered. The Board may nominate up to two Life Member candidates each year and is not obligated to make any nomination in any year.

Section 3. A majority vote of the Board shall be required to nominate a Life Member. A majority vote of the National Council shall be required to grant Life Membership.

Section 4. An individual shall be eligible for nomination as a Life Member by satisfying at least one of the following criteria:

- (a) The individual was an officer of the Federation, and was elected to such office by a majority vote of the National Council; or
- (b) The individual served on the U.S. Soccer Federation Board of Directors for more than one full term; or
- (c) The individual was an officer, or provided substantial service in a significant role, other than as an officer, for at least ten (10) years of an Organization Member that organizes or runs soccer programs or competitions of the Federation and in that role provided extraordinary services to the Federation; or

(d) The individual was a staff member of the Federation, or served on a Federation committee, for at least eight (8) years.

Section 5. The Secretary General will promptly notify a nominee and invite the nominee to the next National Council meeting.

Section 6. A Life Member may exercise voting rights as provided at National Council meetings.

See Policy 231-1—Nomination Procedures for Life Members

Bylaw 232. INDIVIDUAL SUSTAINING MEMBERS

Section 1. Any individual, including any Athlete, trainer, manager, administrator and official active in soccer in the United States may become an Individual Sustaining Member of the Federation. The Board of Directors shall prescribe procedures for becoming an Individual Sustaining Member and the obligations and benefits of membership.

Section 2. All Individual Sustaining Members shall have the right to collectively elect delegates to vote at the National Council Meeting on an annual basis.

Section 3. Individual Sustaining Members shall have the right to be represented by up to six (6) delegates based upon numbers as follows:

- one (1) delegate for 1,001 to 5,000 total members and with members in at least four (4) states
- two (2) delegates for 5,001 to 25,000 total members and with members in at least eight (8) states
- three (3) delegates for 25,001 to 50,000 total members and with members in at least twelve (12) states
- four (4) delegates for 50,001 to 100,000 total members and with members in at least sixteen (16) states
- five (5) delegates for 100,001 to 200,000 total members and with members in at least twenty (20) states
- six (6) delegates for 200,001 total members and above and with members in at least twenty-six (26) states

Subpart D--Suspensions, Fines, and Terminations

Bylaw 241. SUSPENSIONS, FINES, AND TERMINATIONS

Section 1. An Organization Member failing to pay any fees due the Federation may be provided notice of the delinquency. If those fees are not paid within 30 days after the date specified in the notice of delinquency, the delinquent Organization Member may be suspended from membership in the Federation. Unless otherwise provided by the Board of Directors, the membership of an Organization Member shall be terminated automatically if the Organization Member has failed to pay those fees for a period of 45 days after the date specified in the notice of delinquency.

Section 2. The Board may impose disciplinary sanctions, require corrective action, suspend, fine, or terminate (or any combination thereof) the membership of any Organization Member if the Board determines, in its sole discretion, that (1) the conduct of the Organization Member is contrary to the best interests of soccer or the Federation, or (2) the Organization Member has not complied with the requirements of its membership in the Federation. The Board may act only after providing notice to the Organization Member and conducting a hearing at which the Organization Member may present evidence in support of its position.

Section 3. Disciplinary action imposed or recognized by the Federation must be honored and enforced by Organization Members and their members upon notice from the Federation. An Organization Member may notify the Federation of a disciplinary action taken against any of its members to suspend or terminate participation by providing the Federation with a copy of the decision and, upon request from the Federation, with the record of the disciplinary action. The Federation will recognize, honor, and enforce disciplinary action taken by an Organization Member upon confirmation that the subject of the disciplinary action received a hearing and was afforded procedural rights substantially similar to those set forth in the Federation's Bylaws and policies. This due process review does not constitute an appeal and shall not cast judgment on the factual record or merits of the disciplinary action.

See Policy 241-1—Recognition of Disciplinary Actions

PART III--COUNCILS

Subpart A--National Council

Bylaw 301. STATUS AND GENERAL AUTHORITY

The National Council shall be the representative membership body of the Federation and have the following authority:

- (1) to elect the President and Vice President of the Federation.
- (2) to amend the Articles of Incorporation and Bylaws.
- (3) to approve the budgets of the Federation, including budgets of the Youth, Adult, Professional and Athletes' Advisory Councils.
- (4) to grant Life Member status to individuals.
- (5) to approve changes in boundaries of State Associations.
- (6) to approve membership fees paid to the Federation.
- (7) to approve membership of all Organization Members.
- (8) to adopt policies and rescind or amend policies adopted by the Board.
- (9) to affirm actions of the Board.

Bylaw 302. COMPOSITION AND VOTING

Section 1.

(a) The following shall be members of the National Council and entitled to one vote unless otherwise specified:

- (1) delegates from the State Associations, National Associations, and

Professional Leagues having votes as determined and weighted under section 2 of this Bylaw.

(2) Athlete delegates having votes as determined and weighted under section 3 of this Bylaw.

(3) each voting member of the Board.

(4) each past President of the Federation.

(5) each Life Member, except that the total of all votes cast by Life Members shall not exceed twelve (12). If there are more than twelve (12) Life Members, then each Life Member's vote shall equal the fraction of twelve (12) divided by the number of Life Members at that meeting, rounded off to two (2) decimal places.

(6) delegates from each National Association, National Affiliate, Other Affiliate, Indoor Professional League, Disabled Service Organization and Associate.

(7) the Commissioners of the Adult Council's Administrative Commission shall be delegates and also entitled to vote in the Adult Council.

(8) the Commissioners of the Youth Council's Administrative Commission shall be delegates and also entitled to vote in the Youth Council.

(9) delegate(s) selected by Individual Sustaining Members.

(b) An individual eligible to vote in more than one capacity under subsection (a) of this section may only vote in one of those capacities, as selected by that individual.

(c) (1) No voting by proxy is allowed. Except as provided in subsection (2), an individual may cast all or part of the votes of an Organization Member having more than one vote at a National Council meeting. A delegate of an Organization Member must be an officer, director, or senior executive of the Organization Member or must be authorized in writing to serve as a delegate by the governing body of the Organization Member.

(2) For any National Council meeting, a delegate of an Organization Member may not cast votes that exceed 2 percent of the votes eligible to be cast at a National Council meeting.

(d) Any dispute regarding voting or eligibility to vote shall be decided by the Credentials Committee. A decision of the Credential Committee may be appealed to the Board.

(e) An Organization Member may designate alternates to register for and attend National Council meetings. An alternate may not vote but has the right to speak.

Section 2.

