

CONSTITUTION

ARTICLE I

NAME AND AFFILIATION

The name of this organization shall be the Missouri Youth Soccer Association (MYSA), hereinafter referred to as the Association. This Association shall be affiliated with the United States Soccer Federation (USSF) and United States Youth Soccer (US Youth Soccer).

ARTICLE II

PURPOSE

The purpose of this Association shall be to promote, foster and perpetuate the game of soccer in the State of Missouri. This Association shall register all of its players, coaches, teams, trainers and administrators with the USSF and US Youth Soccer at least once each year. This Association shall pay all required dues and fees of the USSF and US Youth Soccer in a timely manner. This Association shall direct its members to abide by USSF and US Youth Soccer's Bylaws, policies, and requirements on interplay.

ARTICLE III

TERRITORY AND JURISDICTION

The territory governed by this Association shall be the legal State boundaries of the State of Missouri. All districts, leagues, clubs, organizations, teams and all personnel therein, including but not limited to: officers, administrators, managers, trainers, referees, coaches and players, shall come under the jurisdiction of this Association.

ARTICLE IV

GOVERNANCE

This Association shall be governed by its Constitution, Bylaws, policies and by certain guidelines that may be promulgated by the Board of Directors. USSF and US Youth Soccer Bylaws, policies, and requirements shall take precedence over and supercede the governing documents and decisions of this Association and its members to the extent applicable under State law. This Association and its members shall abide by said USSF and US Youth Soccer Bylaws, policies, and requirements. This Association shall not join any organization that has requirements that conflict with said USSF and US Youth Soccer Bylaws, policies and requirements.

ARTICLE V

HEADQUARTERS

The Headquarters of this Association shall be located within its territorial boundaries. The President shall appoint a committee, as needed, to search for a Headquarters' location. Said location of Headquarters shall be approved by a simple majority vote of all full members in good standing who comprise the Council and are in attendance at the Annual General Meeting. In the event said Association's Headquarters location shall be determined prior to the next Annual General Meeting, said approval may be requested by mail, unless prohibited by State or Federal statute. Said approval by mail shall require a simple majority vote of all full members in good standing who comprise the Council.

ARTICLE VI

COLORS

The colors of this Association shall be red, white and blue.

ARTICLE VII

MEMBERS

Section 1 Members

Direct membership into this Association, or membership into this Association through its member leagues, clubs and organizations, shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under USSF Bylaw 241, Section 4. Membership into this Association, as well as the member leagues, clubs and organizations of this Association, shall be open to any youth, amateur, or professional soccer organization in the State of Missouri. Every league, club, and organization playing soccer in the State of Missouri whom is not a member of this Association, or a member of the USSF, or a member of one of the USSF affiliated organizations, shall be deemed unaffiliated.

Section 2 Member Class

Leagues, clubs or organizations accepted as members of this Association shall be classified as either provisional members or full members, as herein provided. Properly registered players, coaches, trainers, administrators, and teams shall be considered individual, non-voting members of this Association.

Section 3 Provisional Member

A league, club or organization who applies for membership into this Association as herein provided, and is accepted into membership by the district wherein said league, club or organization abides, and is accepted into membership by the Board of Directors, shall be

a provisional member. A provisional member shall enjoy all rights and privileges and bear all obligations of a full member except as herein provided. Provisional membership shall terminate upon elevation to full membership.

Section 4 **Full Member**

A provisional member who is accepted for membership into this Association by the Council at an Annual General Meeting, shall be a full member. A full member shall enjoy all rights and privileges and bear all obligations of this Association, as herein provided.

Section 5 **Application for Membership**

Any properly constituted league, club or organization whose participants play soccer in the State of Missouri in accordance with the rules of the game as specified by the USSF, may apply for membership in this Association.

Section 6 **Written Application**

Application for membership by a league, club or organization shall be made in writing by a duly-authorized agent of the applicant and shall be submitted to the District Commissioner of the district wherein said league, club or organization abides. Said application shall be accompanied by all applicable documents and fees, as provided in this Association's policies. If membership is refused, said applicable fees shall be refunded as provided in this Association's policies. Said membership application shall be accompanied by two (2) correct and certified copies of applicant's Constitution, Bylaws and rules.

