



CONSTITUTION OF SOCCER ASSOCIATION FOR YOUTH, U.S.A.



ARTICLE I: NAME

The name of this Corporation shall be SOCCER ASSOCIATION FOR YOUTH, U.S.A., an Ohio non-profit Corporation. This Corporation may also be referred to as SAY SOCCER. This Corporation shall be governed by this Constitution and its By-Laws and shall be interpreted in accordance with the laws of the State of Ohio.

ARTICLE II: PURPOSE

This Corporation was formed and exists to serve and promote the physical, mental and emotional growth of the youth of the United States of America through the sport of soccer.

ARTICLE III: AFFILIATION

This Corporation shall be affiliated with the United States Soccer Federation, Inc. ("USSF"). The USSF is affiliated with the Federation Internationale de Football Association ("FIFA").

ARTICLE IV: ORGANIZATION

Section 1: SAYAreas and Districts. Any person, group of persons or non-profit Corporation in agreement with the purposes and philosophy of SAY may be admitted to affiliation with SAY as a SAYArea in accordance with such requirements and upon such terms as shall be established by the National Board of Directors. A SAYArea shall have a governing body selected in accordance with the organizational rules of the SAYArea, which governing body shall consist of three or more persons, to include a person designated as the SAYArea President. A SAYArea shall have the exclusive right to organize and manage SAY programs within a geographical area defined by the National Board of Directors. SAYAreas may designate administrative boundaries or groups within their territories as Districts.

ARTICLE V: MEMBERSHIP

Section 1: Eligibility. Membership in SAY shall be open to all persons and organizations interested in the purpose for which it is organized. All persons or organizations accepted as members of SAY shall agree to abide by the Constitution and By-Laws of this Corporation.

Section 2: Classes. There shall be four classes of membership in this Corporation, namely:

- 1) Administrative Members
- 2) Participating Members
- 3) Playing Members
- 4) Associate Members

Section 3: Administrative Members. The following shall be Administrative Members:

- a) All Directors serving on the National Board of Directors;
- b) All SAYArea Presidents.

Section 4: Participating Members. The following, if they are not Administrative Members, shall be Participating Members:

- a) All persons serving on any National Staff or National Committee of SAY;
- b) All persons serving on the governing body and staff of each SAYArea and/or District who are registered with this Corporation;
- c) All coaches registered with this Corporation; All referees registered with this Corporation

Section 5: Playing Members. Playing Members shall consist of all youth soccer players registered with this Corporation.

Section 6: Associate Members. Associate Members shall consist of those persons or sports organizations granted membership by the National Board of Directors in recognition of their service or contribution to the youth of the United States, the sport of soccer, or SAY.

ARTICLE VI: CATEGORIES OF MEMBERSHIP

A. ADMINISTRATIVE MEMBERS

Section 1: Eligibility. Any person who has attained his or her eighteenth birthday and is of good moral character may become an Administrative Member of this Corporation. Administrative Members who are SAYArea Presidents are selected, serve and may be removed in accordance with the organizational rules of the governing body of their SAYArea and may also be removed for cause or neglect by the National Board of Directors after due process. Administrative Members who are the Directors serving on the National Board of Directors are selected, serve and may be removed only in accordance with the provisions of this Constitution and the By-Laws of this Corporation applicable to National Directors.

Section 2: Annual General Meeting. The Administrative Members of this Corporation shall meet once each year at an Annual General Meeting, the date and place of which shall be set by the National Board of Directors.

Section 3: Quorum. A quorum at any Annual General Meeting or Special Meeting shall consist of twenty (20) Administrative Members of this Corporation who are present at the meeting either in person, by proxy, or by Absentee Ballot.