(a) The number of delegates from each of the Organization Members in the Youth, Adult, and Professional Councils shall be determined by the respective Councils. The number of delegates voting within a Council shall be proportional among its Organization Members based on the following:

(1) In the Youth Council, the number of delegates for (A) a State Association shall be based on the number of players registered and fees paid to the Federation by the State Association, and (B) a National Association shall be based on the number of players registered and fees paid by the National Association directly to the Federation and not through a State Association. In each case, players registered and fees paid shall be for the preceding calendar year, January 1 through December 31, as certified by the Federation's Treasurer.

(2) In the Adult Council, the number of delegates for (A) a State Association shall be based on the number of players registered and fees paid to the Federation by the State Association, and (B) a National Association shall be based on the number of players registered with the and fees paid directly to the Federation by the National Association and not through a

State Association, however the National Association shall designate delegate votes to National Association Members that are not State Associations based upon the number of players registered and fees paid directly to the National Association and not through a State Association. In each case, players registered and fees paid for the preceding calendar year, January 1 through December 31, as certified by the Federation's Treasurer.

(3) In the Professional Council, the number of delegates for each Professional League shall be based on the level of competitive division among the Professional Leagues.

(b) If the members of the Council are unable to reach agreement on the number of delegates under subsection (a) of this section, the Board shall determine the number.

(c) The Youth, Adult, and Professional Councils shall have equal voting strength in the National Council

(d) To provide equal voting strength among the Youth, Adult, and Professional Councils, the votes of the delegates from each of those Councils shall be multiplied by a Council multiplier. The Council multiplier shall equal the number of delegates for the Council with the largest number of delegates divided by the number of delegates of the respective Council, rounded off to 2 decimal places.

Section 3.

(a) At least twenty (20) percent of the votes eligible to be cast at a National Council must be Athletes, and the Credentials Committee shall make necessary adjustments to ensure that this twenty (20) percent Athlete requirement is satisfied.

(b) Athlete delegates to the National Council shall be determined by the Athletes' Council.

(c) One individual may cast all or part of the votes for the Athletes at a National Council meeting, but that individual may not cast votes for any other Organization Member or individual at the meeting. The individual may cast the votes as an Athlete delegate as determined by the Athletes' Council.

(d) To ensure at least twenty (20) percent Athlete representation on the National Council, the votes of the Athlete delegates shall be multiplied by an Athlete Council multiplier. The multiplier shall be calculated as follows: $((TWV/.8) - TWV)/AD$ rounded off to two (2) decimal places. "TWV" means the total weighted vote of all non-Athlete delegates at the National Council. "AD" means the number of Athlete delegates at the National Council meeting.

Bylaw 303. MEETINGS AND MAIL VOTE

Section 1. The National Council shall hold an annual general meeting during the first quarter of each calendar year on a date and at a place designated by the Board of Directors by the end of the prior annual general meeting.

Section 2. A special meeting of the National Council may be called by the President, the Board, or upon written request by at least one third of all of the Organization Members. Notice of a special meeting shall include an agenda of specific business items to be considered, and no other business may be considered.

Section 3. Any business item (other than approval of Life Member nominations and proposed amendments to these Bylaws) to be presented to the National Council at an annual general meeting shall be submitted to the Secretary General at least sixty (60) days before the meeting.

In urgent cases, upon two-thirds vote, the National Council may consider an item not so submitted.

Section 4. The Secretary General shall give at least thirty (30) days' notice of the Council meeting to each member of the National Council, together with a proposed agenda.

Section 5. A motion adopted at a National Council meeting may only be rescinded at the same National Council meeting by a two-thirds vote.

Section 6. Draft minutes from each National Council meeting shall be approved and published by the Board within ninety (90) days after the National Council meeting.

Section 7. In matters of urgency, the Board may submit to the members of the National Council proposals for action by mail vote.

Section 8. The Board shall appoint a parliamentarian for each National Council meeting.

Subpart B--Youth, Adult and Professional Councils

Bylaw 311. GENERAL

Section 1. The Federation shall have the following councils:

- (1) Youth Council.
- (2) Adult Council.
- (3) Professional Council.
- (4) Athletes' Council

Section 2. The Councils shall be administrative units of the Federation and have responsibilities specified by the Bylaws or assigned by the Board. Responsibilities do not include governance, and all governance of Federation programs and activities are within the autonomous control of the Federation and may not be delegated to the Councils.

Section 3. The Councils shall meet at least annually at the annual general meeting of the National Council. Each such meeting is open to members of the Federation. All members in attendance have the right to speak but only members of that Council may vote at its meeting.

Bylaw 312. YOUTH COUNCIL

Section 1. The Youth Council shall be composed of:

- (a) State Associations of youth players that are admitted directly as members of the Youth Council and are not members of any National Association; and
- (b) National Associations that have been admitted as members of the Youth Council.

Section 2. The Youth Council shall have the following responsibilities:

- (a) to make reports and recommendations to the Board about youth soccer matters, including programs and activities the Board may direct the Youth Council to administer; and

(b) to elect a Chairperson of the Youth Council from among the 8 Commissioners of the Youth Council's Administrative Commission at the annual Youth Council meeting in even-numbered years.

Section 3.

(a) The Youth Council shall have an Administrative Commission composed of eight (8) Commissioners. The Commission shall make timely reports and recommendations to the Board that the Administrative Commission considers appropriate and shall administer programs and activities that the Board has directed the Youth Council to administer.

(b) The Commissioners shall be elected by the State and National Associations of the Youth Council.

(c) (1) The eight (8) commissioner positions shall be allocated proportionally among (A) the State Associations that are direct members of the Youth Council and not members of any National Association, and (B) the National Associations of the Youth Council. The proportional allocation shall be based on player registrations certified under Section 2 of Bylaw 302.

(2) For purposes of proportional allocation, (A) the registrations for State Associations that are direct members of the Youth Council shall be aggregated, and (B) National Associations shall be considered separately and the registrations of each National Association shall include the player registrations of State Associations that are members of the National Association, if any. An allocation of a commissioner position shall require an aggregate player registration of no less than one-eighth of all player registrations for the Youth Council, except that each National Association shall be allocated at least one commissioner position.

(d) The Commissioners shall serve two (2) year terms expiring at annual general meetings of the National Council. A vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term. A Commissioner remains in office until a successor is elected.

Bylaw 313. ADULT COUNCIL

Section 1. The Adult Council shall be composed of:

(a) State Associations of adult players that are admitted directly as members of the Adult Council and are not members of any National Association; and

(b) National Associations that have been admitted as members of the Adult Council.

Section 2. The Adult Council shall have the following responsibilities:

(a) to make reports and recommendations to the Board about adult soccer matters, including programs and activities the Board may direct the Adult Council to administer; and

(b) to elect a Chairperson of the Adult Council from among the eight (8) Commissioners of the Adult Council's Administrative Commission at the annual Adult Council meeting in even-numbered years.