The Constitution, Bylaws and rules of all members shall be in accordance with the provisions of this Association's Constitution, Bylaws and policies. Those members whose Constitution, Bylaws and rules are found not to be in compliance with this Association's Constitution, Bylaws and policies, shall automatically come under the governance of this Association's Constitution, Bylaws and policies until such a time as said member's Constitution, Bylaws and rules are approved by the Rules and Revisions Committee of this Association.

Any properly constituted league, club or organization whose application for provisional membership in this Association has been rejected, may appeal said rejection first to the Board of Directors, and if necessary, to the Council of this Association.

Section 7 **Qualifications and Acceptance**

The Council shall not discriminate against any individual or group on the basis of race, color, religion, age, sex, or national origin.

Section 8 **Annual Dues**

The Council shall have the authority to assess annual dues as outlined in Article V, Section 3 of this Association's Bylaws. Association members shall pay annual dues on or before December 31.

Section 9 Failure to Pay Dues

The failure of any member organization of this Association to pay annual dues, may result in suspension of said member as outlined in Article V, Section 2 of this Association's Bylaws.

Section 10 Acceptance of Membership

Every individual, or every league, club, organization or team who accepts membership in this Association thereby agrees for himself/herself, or--for itself, its subordinate and affiliated organizations and all persons who constitute it--to recognize the administrative jurisdiction and to accept, support and adhere to the regulatory authority and governance of this Association. Upon acceptance as full members of this Association, each member organization shall be presented with one (1) true and correct copy of the Constitution and Bylaws of this Association. All full members shall be presented with one (1) true and correct copy of the Constitution and/or Bylaws when, at such time, said documents are amended.

Section 11 Standings

Any full or provisional member, or any individual member who has paid all applicable Association dues and/or fees and who abides by the Constitution, Bylaws, policies and rules of this Association, shall be in good standing with this Association.

Failure of any full or provisional member, or any individual member to pay all applicable Association dues and/or fees, and/or failure of said member to adhere to the Constitution, Bylaws, policies and rules of this Association, may result in bad standing with this Association.

Determination of good or bad standing shall be made by the Board of Directors of this Association.

ARTICLE VIII

LEGISLATIVE AND JUDICIAL POWERS

Section 1 Council

The legislative and judicial powers of this Association, except those which are herein otherwise delegated, shall be vested in a Council consisting of a duly elected or appointed delegate and/or alternate delegate from each full member, in good standing. The President shall chair the Council meetings. In his/her absence or incapacity, the Vice President, Treasurer, Secretary, and Registrar, in that order, shall ascend to the chair.

Section 2 Right to Vote

In all matters which are properly presented to the Council, the delegate or alternate delegate of each full member in good standing, shall be entitled to cast votes as follows:

One (1) vote for sixty (60) to five hundred (500),

Two (2) votes for five hundred and one (501) to one thousand (1,000),

Three (3) votes for one thousand and one (1,001) to two thousand (2,000),

Four (4) votes for two thousand and one (2,001) to three thousand (3,000),

Five (5) votes for three thousand and one (3,001) or more,

Missouri domiciled, MYSA registered players, MYSA registered coaches, administrators, trainers or combination thereof, provided said member has at least sixty (60) Missouri domiciled, MYSA registered individuals. Voting strength for a seasonal year shall be based on paid and submitted computerized player, coach, administrator and trainer registrations as of the 31st of August prior to the Annual General Meeting.

In the absence of any delegate or during his/her incapacity, voting rights shall vest immediately in the alternate delegate.

In all matters which are properly presented to the Council, each elected member of the Board of Directors shall have one vote, with the exception of the chair. The chair shall be entitled to one vote if the voting is taken by ballot, otherwise the chair shall have no vote except in the event of a deadlock. Should a deadlock occur, the chair may cast the deciding vote.

Section 3 Majority Vote

A simple majority of the voting power present at a properly called meeting shall be necessary to decide affirmatively any issue which is presented to the Council, except in the case of amendments to the Constitution and Bylaws, as hereinafter prescribed. Unless prohibited by State or Federal statute, the Association shall have the authority to request the Council to vote by mail. Should a vote be taken by mail, the simple majority of the entire voting power of the Council shall be necessary to decide affirmatively any properly presented matter, except in the case of amendments to the Constitution and Bylaws, as hereinafter prescribed. Should a vote be taken by mail, said duly authorized delegate or alternate delegate shall sign the ballot.