Section 4: Proxy. Any Administrative Member entitled to vote at the Annual General Meeting or at any Special Meeting may vote by proxy. Such a proxy must be a Participating Member as defined in Article V, Section 4, Part b) and must be from the same SAYArea as the Administrative Member designating the proxy, or if the Administrative Member designating the proxy serves on the National Board of Directors, the proxy must be another member of the National Board of Directors or a Participating Member as defined in Article V, Section 4. The proxy must be in writing, signed and dated by the Administrative member, and shall be revocable at any time by the Administrative member executing it at his or her pleasure. In order to be valid, the proxy must be delivered to and accepted by the Secretary of this Corporation at least two (2) days prior to the opening of the meeting for which the proxy has been authorized.

Section 5: Absentee Ballot. Any Administrative Member entitled to vote at the Annual General Meeting or at any Special Meeting may vote by Absentee Ballot. Every such Absentee Ballot must be signed and dated by the Administrative Member, and shall be revocable by the Administrative Member executing it at his or her pleasure. In order to be valid, the Absentee Ballot must be delivered to and accepted by the Secretary of this corporation prior to the opening of the meeting for which the Absentee Ballot has been authorized.

Section 6: General Voting Rights. The Administrative Members of this Corporation may be heard and shall vote at the Annual General Meeting on any issue affecting this Corporation. In voting upon any issue except for the election of Directors, each Administrative Member shall have one vote.

Section 7: Voting Rights For Election of Directors. In voting upon the election of Directors at the Annual General Meeting, Administrative Members shall have the following voting rights:

- a) Each Director serving on the National Board of Directors shall have one vote;
- b) Each SAYArea President shall have the following number of votes based upon the number of Playing Members within the President's SAYArea who are registered with this Corporation:

- 100-1,000 registered players 1 vote
- 1,001-2,000 registered players 2 votes
- 2,001-3,000 registered players 3 votes
- 3,001 or more registered players 4 votes

Section 8: Compensation. No elected or appointed National Director of this Corporation shall receive any compensation for the services provided to this Corporation as a National Director. This provision shall not prohibit the payment of reasonable expenses to Administrative Members, or payment to individuals for services provided to this Corporation that are not part of his/her duties as a National Director.

B. PARTICIPATING MEMBERS

Section 1: Eligibility. Any person who is of good moral character may become a Participating Member of this Corporation. A Participating Member under the age of 19 may also be a Playing Member.

Section 2: Rights. The Participating Members of this Corporation are volunteers and shall be treated with respect. Any Participating Member of this Corporation may be heard at the Annual General Meeting on any issue affecting this Corporation. No Participating Member of this Corporation shall be suspended from membership for a period of more than one month or expelled from a SAYArea or this Corporation except upon approval of the National Board of Directors after Due Process.

Section 3: Voting Rights. Participating Members shall have no voting rights with regard to the National Administration of this Corporation.

C. PLAYING MEMBERS

Section 1: Eligibility. All youths over the age of four and under nineteen, as of the cutoff date established by the National Board of Directors of this Corporation, may register as Playing Members of a SAYArea and of this Corporation, subject to the availability of volunteers and playing fields and the reasonable administrative requirements of the SAYArea in which the youth resides. Any youth so registered may continue to re-register as a Playing Member from year to year until no longer eligible.

Section 2: Rights. Every Playing Member of this Corporation shall be assigned to a soccer team in his or her appropriate age group. These assignments shall be made in such a manner that is consistent with the organizational rules established by S.A.Y. for the designated level of participation. Each playing member shall have the right to play at least one-half (1/2) of every game played by his or her team. It shall be the goal of this Corporation that every player shall be coached by a trained soccer coach who shall practice positive coaching. No Playing Member of this Corporation shall be suspended for a period of more than one month or expelled from an Area or this Corporation except upon approval of the National Board of Directors after Due Process.

Section 3: Voting Rights. Playing Members shall have no voting rights with regard to the National Administration of this Corporation.

D. ASSOCIATE MEMBERS

Section 1: Voting Rights. Associate Members shall have no voting rights with regard to the National Administration of this Corporation.