Section 3.

(a) The Adult Council shall have an Administrative Commission composed of eight (8) Commissioners. The Commission shall make timely reports and recommendations to the Board that the Commission considers appropriate and shall administer programs and activities

that the Board has directed the Council to administer.

(b) The Commissioners shall be elected by the State and National Associations of the Adult Council.

(c) (1) The eight (8) commissioner positions shall be allocated proportionally among (A) the State Associations that are direct members of the Adult Council and not members of any National Association, and (B) the National Associations of the Adult Council. The proportional allocation shall be based on player registrations certified under section 2 of Bylaw 302.

(2) For purposes of proportional allocation under paragraph (1) of this subsection, (A) the player registrations for State Associations that are direct members of the Adult Council shall be aggregated, and (B) National Associations shall be considered separately and the player registrations of each National Association shall include the player registrations of the State Associations that are members of the National Association, if any. An allocation of a commissioner position shall require an aggregate registration of no less than one-eighth of all registrations for the Adult Council, except that each National Association shall be allocated at least one commissioner position.

(d) The Commissioners shall serve two (2) year terms expiring at annual general meetings of the National Council. A vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term. A Commissioner remains in office until a successor is elected.

Bylaw 314. PROFESSIONAL COUNCIL

Section 1. The Professional Council shall be composed of Professional Leagues admitted as members of the Professional Council.

Section 2. The Professional Council shall have the following responsibilities:

(a) to make reports and recommendations to the Board about professional soccer matters, including programs and activities the Board may direct the Professional Council to administer;

(b) to elect a Chairperson of the Professional Council; and

(c) to designate, in even numbered years, the number of delegates from the Professional Council to the National Council.

Subpart C--Athletes' Council

Bylaw 321. ATHLETES' COUNCIL

Section 1. The Federation shall have an Athletes' Council to represent its Athletes. All Athletes are eligible to vote to elect Athlete representatives to the Athletes' Council. An Athlete must be 18 years of age to serve on the Athletes' Council. Athletes may determine the number of representatives on the Athletes' Council.

Section 2. The Athletes' Council shall have the following responsibilities:

(a) to provide a broader means of communication between Athletes and the Federation;

- (b) to make reports and recommendations to the Board about matters affecting Athletes;
- (c) to elect representative and alternate to the United States Olympic Committee's Athletes' Advisory Council;
- (d) to elect Athletes to the Board of Directors and Executive Committee;
- (e) to select Athlete delegates to the National Council;
- (f) to approve the appointment of Athletes to serve on Federation committees as required by the USOC; and
- (g) to establish internal operating policies and procedures consistent with the Sports Act, the USOC bylaws, and these Bylaws.

Bylaw 322. ELECTIONS AS COMMISSIONERS, DIRECTORS AND DELEGATES

Section 1. The Athletes' Council shall prescribe procedures for the nomination and election of Athletes to serve on the Athletes' Council. The Athletes' Council shall elect its Athlete representatives to four (4) year terms including the Athlete representatives and alternate to the USOC Athlete Advisory Council who shall serve in accordance with Bylaw 323. These elections shall be held every November in even numbered years. There shall be twenty (20) Athlete representatives and they shall serve staggered terms as determined by the Athletes' Council

Section 2. The Athletes elected under section 1 of this Bylaw shall determine amongst themselves who is to serve a two (2) year term on the Board.

Bylaw 323. REPRESENTATIVES TO OLYMPIC COUNCIL

The Athletes shall nominate and elect from amongst themselves a representative and an alternate to the United States Olympic Committee's Athletes' Advisory Council. The representative and alternate shall serve four (4) year terms coinciding with the years in which the summer Olympic Games are held. The representative and alternate may not be of the same gender. The election shall be held at a time every fourth year so that the representative and alternate elected may take office at least sixty (60) days before the first meeting of the board of directors of the USOC after the summer games. A representative or alternate may not serve more than two (2) full terms.

PART IV--OFFICERS, BOARD OF DIRECTORS, AND COMMITTEES

Subpart A--Officers

Bylaw 401. OFFICERS

Section 1.

- (a) The elected officers of the Federation are the President and Vice President. An officer must be a citizen of the United States.
- (b) The President and Vice-President shall be separately elected, by secret ballot unless waived by consent, by majority vote of the National Council.
- (c) No officer may receive compensation from the Federation except for reimbursement of expenses or compensation as a player on a national team.

- (d) No person who has been convicted of or pled no contest to a felony or crime of moral turpitude (as determined by the Board) may serve as an officer of the Federation.

Section 2. The terms of office are as follows:

- (a) the President: four (4) years, being elected in every other even-numbered year.
- (b) the Vice President: four (4) years, being elected in even-numbered years in which an election for President would not normally be held.

Section 3.

- (a) If a vacancy occurs in the office of President, the following order of succession applies:
 - (1) Vice President.
 - (2) Chairperson of the Adult Council.
 - (3) Chairperson of the Youth Council.
 - (4) Chairperson of the Athletes' Council
 - (5) Appointee of the Board.
- (b) A successor shall serve until the next annual general meeting of the National Council at which the National Council will conduct an election for the remainder of any unexpired term.

Section 4. No person may be elected to more than three (3) terms as President or more than three (3) terms as Vice-President. No person may serve more than sixteen (16) years in total as an elected officer. A person is not eligible to run for elected office if the person has served more than twelve (12) years as an elected officer.

Section 5. To become a candidate for President or Vice President, a person must file for nomination to the Nominating and Governance Committee at least sixty (60) days before the annual general meeting at which the National Council will conduct the election. Each candidate must consent to a background check to be reviewed by the Nominating and Governance Committee.

Section 6. If no eligible candidate files for nomination for President or Vice President, a vacancy in the office of President or Vice-President shall be declared at the annual general meeting of the National Council at which the election was to be held and the position shall be filled pursuant to these Bylaws.

Section 7. Transition Period. An elected officer at the time Section 4 is adopted who would be otherwise ineligible for an additional term shall not be precluded from being elected and serving one final term.

Bylaw 402. RESPONSIBILITIES OF OFFICERS

Section 1. The responsibilities of the President of the Federation shall include the following:

- (a) preside at all meetings of the National Council and the Board of Directors, and

- (b) serve as Chairperson of the Board; subject to approval of the Board, appoint or replace members of committees and task forces, and serve as an ex officio member of those committees and task forces;
- (c) submit an annual report on the state of the Federation thirty (30) days prior to the annual general meeting of the National Council; and
- (d) serve as or designate the official representative of the Federation in FIFA, CONCACAF, and other international organizations.

Section 2. The Vice President shall assist the President in the performance of the President's responsibilities and shall exercise all the powers of the President in the President's absence or incapacity.