Section 4 Delegates and Alternate Delegates

Every full member shall provide the credentials of its duly authorized delegate and alternate delegate prior to or at the Annual General Meeting, or prior to or at any specially called meeting of this Association, or prior to a vote by mail requested by this Association. No person shall at the same time represent more than one member. Should a delegate or alternate delegate be elected to the Board of Directors, he/she shall relinquish his/her status as a delegate or alternate delegate. The member whom he/she represented shall name his/her successor by election or appointment and shall provide credentials for said successor.

Section 5 Board of Directors

The Association shall have a Board of Directors, which shall consist of officers, District Commissioners and Alternate District Commissions who are selected through an

open and democratic election process. The officers of the Board of Directors shall comprise the Executive Committee.

Section 6 **Reports to Membership**

Actions taken and policies adopted by the Board of Directors, Executive Committee, or officers of this Association shall be reported to its membership, or their authorized delegate or alternate delegate, at least once each year at a Council meeting. Notification of and agenda for said Council meeting shall be sent to the membership at least 30 days in advance of the meeting.

Section 7 **Council Powers**

The Council shall have power to ratify, alter, or reject decisions and policies of the Board of Directors or of any committee or of any person, except as herein provided and except as provided in this Association's Bylaws.

Section 8 **District Council**

This Association shall be divided into geographical districts. Said geographical districts shall be determined by the Board of Directors and approved by the Council. Full, provisional or individual members shall be members of the district wherein they abide. There shall be a Council in each district. Said District Council shall consist of a District Commissioner, an Alternate District Commissioner and the duly authorized delegate and alternate delegate of each full or provisional member of the district.

Section 9 **District Council's Duties**

The District Council shall elect its District Commissioner and Alternate District Commissioner prior to the Annual General Meeting and as hereinafter prescribed. The District Council shall accept or reject provisional members and approve committee appointments made by the District Commissioner. The District Council shall act as the conduit of information to its members and shall conduct other district business at meetings called and chaired by the District Commissioner, or in the event of his/her absence or incapacity, chaired by the Alternate District Commissioner.

Section 10 **District Council Right to Vote**

In all matters which are properly presented to the District Council, one duly authorized delegate from each full or provisional member shall have the right to cast one vote. In his/her absence or incapacity, the right to vote shall vest immediately in said member's duly authorized alternate delegate. The District Commissioner or Alternate District Commissioner who is not acting as chairperson, shall have the right to cast one vote. The chair shall be entitled to one vote if the votes are taken by ballot, otherwise the chair shall have no vote except in the event of a deadlock. Should a deadlock occur, the chair may cast the deciding vote.

Section 11 **District Council Majority Vote**

The simple majority of the voting power present shall be necessary to decide affirmatively any issue, which is properly presented to the District Council.

Section 12 District Delegates

After the Association's Annual General Meeting, every full or provisional member shall present the credentials of its duly authorized delegate and alternate delegate to its District Commissioner at the next meeting of the District Council. Should a delegate or alternate delegate resign during the course of the year, the district member shall name his/her successor by election or appointment and shall provide credentials for said successor.

No person shall at the same time be a delegate for more than one district member organization. Should a delegate or alternate delegate be elected to an office of the Association, he/she shall relinquish his/her status as a delegate or alternate delegate. The district member shall name his/her successor by election or appointment and shall provide credentials for said successor.

Section 13 Board of Directors

The Board of Directors of this Association shall consist of the elected officers, District Commissioners, and Alternate District Commissioners. All members of the Board of Directors shall be full-time residents of the State of Missouri, and shall hold a minimum of an "F" USSF coaching license.

Section 14 Board of Director's Duties

The Board of Directors shall, except as herein provided and except as provided in this Association's Bylaws and policies, transact all the business of this Association directly or by delegation of its authority to such person or persons to whom it may from time to time designate. The Board of Directors shall approve or reject applicants for provisional membership, upon proper presentation and recommendation of the District Commissioner. The Board of Directors shall re-evaluate and re-define, if necessary, district boundaries and/or the number of districts. Said actions of the Board of Directors shall be subject to final approval by the Council.

Each member of the Board of Directors shall serve on committees as appointed, and shall attend events sponsored by the Association, as he/she is so able.