ARTICLE VII: NATIONAL BOARD OF DIRECTORS

The management and government of this Corporation shall be vested in a National Board of Directors. Directors shall be chosen as prescribed in the By-Laws. In addition to the general powers of the National Board of Directors exercised by virtue of their office, the powers and authority expressly given by law, by the articles of incorporation of the Corporation, and in the Constitution and By-Laws, the following specific powers are expressly conferred on the National Board of Directors:

- 1) to purchase or otherwise acquire for the Corporation any property, right or privilege which this Corporation is authorized to acquire at such a price or consideration and upon such terms as said National Board of Directors may deem expedient;
- 2) to appoint, remove or suspend subordinate agents or servants and to determine their duties and fix their salaries;
- 3) to determine who shall be authorized, on behalf of the Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments;
- 4) to delegate any of the powers of the National Board of Directors to any standing committee or special committee or any officer, or agent of this Corporation, with such powers as the National Board of Directors may see fit to grant, generally to do all such lawful acts and things as may be necessary and proper.

All of these actions will not require previous authorization or subsequent approval of the members of the Corporation.

ARTICLE VIII: APPOINTED NATIONAL DIRECTORS

Section 1: Number. The number of Appointed National Directors shall be at the discretion of the National Board of Directors and shall not exceed two (2).

Section 2: Selection / Term. The Appointed National Directors shall be selected and serve for such term and upon such conditions as the National Board of Directors shall determine. Each appointment shall not extend beyond the election of new directors at the next Annual General Meeting.

Section 3: Immediate Past President. In addition, the immediate Past President who is also no longer serving as an elected National Director, shall serve as an appointed National Director for a term up to, but not extending beyond, the next Annual General Meeting (AGM) immediately following his/hers termination as President.

Section 4: Removal. No removal of an Appointed National Director shall be voted upon at any meeting of the National Board of Directors or at an Annual General Meeting unless the Appointed National Director whose removal is proposed has been given thirty (30) days' prior notice of the intention to hold such a vote and an opportunity to be present and heard at the meeting at which the removal is to be voted upon.

ARTICLE IX: ELECTED NATIONAL DIRECTORS

Section 1: Number. The number of Elected National Directors shall not be less than seven (7) nor more than twenty-one (21) in number, and shall be as defined within the By-Laws of this Corporation.

Section 2: Regional Directors. The National Board of Directors shall adopt a plan under which the United States shall be divided into not less than four (4) nor more than twelve (12) geographic Regions. The National Board of Directors shall modify this plan from time to time in order to ensure a diversity of representation among its members. Each Region so designated shall be entitled to have one individual who resides within its geographic boundaries elected to the National Board of Directors as a Regional Director.

Section 3: At-Large Directors. Elected National Directors other than Regional Directors may reside anywhere in the United States and shall be designated as At-Large Directors.

Section 4: Term. Each Elected National Director shall serve a term of three years. The terms of the Elected National Directors shall be staggered so that no more than one-third (1/3) shall terminate each year.

Section 5: Nomination And Election. Elected National Directors shall be nominated in accordance with such procedures as shall be prescribed by the National Board of Directors and shall be elected at the Annual General Meeting by the Administrative Members of this Corporation, as defined in the By-Laws.

Section 6: Removal. An Elected National Director may be removed from office at any time for cause or neglect by an affirmative vote of not less than fifty one percent (51%) of all of the elected members of the National Board of Directors after Due Process. An Elected National Director may be removed for any reason at an Annual General Meeting by the affirmative vote of a majority of the Administrative Members of this Corporation present and voting, a quorum being present. No removal of an Elected National Director shall be voted upon at any meeting of the National Board of Directors or at an Annual General Meeting unless the Elected National Director whose removal is proposed has been given thirty (30) days' prior notice of the intention to hold such a vote and an opportunity to be present and heard at the meeting at which the removal is to be voted upon.

Section 7: Vacancies. The remaining term of any Elected National Director who has died, resigned or been removed from office shall be filled by a majority vote of the remaining Elected National Directors.

ARTICLE X: OFFICERS

Section 1: Designation. The officers of this Corporation shall be National President, National Vice-President, National Secretary, National Treasurer, National Executive Director, and National Commissioner with such duties as the National Board of Directors shall prescribe.