Section 3. The President shall appoint, subject to approval of the Board, a member of the Board to serve as Treasurer. The Treasurer will serve as the Chairperson of the Budget and Finance Committee. The Treasurer shall possess the authority to act as treasurer of the corporation as may be required by applicable law and any authority specifically bestowed by the Board of Directors.

Subpart B--Board of Directors

Bylaw 411. GENERAL AUTHORITY AND RESPONSIBILITIES

Section 1. The Federation shall have a Board of Directors. Except as otherwise specifically provided by these Bylaws, the Board shall have all governance, supervisory, and administrative authority of the Federation.

Section 2. No member of the Board, committee chairperson, or voting committee member may receive compensation from the Federation except for reimbursement of expenses, compensation as a player on a national team, or as authorized by contract approved by the Board. A member of the Board with a financial interest in any matter under consideration by the Board shall abstain from deliberations and voting by the Board on such a matter.

Section 3. No member of the Board or officer of the Federation may serve as an officer or director of any other amateur sports organization that is recognized as a national governing body by the USOC.

See Policy 411-1—Federation Responsibility

Bylaw 412. COMPOSITION

The Board of Directors consists of the following members, with each member having one vote except as otherwise provided:

- (1) President.
- (2) Vice President.
- (3) immediate past president (non-voting).

(4) Chairperson of the Adult Council and a delegate from the Adult Council elected by the Adult Council for a two (2) year term expiring at annual general meetings of the National Council.

(5) Chairperson of the Youth Council and a delegate from the Youth Council elected by the Youth Council for a two (2) year term expiring at annual general meetings of the National Council.

(6) Chairperson of the Professional Council and a delegate elected by the Professional Council for a two (2) year term expiring at annual general meetings of the National Council.

(7) Athletes, which shall be at least twenty (20) percent of the total number of voting members of the Board, rounded up to the next whole number (currently 3), elected as provided by Bylaw 322.

(8) three independent directors elected by the National Council to staggered terms for three (3) year terms each, expiring at annual general meetings of the National Council. Notwithstanding any other provision in these Bylaws and for 2017 only, the National Council shall elect one independent director to a two-year term, shall elect one independent director to a three-year term, and the independent director that is currently serving a term of office through 2018 shall remain until the 2018 annual general meeting of the National Council.

(9) one “at large” representative elected by the procedures set forth in Bylaw 413, for a two (2) year term expiring at annual general meetings of the National Council.

(10) Secretary General (non-voting).

Bylaw 413. ELIGIBILITY

Section 1.

- (a) All members of the Board must consent to a background check to be reviewed by the Nominating and Governance Committee.
- (b) No person who has been convicted of or pled no contest to a felony or crime of moral turpitude (as determined by the Board) may serve as a member of the Board.
- (c) No person may serve more than sixteen (16) years as a voting member of the Board. This limitation does not apply to elected officers, full-time employees of an Organization Member or Athletes.
- (d) Effective with the elections at the Annual General Meeting in 2022, the immediate past president shall serve a maximum of six (6) years.

Section 2.

- (a) A person may not be nominated or serve as an independent director if at any time during the three (3) years before commencing or during his or her term—
 - (1) the individual or any immediate family member is employed by or holds any paid position or any volunteer governance position with the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation;
 - (2) the individual or immediate family member receives compensation (other than reimbursement of expenses), directly or indirectly from the Federation, an Organization Member, a member of an Organization

Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation; or

- (3) the individual or immediate family member is a partner or has a direct or indirect ownership interest of five (5) percent or more in an Organization Member, a member of an Organization Member or sponsor, agent, outside auditor, or outside counsel of the Federation.
- (b) If an independent director position becomes vacant, the Board may appoint a successor to serve until the next annual general meeting of the National Council. The National Council will conduct any election for the remainder of any unexpired term.
- (c) No person may serve as an independent director on the Board for more than nine (9) years.
- (d) No person who has served as an officer of the Federation or as an Adult, Youth, Professional Council or At Large member of the Board of Directors may serve as an independent director on the Board.

Section 3. The “at large” representative shall be elected by the following Organization Members, so long as they are not otherwise represented on the Board, with each of the following Organization Members having votes as set forth below: (a) Disabled Service Organizations; (b) Professional Leagues; (c) National Affiliates; (d) National Associations; and (e) Other Affiliates. If more than one Organization Member listed above is controlled by a single individual or entity, such commonly-controlled Organization Members shall be grouped together and counted as one Organization Member for purposes of determining the number of votes as set forth below. The election of the “at large” representative shall be administered by the Secretary General and shall occur within 30 days after the Annual General Meeting at which the 2-year term set forth in Bylaw 412(10) above is to expire or within 30 days of a vacancy in the position. Election of the “at large” representative shall be by majority of the votes cast by those Organization Members eligible to vote for the position. Organization Members shall receive the greater number of votes as calculated under one of the following methods: A) One (1) vote for Organization Members that register up to 99,999 players, Two (2) votes for Organization Members that register between 100,000 and 299,999 players, Three (3) votes for Organization Members that register 300,000 or more players; **or** B) One (1) vote for Organization Members that register players with or are members of one of the Youth, Adult or Professional Councils, Two (2) votes for Organization Members that register players with or are members of two or more of the Youth, Adult or Professional Councils. Player registrations for purposes of this section shall be based on registrations in the calendar year immediately prior to the election. If there are more than two candidates running for the position and none of the candidates receives a majority of the vote, a run-off election of the top two vote getters will be conducted. If any election results in a tie, the Board of Directors shall determine the appropriate tie-breaker procedures.

Section 4. The term of a board member elected to a full term by the National Council takes office effectively upon the adjournment of the National Council meeting. A person appointed or elected to fill a vacancy takes office immediately. The immediate past president will serve until the successor of the current president takes office, and effective with the elections at the Annual General Meeting in 2022, the immediate past president shall serve a maximum of six (6) years.

Section 5. The Athletes' Council may elect alternate Board members. An alternative board member may serve during a Board meeting as a substitute for a Board member representing the Athletes' Council. Written notice of substitution of the alternative must be provided to the Secretary General at least 48 hours before the Board meeting.

Bylaw 414. MEETINGS

Section 1. The Board of Directors shall meet at least four (4) times each fiscal year. The Secretary General will give at least fourteen (14) days' notice of each regular meeting to members of the Board, together with the proposed agenda for the meeting.

Section 2. A special meeting of the Board shall be held at the direction of the President or upon written request by at least five (5) members of the Board to be delivered to the Secretary General. The Secretary General shall provide notice of a special meeting to Board members as soon as practicable, and the special meeting must be held within ten (10) days after receipt by the Secretary General of the directive or request, together with the proposed agenda for the special meeting.