The President of the Board of Directors shall automatically be this Association's delegate to the USSF Annual General Meeting, the US Youth Soccer Annual General Meeting and to regional meetings. If the Board of Directors desires, it may appoint additional delegates to any of these said meetings, not to exceed the limit of delegates allowed by USSF and US Youth Soccer rules.

Section 15 Board of Directors' Powers

The powers of the Board of Directors shall include, but shall not be limited to:

- (a) The power to ratify, alter or reject decisions and policies of any committee or of any person, except as herein provided and except as provided in this Association's Bylaws or except as may be, from time to time, specified to the contrary by action of the Council;

- (b) The power to institute and operate Cup competitions;
- (c) The power to institute and operate soccer games in its own name;
- (d) The power to solicit the support of any or every member of this Association and/or their subordinate and affiliate organizations and personnel;
- (e) The power to require members to obtain certain certifications and/or attend certain classes deemed necessary for the benefit of the game of soccer;
- (f) The power to set certain fees for services rendered by the Association;
- (g) The power to determine the standing of its members;
- (h) The power to establish and delegate management of, any fund and/or organization whatsoever, which it deems beneficial for the welfare of the game of soccer or its players, and operates within the territorial jurisdiction of this Association;
- (i) The power to demand the production of papers, books, documents and accounts as it may from time to time require of its members;
- (j) The power to investigate, to correct, or demand to be corrected, unfavorable conditions which may develop within its membership;
- (k) The power to suspend, expel or impose penalties upon any member and/or person under the jurisdiction of this Association, who is guilty of violation or breach of the Constitution, Bylaws, policies or rules of this Association or of the rules and policies of the USSF and/or US Youth Soccer;
- (l) The power to cause to be settled, disputes between two or more members of the Association;
- (m) The power to cause to be heard all cases of misconduct of players, officials and/or persons affiliated with this Association, when two (2) or more members present concerns, or when it has direct jurisdiction, or when the alleged offense, in any circumstance, is an assault upon or by a game official;
- (n) The power to be the final authority in all matters of controversy within its jurisdiction, subject to appeals and decisions of the USSF;
- (o) The power to uphold and enforce the purpose for which this Association was organized.

Section 16 Board of Directors' Right to Vote

In all matters, which are properly presented to the Board of Directors during Board meetings, the Annual General Meeting and any specially called Council meetings, each officer, District Commissioner and Alternate District Commissioner shall have the right to

cast one (1) vote, with the exception of the chair. The chair shall be entitled to one vote if the votes are taken by ballot, otherwise the chair shall have no vote except in the event of a deadlock. Should a deadlock occur, the chair may cast the deciding vote. Officers constituting the Executive Committee shall have the right to one vote during Executive Committee meetings as herein prescribed.

Section 17 **Emergency Votes**

Should a situation arise that necessitates the Board of Directors' and/or a committee's decision, and it is difficult to have a Board and/or committee meeting to obtain said decision, the President and/or committee chair may, unless prohibited by State or Federal statute, poll the Board and/or committee by mail, fax, or e-mail ballots. The President and/or committee chair shall first provide the Board of Directors and/or the committee with a copy of all the charges and/or facts pertaining to said decision. In extreme emergencies due to insufficient time, unless prohibited by State or Federal statute, phone calls shall be acceptable. In the event of said emergency votes, the Board of Directors right to vote shall be as herein prescribed.

Section 18 **Board of Directors Majority Vote**

A simple majority of the voting power present shall be necessary to decide affirmatively any issue, which is properly presented to the Board of Directors.

ARTICLE IX

OFFICERS

Section 1 Officers

The officers of this Association shall be a President, Vice President, Treasurer, Secretary and Registrar. Each officer shall be elected by ballot at the Annual General Meeting to serve for a term of two (2) years and until his/her successor has been elected.

Elections for the offices of President and Secretary shall be held in odd-numbered years and the elections for offices of Vice President, Registrar, and Treasurer shall be held in even-numbered years. Nominees for officers shall be properly registered members of the Association. All officers of this Association shall be elected by a simple majority vote of the duly authorized delegate or alternate delegate of each full member in good standing, who is present at the Annual General Meeting. The term for officers shall begin at the close of the Annual General Meeting.

An officer of this Association shall not also be a District Commissioner nor an Alternate District Commissioner of this Association, nor hold office with an unaffiliated soccer organization. An officer of this Association shall not also be an officer or a voting member of the Missouri Senior Soccer Association.