Section 2: President; Vice-President; Secretary; Treasurer. The National President, National Vice-President, National Secretary and National Treasurer shall be selected by and from the Elected National Directors for a term of one year each.

Section 3: Other Officers. The National Executive Director and the National Commissioner shall be paid employees of this Corporation, and as such shall serve as appointed officers of this Corporation. Such appointments shall be as voted and approved by the Elected National Directors for such terms, upon such conditions as shall be mutually satisfactory, and with such duties as defined in the By-Laws. Either may be removed for any reason at any time by the Elected Directors at any Regular or Special meeting of the NBOD.

ARTICLE XI: ORGANIZATIONAL AND PLAYING RULES

The Playing Rules of this Corporation shall consist of the Laws of the Game and Universal Guide for Referees published by FIFA, and as modified by this Corporation. The Organizational Rules of this Corporation shall consist of the rules and regulations established by this Corporation that affect the organization and conduct of soccer teams.

ARTICLE XII: BY-LAWS

By-Laws shall be adopted for this Corporation by the National Board of Directors. The power to amend or repeal existing By-Laws or to adopt new By-Laws shall be vested in the National Board of Directors. The By-Laws shall contain such provisions as are necessary to ensure compliance with this Constitution. The By-Laws may contain any other provisions for the regulation and management of the affairs of this Corporation which are not inconsistent with this Constitution.

ARTICLE XIII: POLICY DECISIONS

The National Board of Directors or such committees or persons as it shall designate may from time to time adopt and publish policy decisions applicable to the programs administered or sponsored by this Corporation, or the SAYAreas. These policy decisions shall not be inconsistent with either this Constitution or the By-Laws.

ARTICLE XIV: AMENDMENT OF THE CONSTITUTION

This Constitution may only be amended at an Annual General Meeting or at a special meeting by an affirmative vote of three-quarters (3/4) of the Administrative members of this Corporation who are present and voting. The quorum requirement for amending this Constitution is 35% of all administrative members being present either in person, proxy, or by Absentee Ballot. No Constitutional amendment shall be placed before the membership for a vote unless the proposed amendment is in writing, which has been adopted either by the National Board of Directors or by the governing bodies of not less than three Areas. In the latter case it shall also have been received by the National Board of Directors at least forty-five (45) days before the Annual General Meeting at which the amendment is to be voted upon. The National Board of Directors shall cause all proposed amendments to be mailed to each Administrative Member at least thirty (30) days prior to the Annual General Meeting at which the amendment is to be voted upon.

ARTICLE XV: EFFECTIVE DATE, REPEALER AND TRANSITIONAL PROVISIONS

This Constitution is an amendment in its entirety of all prior enacted Constitutions of this Corporation and upon its adoption all of those prior Constitutions are repealed. This Constitution shall be effective upon the vote of a least two-thirds (2/3) of the members of the National Board of Directors, present and voting, serving in accordance with the Constitution and By-Laws of this Corporation in effect on the date of voting. Those persons serving as National Directors of this Corporation on the date of the adoption of this Constitution shall constitute the National Board of Directors under this Constitution without regard to any limitation contained in this Constitution on the number or ratio of such Directors and shall so serve until the first Annual General Meeting following the adoption of this Constitution.

ARTICLE XVI: DISSOLUTION

Upon dissolution of this Corporation or the conclusion of its affairs, the National Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all remaining assets of the Corporation as required by the State of Ohio Articles of Incorporation of the Soccer Association for Youth, U.S.A. The remaining assets of the Corporation shall be distributed exclusively to charitable, scientific, educational, or any other such organization(s) that would qualify as an exempt organization under the provisions of Section 501(C)(3) of the Internal Revenue Code, and as determined by the National Board of Directors.

This Constitution has been adopted by the National Board of Directors on March 26, 2006.
(Last amended on April 1, 2005)

By:



Bob Sommer, Secretary