Section 3. A member of the Board may participate in a Board meeting by conference telephone or other means so long as all members participating in the meeting may hear each other at the same time. Participation by such a means shall be deemed presence in person at the meeting.

Section 4. The Board may take action without meeting without prior notice, and without vote provided that unanimous consent is obtained in writing from all members of the Board. The Secretary General shall maintain a record and provide written notice to Board members of each action taken by the Board by written consent without a meeting.

Section 5. Minutes of each Board meeting shall be posted on the Federation's website within ten days (10) after adoption.

Bylaw 415. SUSPENSION AND REMOVAL

A member of the Board may be suspended by the Board for cause, after reasonable notice, hearing, and reasonable opportunity to present the member's case. Suspension requires a two-thirds vote of the other Board members. A member suspended by the Board will be suspended from all activities within the Federations. A President removed from office for cause shall be ineligible to serve as immediate past president. The Board shall direct the membership that elected the suspended member to remove and replace the suspended member as soon as practicable

Subpart C--Standing and Special Committees

Bylaw 431. STANDING AND SPECIAL COMMITTEES

Section 1.

- (a) The Nominating and Governance Committee, subject to approval of the Board,

shall prescribe the duties and responsibilities of each standing committee.

(b) The President shall annually appoint, subject to approval of the Board no later than the first regular Board meeting after the annual general meeting, the members of the following standing committees:

- (1) Appeals Committee.
- (2) Credentials Committee.
- (3) Physical Fitness and Sports Medicine Research Committee.
- (4) Referee Committee.
- (5) Rules Committee.
- (6) Disability Soccer Committee.
- (7) Technical Committee.
- (8) Independent Ethics Committee

(c) The President, subject to approval of the Board of Directors shall establish task forces and appoint their members. The president shall prescribe the responsibilities, specific objective, and term for each task force.

(d) The President shall name the Chairperson of each standing committee and task force from among its members.

(e) Standing committees and task forces shall report to the Board at least annually.

Section 2. The Appeals and Rules Committees and any other committee that prepares, approves, or implements programs involving the expenditure of funds received from the USOC or selects individuals for international, Olympic, and Pan American Games, shall be comprised of at least 20 percent Athletes. Athlete appointments to all Federation committees shall be made in conformance with the Sports Act and the USOC.

Section 3.

(a) The President shall annually appoint, subject to approval of the Board by not later than the first regular Board meeting after the annual general meeting, the members of the following committees of the Board:

- (1) Risk, Audit and Compliance Committee of the Board.
- (2) Nominating and Governance Committee of the Board.
- (3) Investment Committee of the Board.
- (4) Budget and Finance Committee of the Board

(b) Committees of the Board shall consist of at least three (3) and not more than five (5) Board members.

(c) The Risk, Audit and Compliance Committee shall include the three (3) independent directors.

(d) The Nominating and Governance Committee shall include the President and at least one (1) independent director amongst its members.

Section 4.

(a) The Risk, Audit and Compliance Committee shall be responsible for the oversight of the Federation's: (1) accounting and financial reporting processes; (2) systems of internal controls; and (3) compliance with legal requirements and ethical standards.

(b) The Risk, Audit and Compliance Committee shall meet at least four (4) times annually.

(c) The Risk, Audit and Compliance Committee shall meet at least twice a year separately with the independent auditor and the Chief Compliance Officer, both of whom shall report directly to the committee.

(d) The Risk, Audit and Compliance Committee shall be responsible for retaining or renewing an independent auditor, and overseeing the scope of audits.

(e) The Risk, Audit and Compliance Committee shall review finances, controls and compliance with management, the independent auditor, and outside advisers that the committee decides to retain.

Section 5.

(a) The Nominating and Governance Committee shall be responsible for overseeing: (1) the process for disclosure by Board members of conflicts of interest; (2) the process for nominating candidates for elective office and for determining their eligibility to hold office; (3) the orientation and training of new Board members.

(b) The Nominating and Governance Committee shall meet at least four (4) times annually.

(c) The Nominating and Governance Committee shall review conflict of interest disclosures for all directors on at least an annual basis and implement processes to manage conflicts on the Board.

(d) The Nominating and Governance Committee shall review and report to the Board on the eligibility of candidates nominated or elected to the Board.

(e) The Nominating and Governance Committee shall oversee the selection and nomination of independent directors, including ensuring that members meet eligibility requirements, independence criteria, and qualifications that may be required by the Board from time to time.

(f) The Nominating and Governance Committee shall oversee the performance review and compensation of the Secretary General.

See Policy 431-1 — Federation Standing Committees

PART V--ADMINISTRATIVE

Subpart A--Secretary General

Bylaw 501. APPOINTMENT

The Federation shall have a Secretary General. The Secretary General shall be appointed by the President, subject to the approval of the Board, and shall serve as the Chief Executive Officer of the Federation.

Bylaw 502. RESPONSIBILITIES

The responsibilities of the Secretary General include the following:

- (a) manage the day-to-day business affairs of the Federation and oversee its operations, management, programs and staff.
- (b) subject to approval of the Board of Directors, coordinate and administer the development and selection of players to participate in Pan American, Olympic, World Cup championships and other international competitions.
- (c) attend all meetings of the National Council and the Board, and maintain records and minutes related to those meetings.
- (d) maintain the records and correspondence of the Federation.
- (e) ensure that notices of meetings are distributed in accordance with these Bylaws.
- (f) prepare and distribute an annual report to the members of the National Council at least thirty (30) days before the annual general meeting of the National Council.
- (g) subject to approval of the Board, maintain Federation staff that is provided under the Federation budget, to carry out programs of the Federation and responsibilities of the Secretary General.

See Policy 502-1 — Authority of Secretary General to Fine

Subpart B--Finances

Bylaw 511. YEARLY BUDGET

Section 1. An annual budget for the Federation shall be prepared by the Budget and Finance Committee of the Board and shall be approved by the Board at least sixty (60) before the annual general meeting. At least 30 days before the annual general meeting the budget approved by the Board will be submitted to the National Council for its approval.

Section 2. The budget shall include projected expenses to be incurred by the officers, Board, National Council, the Federation's offices and staff, the Federation's committees and programs, and the Youth, Adult, Professional, and Athletes' Councils.

See Policy 511-1 — Federation Budget Amendments

Bylaw 512. AUDIT

The Risk, Audit and Compliance Committee of the Board shall select, with the approval of the Board, an independent certified public accountant to audit the Federation's books. An annual audit report shall be submitted to the Board and published on the Federation's website.

Bylaw 513. QUARTERLY FINANCIAL STATEMENTS

Quarterly financial statements of the Federation shall be distributed to the Board and made available to Organization Members upon request on a timely basis after the end of each fiscal quarter. These financial statements will show the budget approved by the National Council and performance against the budget.