The officers of the Association shall allow the USSF to review the documents and procedures of this Association, upon request, or not less than once every four (4) years, to determine compliance with USSF Bylaws, rules and policies.

Section 2 President's Duties

The President shall perform such duties and have such responsibilities as provided in the Constitution, Bylaws and policies of this Association. The President shall preside at all meetings of this Association and shall appoint all committees, except as herein provided and except as provided in the Bylaws of this Association. Said committee appointments shall be subject to approval by the Board of Directors. The President shall enforce the Constitution, Bylaws, policies and procedures of the Association. The President shall supervise the affairs of this Association. The President shall sign, with the Secretary, all contracts and documents of this Association, when said contracts and documents are duly authorized by the Board of Directors or the Council. The President shall act as chairperson of the Executive Committee, which may, from time to time, be charged by the Board of Directors to perform certain duties. The President shall submit a written President's report to the Council at the Annual General Meeting. The President of this Association shall provide to the Secretary General of the USSF an annual report on the activities of the Association and the most current annual financial statements of the Association, within ninety (90) days after the start of the seasonal year of the USSF. The President shall have such other duties which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 3 President's Powers

The President shall have such authority as provided in the Constitution, Bylaws and policies of this Association. The President shall have the power to call special meetings of this Association, upon five (5) days written notice to all parties in interest. The President shall have the power to act as an ex-official member of all committees. The President shall have such other powers, which the Board of Directors or the Council may, from time to time, vest in him/her.

Section 4 Vice President

The Vice President shall perform such duties and have such responsibilities as provided in the Constitution, Bylaws and policies of this Association. The Vice President shall perform all the duties and exercise all the powers of the President during his/her absence or incapacity. The Vice President shall submit a written report to the Council at the Annual General Meeting. The Vice President shall have such other duties and/or powers which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 5 Treasurer

The Treasurer shall perform such duties and have such responsibilities and authority as provided in the Constitution, Bylaws and policies of this Association. The Treasurer shall work in conjunction with this Association's retained financial firm and shall adhere to all financial policies and procedures as set forth by this Association. The Treasurer shall oversee the safekeeping of the funds and securities of the Association. The Treasurer shall oversee the keeping of full and accurate accounts of receipts and disbursements of the Association. The Treasurer shall oversee the accounting records of the Association. The Treasurer shall render to the President and/or the Board of Directors of the Association, whenever they may require it, a Financial Statement recapping all financial transactions. The Treasurer shall, with the aid of the Association's retained financial firm, submit a complete statement of accounts in writing to the Council at the Annual General Meeting. The Treasurer shall have such other duties and/or powers which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 6 Secretary

The Secretary shall perform such duties and have such responsibilities as provided in the Constitution, Bylaws and policies of this Association. The Secretary shall keep a record of all proceedings of this Association. The Secretary shall sign, with the President, all contracts and documents of this Association, when said contracts and documents are duly authorized by the Board of Directors or the Council. The Secretary shall compile the Book of Reports for the Annual General Meeting. The Secretary shall submit a written report to the Council at the Annual General Meeting. The Secretary shall maintain this Association's tax-exempt status under the Internal Revenue Code. The Secretary shall have such other duties and/or powers which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 7 Registrar

The Registrar shall perform such duties and have such responsibilities as provided in the Constitution, Bylaws and policies of this Association. The Registrar shall maintain a

current computerized list of all MYSA registered players, coaches, administrators and trainers within the jurisdiction of the Association. The Registrar shall provide to all member organizations, as needed, blank membership forms and the computer registration program required to generate official MYSA rosters and player passes. The Registrar shall tabulate membership voting power at all Council meetings. The Registrar shall submit a written report to the Council at the Annual General Meeting. The Registrar shall keep the USSF and US Youth Soccer informed as to this Association's registration information. The Registrar shall regularly confirm that this Association's registration procedures comply with USSF and US Youth Soccer Bylaws, policies and rules. The Registrar shall have such other duties and/or powers which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 8 Absences

Any member of the Board of Directors who is:

- (a) absent from three (3) consecutive Board of Directors meetings, without excusable cause; or
- (b) absent from a total of five (5) Board of Directors meetings per term, due to any cause,

shall thereby forfeit, without additional formality, his/her right to hold his/her respective office for the remainder of his/her term.