Subpart C--International Games

Bylaw 521. HOSTING OF AND PARTICIPATING IN INTERNATIONAL GAMES

The Federation will exercise all authority over international games granted to it by FIFA and the Sports Act pursuant to policies adopted by the Board.

See Policy 521-1—International Match Sponsorship

Subpart D--Referee Administration

Bylaw 531. GENERAL POLICIES

The Board of Directors shall prescribe policies concerning the administration of the National Referee Development Program consistent with these bylaws, including policies related to referee registration, assignment of game officials, uniforms, Federation FIFA referee and assistant referee qualifications, assignment of game officials, assignors, use of unregistered referees, misconduct toward game officials, misconduct by game officials, and ethics and restrictions on game officials and assignors.

See Policy 531-1 — Referee Administration
Policy 531-2 — Referee Registration Fee
Policy 531-3 — Referee Registration Cards
Policy 531-4 — Referee Uniform
Policy 531-5 — Referee Authority
Policy 531-6 — Restriction on Referee as a Player
Policy 531-7 — Federation FIFA Referee and Assistant Referee Qualifications
Policy 531-8 — Assignment of Game Officials
Policy 531-9 — Misconduct Toward Game Officials
Policy 531-10 — Misconduct of Game Officials
Policy 531-11 — National Referee Development Program

Bylaw 532. REFEREE REGISTRATION REQUIRED

All referees will be registered on Federation referee registration forms through the State Referee Administrator or the Overseas Referee Branch. Certain registration responsibilities may be delegated to a State Association Referee Registrar with the approval of the Referee Committee and the Board of Directors.

See Policy 532-1 — Referee Registration

Subpart E--Miscellaneous

Bylaw 541. INDEMNIFICATION

Section 1. The Federation shall indemnify and hold harmless each current and former member of the Board and all officers and employees of the Federation, or any person who is or was serving on behalf of the Federation and at the request of the Federation (each, an “Indemnitee”) to the fullest extent permitted by New York law from and against any and all losses, claims, demands, costs, damages, liabilities, expenses of any nature (including reasonable attorneys’ fees and disbursements and other costs of litigation, whether pending or threatened), judgments, fines, settlements and other amounts, of any nature whatsoever, known or unknown (collectively, “Liabilities”) arising from any and all claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative (collectively, “Actions”), in which the Indemnitee may be involved, or threatened to be involved as a party or otherwise, arising out of or incident to the business of the Federation, if the Indemnitee’s conduct did not constitute fraud, gross negligence, willful misconduct, criminal misconduct, a knowing violation of applicable law, or a transaction for which such Indemnitee received a personal benefit in violation of applicable law. The termination of an Action, suit or proceeding by judgment, order, settlement, or upon a plea of *nolo contendere* or its equivalent, shall not, in and of itself, create a presumption that the Indemnitee acted in a manner that would be excluded from indemnity pursuant to the preceding sentence. Expenses incurred by an Indemnitee in defending any Action subject to this Bylaw may be advanced by the Federation prior to the final disposition of such Action upon receipt by the Federation of a satisfactory written commitment by or on behalf of the Indemnitee to repay such amount if it shall be determined that such Indemnitee is not entitled to be indemnified as authorized in this Bylaw. The indemnification provided by this Bylaw shall be in addition to any other rights to which an Indemnitee may be entitled under any agreement, as a matter of law or equity or otherwise, and shall inure to the benefit of the heirs, successors, assigns and administrators of the Indemnitee.

Section 2. The Board of Directors may authorize the purchase of insurance to cover any person potentially due indemnification under this Bylaw.

Bylaw 542. SAVING CLAUSE

Failure of literal or complete compliance with provisions of these Bylaws 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 National Council or the Board.

PART VI--PLAYERS AND PLAYING

Bylaw 602. PROFESSIONAL PLAYER CONTRACT REQUIREMENT

Each professional player contract with a United States citizen playing in the United States shall include the following language: “Any United States citizen registered with the Federation shall be made available on request of the Federation for international games, FIFA and CONCACAF tournaments, and Olympic Games competition, including preparation, qualification, and final tournament matches.” The Federation will cooperate with each Professional League and professional team in establishing procedures for the use of players for those Federation purposes and, to the extent possible, in avoiding scheduling conflicts.

Bylaw 603. INTERPLAY

Section 1. An Organization Member may not require that all of the players, coaches, teams, and administrators of another Organization Member be registered with the first Organization Member as a condition for only some of those players, coaches, teams, or administrators to participate in any activity of the first Organization Member. Only those players, coaches, teams, and administrators desiring to participate with an Organization Member can be required to register with such Organization Member, but they must comply with all of the regular registration requirements of the Organization Member

Section 2. An Organization Member (other than a Professional League) shall not discriminate against the participation of players, teams, coaches or clubs on the basis of that player, coach, team, or club’s membership in, or affiliation with, another Organization Member.

Section 3. Any Organization Member sanctioning a tournament shall require the tournament to identify the Organization Member that sanctioned the tournament on all tournament advertisements and promotional materials, including promotional emails, online promotions, or websites for the tournament. A tournament open to teams from another Organization Member must be open to teams of all Organization Members, and the tournament must disclose on all tournament advertisements and promotional materials, including promotional emails, online promotions, or websites for the tournament, that the tournament is open to teams from all Federation Organization Members. A tournament may charge each team of another Organization Member an additional fee of not more than \$25 to participate in the tournament.

Bylaw 604. PLAYER REQUIREMENTS

A player representing the Federation shall meet the requirements of FIFA.

See Policy 601-1 — Player Status – Adult or Professional

Policy 601-2 — Registration of Professional Players and Registration Procedures
Policy 601-3 — Professional Player Contract
Policy 601-4 — Amateur Reinstatement
Policy 601-5 — Registration of Amateur Players
Policy 601-6 — International Clearances
Policy 601-7 — Residence Registration-Competition Participation
Policy 601-8 — Professional League Player Registration
Policy 601-9—Registration
Policy 604-1—Anthem

PART VII- -HEARINGS, GRIEVANCES, DISPUTES AND APPEALS

Bylaw 701. HEARING PROCEDURES

Section 1. In all hearings conducted by the Federation and its Organization Members under these Bylaws, the parties shall be accorded:

- (1) notice of the specific charges, claims, or alleged violations in writing and possible consequences if the charges, claims, or allegations are found to be true;
- (2) reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- (3) the right to have the hearing conducted at a time and place so as to make it practicable for the respondent to attend;
- (4) a hearing before a disinterested and impartial panel;
- (5) the right to be assisted (including by counsel) in the presentation of one's case at the hearing;
- (6) the right to call witnesses and present oral and written evidence and argument;
- (7) the right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing;
- (8) the right to have a record made of the hearing if desired;
- (9) a timely written decision containing findings of fact and with reasons for the decision, based solely on the evidence of record; and
- (10) notice of any substantive and material action of the hearing panel in the course of the proceedings;

Section 2. No ex parte communication is permitted between a party and any person involved in making its decision or procedural determination except to provide explanations involving procedures to be followed.