Section 9 Removal From Office

A two-thirds (2/3) majority of the entire voting power of the Council shall be required to remove an officer of this Association from office. Prior to said vote for removal of office, a hearing shall be held which shall include all parties in interest. Results of said hearing shall be presented to the Council prior to a vote for removal.

Section 10 Vacancies

In the event a vacancy occurs in any office, the Board of Directors shall fill the vacancy as soon as practicable and in the same manner as herein prescribed for the election of officers at the Annual General Meeting. The Board of Directors shall nominate and solicit nominations from the membership of the Association. Unless prohibited by State or Federal statute, said vote to fill the vacancy of an office may be conducted by mail as set forth herein.

Section 11 Indemnification

This Association shall indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of this Association against all expenses actually and reasonably incurred by the person (including, but not limited to, judgements, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation, which is comprised, or settled, including amounts paid in settlement, if this Association approves such settlement as provided in paragraph two (2) of this Section 11. Such an individual shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of this Association. The termination of

any litigation by judgement, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of this Association.

Any amount payable as indemnification under this Article IX Section 11 may be paid by this Association upon a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the individual in question met the standard of conduct provided for under paragraph one (1) of this Article IX Section 11. If no such disinterested Board members are available, the required determination shall be made by a majority vote of this Association's Council.

Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by this Association in advance of a final disposition of the litigation upon receipt of a written commitment by that individual to repay the amount advanced if it is determined under paragraph two (2) of this Article IX Section 11 that that individual is not entitled to indemnification under this Section 11.

The Board of Directors may authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this Article IX Section 11. Said insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this Article IX Section 11.

Section 12 Saving Clause

Failure of literal or complete compliance with provisions of the Constitution, Bylaws, policies or procedures of this Association with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

ARTICLE X

DISTRICT COMMISSIONERS AND ALTERNATE DISTRICT COMMISSIONERS

Section 1 District Commissioners

Each District Council shall elect a District Commissioner and Alternate District Commissioner by simple majority vote and as herein prescribed, prior to the Annual General Meeting. Nominees for District Commissioner and Alternate District Commissioner shall be properly registered members of said district wherein they abide. Each District Commissioner and Alternate District Commissioner shall serve for a term of two (2) years and until his/her successor has been elected. The Commissioner shall be elected in the even-numbered years and the Alternate District Commissioner shall be elected in the odd-numbered years. The term for District Commissioner and Alternate District Commissioner shall begin at the close of the Annual General Meeting.

A District Commissioner or an Alternate District Commissioner shall not also be an officer of this Association nor hold office with an unaffiliated soccer organization. A District Commissioner or an Alternate District Commissioner shall not also be an officer or a voting member of the Missouri Senior Soccer Association.

Section 2 **District Commissioners' Duties**

The District Commissioner shall call and preside at all district meetings and shall serve as liaison between his/her district membership organizations and the Board of Directors. The District Commissioner shall seek out and assist in the development of new member organizations in his/her district and submit new applications for membership to the District Council, to the Board of Directors and to the Council. The District Commissioner shall serve as an advisor to potential and existing member organizations and attend member organization's meetings in his/her district as requested and as he/she is so able. The District Commissioner shall appoint district committees subject to the approval of the District Council. The District Commissioner shall appoint those individuals who may sign travel permits, subject to the approval of the District Council. The District Commissioner shall check, or appoint a representative to check, all tournaments held within his/her district. The District Commissioner shall report district matters at each Board of Director's meeting and represent his/her district on the Board of Directors. The District Commissioner shall have such other duties which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 3 **District Commissioners' Powers**

The District Commissioner shall have the power to call special meetings of his/her district upon five (5) days written notice to all concerned, and shall have such other powers, which the Board of Directors or the Council may, from time to time, vest in him/her.

Section 4 **Alternate District Commissioners**

The Alternate District Commissioner shall perform all duties and exercise all the powers of the District Commissioner during his/her absence or incapacity. The Alternate District Commissioner shall serve as liaison between his/her district membership organizations and the Board of Directors. The Alternate District Commissioner shall seek out and assist with development of new member organizations within his/her district. The Alternate District Commissioner shall serve as an advisor to potential and existing members and attend member organization's meetings in his/her district as requested and as he/she is so able. The Alternate District Commissioner shall preside over the election of the District Commissioner. The Alternate District Commissioner shall have such other duties and/or powers which the Board of Directors or the Council may, from time to time, assign to him/her.

Section 5 **Removal From Office**

A two-thirds (2/3) majority of the entire voting power of the District Council shall be required to remove a District Commissioner or an Alternate District Commissioner of this Association from office. Prior to said vote for removal of office, a hearing shall be held which shall include all parties in interest. Results of said hearing shall be presented to the District Council prior to a vote for removal.

Section 6 Vacancies

Should a vacancy occur in the position of District Commissioner, the Alternate District Commissioner shall fill said vacancy until the completion of the term and until his/her successor is elected. Should a vacancy occur in the position of Alternate District Commissioner; the District Council shall, as soon as practicable, hold an election for an Alternate District Commissioner, as herein prescribed, to fill said vacancy.

Should vacancies occur in both the District Commissioner and the Alternate District Commissioner positions at the same time, the Board of Directors shall fill said vacancies by appointments, until such time as the District Council can meet to elect a new District Commissioner and Alternate District Commissioner, as herein prescribed. Said meeting shall be called and chaired by the President of this Association.

ARTICLE XI

MEETINGS

Section 1 Council Meeting

The Annual General Meeting of this Association shall be held during the first two months of the calendar year. In the event of extraordinary circumstance or opportunity, the Board of Directors shall, upon a simple majority of the voting power present, have the power to schedule the Annual General Meeting after the first two months of the calendar year.

The Board of Directors shall have the power to determine the location of the Annual General Meeting and shall rotate the location of said Annual General Meeting from district to district as practicable. During each Annual General Meeting, the district location for the following Annual General Meeting shall be announced.

Section 2 Board of Directors' Meetings

Meetings of the Board of Directors shall be held not less than four (4) times during the course of the year and at locations determined by the President and approved by the Board of Directors. Executive Committee meetings shall be held as needed and in locations determined by the President.

Section 3 District Council Meetings

District Council meetings shall be held not less than four (4) times during the course of the year and at locations determined by the District Commissioner and approved by the District Council.

Section 4 Special Meetings

Special meetings of this Association may be called by the President at any time. Special meetings may also be called when written demand from three (3) or more MYSA member organizations shall be submitted to the President. Upon receipt of said written demand, the President shall, within one (1) week, notify all parties in interest of the date of said special meeting. Said special meeting shall be held as soon as practicable.

Section 5 Written Notice

In the case of all special meetings, a written notification with not less than five (5) days advance notice, shall be sent to all parties in interest.

Section 6 Robert's Rule of Order

Except as otherwise provided in this Constitution and/or the Bylaws of this Association, all meetings of this Association shall be conducted in accordance with the latest authorized edition of *Robert's Rules of Order*.

ARTICLE XII

QUORUM

The presence of a simple majority of the entire voting power shall constitute a quorum to transact business at any Council or Board of Directors meeting of this Association.

The members present at a District Council meeting or at a committee meeting shall constitute a quorum to transact business for that meeting.

ARTICLE XIII

AMENDMENTS

Section 1 Vote Required

The Constitution of this Association may be amended by a vote of two-thirds (2/3) of the voting power of full members in good standing who are present at the Annual General Meeting. Votes of said members shall be cast by the properly registered delegate or alternate delegate, as herein prescribed.

Section 2 Who Can Make Amendments

Any proposals or motions to amend the Constitution of this Association shall be made by full members of the Association who are in good standing, or by members of the Board of Directors of the Association.

Section 3 Advance Notice

Any proposals or motions to amend the Constitution of this Association shall be made in writing and submitted to the Secretary of said Association sixty (60) days in advance of the Annual General Meeting. Said proposals or motions shall be sent in writing to each full and provisional member and to each member of the Board of Directors thirty (30) days in advance of the Annual General Meeting.

ARTICLE XIV

FISCAL YEAR BUDGET

The Board of Directors shall prepare, or cause to be prepared, a proposed budget for each next fiscal year. The proposed budget for each given fiscal year shall be presented to the Council for approval at the Annual General Meeting. Copies of the proposed budget shall be sent to all full and provisional members and to each member of the Board of Directors thirty (30) days in advance of the Annual General Meeting. A simple majority vote by the duly authorized delegates or alternate delegates attending the Annual General Meeting shall be required to approve the proposed budget for the next fiscal year.