Section 3. Hearing rules and procedures shall be set forth by policy.

See Policy 701-1—Hearing Procedures

Bylaw 702. GRIEVANCES RELATED TO AN INDIVIDUAL'S OPPORTUNITY TO PARTICIPATE IN CERTAIN COMPETITIONS

Section 1. Fair notice and an opportunity for a hearing shall be accorded to any amateur athlete,

coach, trainer, manager, administrator, or official before the Federation may declare that individual ineligible to participate in any amateur athletic competition.

Section 2. Any amateur athlete, coach, trainer, manager, administrator, or official who alleges being denied by the Federation or an Organization Member the opportunity to compete in the Olympic Games, Pan American Games, World Cup competitions, or any “protected competition” as defined in the Sports Act and the USOC bylaws shall promptly notify in writing the President and the Chairperson of the Athletes’ Council. The President shall cause the allegations to be investigated. Nothing in these Bylaws, including participation in the Federation’s grievance procedures, shall operate to preclude the aggrieved from seeking remedy from the USOC.

Section 3. A grievance may be filed by any athlete, coach, trainer, manager, administrator, or official regarding the opportunity to participate in, or to attempt to qualify for selection to participate in, (1) any amateur athletic competition, (2) any soccer event of the Pan American Games, the Olympic Games, World Cup, or (3) any other “protected competition” as defined by the USOC bylaws.

Section 4. In this Bylaw:

(1) “amateur athletic competition” means any competition sponsored or organized by the Federation at which amateur soccer players compete at a highly competitive level, such as national team events, international competitions, and ODP programs; and

(2) jurisdiction for any grievance related to a competition sponsored by any other entity shall be with the sponsoring entity whose decision is final unless otherwise appealable to the Federation under these Bylaws.

Section 5. A grievance must be made in writing and signed by any grievant, and shall be addressed to the President and simultaneously submitted to the Secretary General and served on all parties via hand-delivery, courier, certified mail, facsimile, or electronic mail as soon as practicable. A grievance must (a) identify all parties to the dispute, including any Organization Member, committee of the Federation, or official of the Federation against whom the grievance is made, (b) state with specificity the actions giving rise to the grievance and the grounds for sustaining the grievance; and (c) identify the requested relief

Section 6. The Secretary General shall promptly communicate with the parties and the President and Chairperson of the Athletes’ Council, and they shall attempt to resolve the grievance. If the grievance remains unresolved, the Secretary General shall, without prejudice to the right of the grievant to pursue remedies available under the Sports Act and the USOC bylaws, arrange for a prompt hearing of the grievance by a hearing panel.

Section 7. A hearing panel of three (3) Board members (including at least one Athlete) shall be appointed by the President (or, in the event of the President’s recusal, by a successor based on the order of succession in Bylaw 401) and shall be approved by the Board. No Board member involved in the grievance or having a direct interest in the outcome of the grievance, whether personally or by virtue of organizational affiliation, may serve on the hearing panel or vote to approve the hearing panel.

Section 8. A hearing shall be conducted not less than twenty (20) nor more than sixty (60) days after receipt of the grievance by the Federation, except that the hearing panel may order an expedited hearing to resolve a grievance before a scheduled competition.

Section 9. The hearing panel shall promptly issue its written findings and decision, which shall be final and binding upon the parties, except as otherwise provided in USOC bylaws.

Bylaw 703. GRIEVANCES BY OR AMONG ORGANIZATION MEMBERS OR WITH THE FEDERATION

Section 1. (a) A grievance may be filed by an Organization Member against another Organization Member, or by a person or Organization Member that alleges that (a) an Organization Member has failed to comply with its membership requirements in the Federation, or (b) the Federation has failed to comply with its membership requirements in the USOC.

(b) A grievance must be in writing and signed by any grievant, and must be simultaneously submitted to the Secretary General and served on all parties via hand-delivery, courier, certified mail, facsimile, or electronic mail. A grievance must (a) identify all parties to the dispute; (b) state with specificity the actions giving rise to the grievance and the grounds for sustaining the grievance; and (c) identify the relief requested.

(c) A grievance must be accompanied by the grievance fee in the amount and manner proscribed by policy adopted by the Board. The grievance fee will be retained by the Federation.

Section 2. The respondent shall submit, within thirty days after receiving the grievance, a response to be served simultaneously on the Secretary General and all other parties via hand-delivery, courier, certified mail, facsimile, or electronic mail. If a respondent is without sufficient knowledge or information to admit or deny a given factual allegation, the respondent may so respond. Failure to file an answer within the requisite time shall serve as a default, except upon a showing of good cause.

Section 3. The President shall annually appoint, subject to approval of the Board, a panel of arbitrators consisting of persons certified by the American Arbitration Association (“AAA”) or approved by the Court of Arbitration for Sport (“CAS”). This panel of arbitrators shall be appointed on the same schedule as committee appointments, but may be supplemented at any time. After a grievance is filed, the President (or, in the event of the President’s recusal, a successor based on the order of succession in these Bylaws) shall appoint an arbitrator from the panel of arbitrators. In the event the Federation is a party to the grievance, the arbitrator will be selected by AAA. No person involved in the grievance or having a direct interest in the outcome of the grievance, whether personally or by virtue of organizational affiliation, may serve as the arbitrator of a grievance.

Section 4. Federation staff shall assist in the grievance process by communicating with the parties, assembling documents, coordinating hearing dates, and performing other administrative tasks to minimize the time and expense of the hearing. AAA will assume this responsibility if the Federation is a party to the grievance.

Section 5. The arbitrator shall review the grievance and answer. If the arbitrator determines that, even assuming all facts alleged by the grievant are true, the grievance would not be granted, the arbitrator shall dismiss the grievance. Otherwise, the arbitrator shall hold a hearing within ninety (90) days after the grievance was filed. An Organization Member may submit an amicus brief before a hearing in support or in opposition to a grievance.

Section 6. The arbitrator shall issue written findings and a decision within thirty (30) days after the hearing on the grievance.

Section 7. In any grievance to which the Federation is not a party, the decision of the arbitrator may be appealed to the Board in accordance with procedures established by the Board. Notice of appeal must be served within ten (10) days after receipt of the arbitrator's decision on the Secretary General and all parties via hand-delivery, courier, certified mail, facsimile, or electronic mail. The decision of the arbitrator may be overturned or amended by a two-thirds vote of Board member eligible to participate.

Section 8. In any grievance to which the Federation is party, the arbitrator's decision may be appealed pursuant to the AAA's Optional Appellate Arbitration Rules ("Appellate Rules"); and the arbitrator's decision shall not be considered final until after the time for filing the notice of appeal pursuant to the Appellate Rules has expired. Appeals must be initiated within ten (10) days of receipt of an underlying decision, as defined by Rule A-3 of the Appellate Rules, by filing a Notice of Appeal with any AAA office. An appeal does not stay the underlying decision and the decision shall be immediately enforceable. The fees and expenses for an AAA appellate panel shall be shared equally between the parties and the Federation.

Section 9. Unless otherwise required by law, the grievance procedures in these Bylaws are exclusive, final, and binding.

See Policy 704-1—Grievance Procedures

Bylaw 704. APPEALS OF DISCIPLINARY DECISIONS BY ORGANIZATION MEMBERS

Section 1. The Appeals Committee shall consider and decide appeals from final decisions rendered by Organization Members (except Professional Leagues) denying the right to participate in competition. The decision of the Appeals Committee shall be final, binding, and not subject to further challenge or appeal. The Appeals Committee may compel the production of any documents and evidence the Appeals Committee may require.

Section 2. No decision of an Organization Member that arises out of the application of the rules of competition which is made in the course of the competition, and which has no consequence beyond the competition, is appealable. Nothing in this Bylaw shall be construed to limit the rights of appeal available under the Sports Act or USOC bylaws relating to the opportunity of Athletes to participate in "protected competition," as defined in the USOC bylaws.

Section 3. An appeal shall be made in accordance with procedures established by the Board and is commenced by submitting notice of appeal within fourteen (14) days after receipt of the decision that is subject of the appeal. Notice of appeal shall be served on all parties and to the appeals committee or other body whose decision is being appealed via hand-delivery, courier, certified mail, facsimile, or electronic mail.

Section 4. The notice of appeal to the Federation shall be simultaneously served on the Secretary General and accompanied by the appeal fee in the amount and manner proscribed by policy adopted by the Board. The appeal fee shall be retained by the Federation.

Section 5. The body whose decision is being appealed shall, within fourteen (14) days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, forward to the Secretary General and to all parties the official record utilized by it in making its decision.

Section 6. Within twenty-eight (28) days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, the appealing party shall submit to the Secretary General any argument it wishes to make in support of the appeal and shall serve copies of its argument to all opposing parties and to the body whose decision is being appealed.

Section 7. Within forty-two (42) days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, all opposing parties shall submit to the Secretary General any argument they wish to make in opposition to the appeal and shall serve a copy to the appealing party.

Section 8. A decision rendered by an Organization Member from which an appeal is taken is not stayed or suspended pending the final decision of the Appeals Committee unless the Appeals Committee otherwise orders. The Appeals Committee may uphold, reverse, or remand a decision challenged on appeal.

See Policy 705-1 — Appeals Committee
Policy 705-2 — Appeals Record

Bylaw 705. FEDERATION'S SUBMISSION OF JURISDICTION TO ARBITRATION

The Federation shall submit the following to binding arbitration conducted under the auspices of the American Arbitration Association in accordance with its commercial rules in effect:

- (1) any controversy involving its recognition as a national governing body for the sport of soccer, as provided in the Sports Act and USOC bylaws; and
- (2) any controversy involving the opportunity of any Athlete, coach, trainer, manager, administrator, or official to participate in any amateur athletic competition or the Olympic Games, Pan American Games, World Cup, or any other "protected competition" as defined by the Sports Act and USOC bylaws.

Bylaw 706. LITIGATION

Section 1. No Organization Member, member of an Organization Member, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of any State if any potential remedy is or was available through any hearing, appeal, or grievances process of any Organization Member or the Federation. This Bylaw does not apply to the commencement of an arbitration proceeding under these Bylaws, the USOC bylaws or court action taken to enforce a decision of the Federation, USOC, CAS, or FIFA.

Section 2. For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Federation or the responding party for all expenses incurred by the Federation or the responding party and their officers in defending each court action, including but not limited to the following:

- (1) court costs
- (2) attorneys' fees
- (3) reasonable compensation for time spent by officials and employees in defending the action, including the preparation of responses to discovery and court appearances
- (4) travel expenses, and
- (5) expenses for holding special meetings necessitated by the court action.

Section 3. Organization Members must adopt bylaws or policies requiring their members to condition membership on compliance with this Bylaw.

Bylaw 707. JURISDICTION OF FIFA AND COURT OF ARBITRATION FOR SPORT OVER INTERNATIONAL DISPUTES

Section 1. FIFA shall have sole and exclusive jurisdiction on all international disputes between any Organization Member, member of an Organization member, official, league, team, player, coach, administrator, or referee and any party belonging to any other FIFA national association or confederation.

Section 2. Any appeal against a final and binding FIFA decision shall be heard by the Court of Arbitration for Sport ("CAS"), unless such decision relates to violations of the Laws of the Game or suspensions of up to four matches or up to three months.

Section 3. All disputes between FIFA and any Organization Member, member of an Organization Member, official, league, team, player, coach, administrator, or referee shall be submitted to CAS, which shall have sole and exclusive jurisdiction over such disputes.

Section 4. The Federation and its Organization Members shall ensure that all officials, leagues, teams, players, coaches, administrators, and referees participating in their respective programs comply with any final decision or order issued by FIFA or CAS.

PART VIII--AMENDMENTS

Bylaw 801. AMENDMENTS

Section 1. A proposal to amend the Articles of Incorporation, Bylaws, or policies of the Federation may be made by any Organization Member, Life Member, past President, Board member, Council or committee of the Federation.

Section 2. A proposed amendment to the Articles of Incorporation or these Bylaws shall be submitted to the Secretary General in the form prescribed by the Rules Committee at least 120 days before the National Council meeting at which the proposal is to be considered.

Bylaw 802. RULES COMMITTEE REVIEW AND ADVANCE NOTICE

Section 1. The Secretary General shall provide the Rules Committee with each proposed amendment. The Rules Committee shall review and issue a written recommendation for each proposed amendment. A recommendation of the Rules Committee may include a majority and minority report.

Section 2. A proposed amendment to be considered by the National Council and the recommendation of the Rules Committee shall be submitted to the National Council at least thirty (30) days before the National Council meeting.

Bylaw 803. VOTING REQUIREMENTS

Any amendment to these Bylaws of the Federation shall require a two-thirds vote of the National Council. Any amendment to the Federation's Articles of Incorporation shall be adopted in conformity with the requirements of New York law.

Bylaw 804. EFFECTIVE DATE

Unless otherwise provided, an amendment to these Bylaws is effective on May 1 after the amendment is adopted.