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# ISSA



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## Constitution & Bylaws

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Illinois State Soccer Association

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# Illinois State Soccer Association

## Constitution and By-Laws

Updated: January 2024

### SECTION I - NAME AND AUTHORITY

The Illinois State Soccer Association, Inc., (the "ISSA" or the "Association" is affiliated with the United States Soccer Federation, Inc. (the "USSF")

### SECTION II – PURPOSE AND JURISDICTION

The purpose of the Association is to develop, promote and administer the sport of soccer in the State of Illinois, between the State of Illinois and other states, and between the State of Illinois and other countries, while maintaining compliance with Section 501 (c)(3) of the Internal Revenue Code of 1986.

The ISSA shall have jurisdiction over all matters pertaining or relating to the game of soccer in Illinois and the conduct of its affiliates and members, including jurisdiction over Illinois teams that travel outside of the State.

The ISSA shall promote the various Cup competitions (i.e. National Open, National Amateur, National Over-30, State, etc.)

The ISSA shall promote the games of its affiliates and select teams, and shall promote international games, if sanctioned by the USSF.

### SECTION III - AFFILIATION

#### 3.1 USSF

ISSA shall affiliate with and comply with the authority and applicable bylaws and policies of the United States Soccer Federation. ISSA will not join or partner with any organization that has requirements or policies that conflict with the USSF Articles, Bylaws, policies and requirements.

#### 3.2 Leagues

Application for affiliation with the ISSA shall be made by a league in written form to the Secretary of ISSA, and shall include the names and addresses of the individuals responsible for the organization, copies of bylaws or other organizational guidelines, and any other information deemed necessary by the ISSA.

Upon approval, payment shall be submitted to the ISSA for the current League affiliation fees, as determined by the Board of Directors. The league will then start a 12 month probationary period.

Final approval shall be voted on either at the AGM following the conclusion of the probationary period, or any earlier meeting of the Board of Directors. During this probationary period, a league representative shall be entitled to attend ISSA meetings, but will have no vote.

#### 3.3 Players

Players shall affiliate with ISSA by registering with the leagues in which they play, by paying all applicable fees and by conforming to these Bylaws, policies, procedures and decisions of ISSA.

#### 3.4 Liability

ISSA shall assume no liability for any debts or obligations of any league, player or other entity affiliated with the ISSA.

### SECTION IV – AUTHORITY

#### 4.1 Compliance

By registering with the Association, all affiliated leagues, players, teams, coaches, managers, other individuals and other entities agree to and shall comply with these Bylaws and the policies, procedures and decisions of the Association and the USSF.

#### **4.2 Penalties**

The Association shall have the power to penalize affiliated leagues, players, teams, coaches, managers, other individuals and other entities for violations of these Bylaws or the policies, procedures or decisions of the Association.

#### **4.3 Priority in Scheduling**

In the event of any conflict in scheduling between games or competitions of the Association, the USSF, and games or competitions of affiliated leagues or teams, the Association shall have the power to suspend the conflicting games or competitions of the affiliated leagues or teams.

#### **4.4 Arbiter of Disputes**

The Association shall have the power to arbitrate disputes between or among affiliated leagues, players, teams, coaches, managers or other individuals in soccer-related matters within the state of Illinois.

#### **4.5 Policies, Procedures and Decisions**

The Association shall have the power to adopt policies and procedures and to make decisions which it deems necessary to accomplish its purposes.

### **SECTION V – MEMBERS**

5.1 Members shall include all “players” as affiliated with the Association, but they shall not have the right to vote individually.

### **SECTION VI – BOARD OF DIRECTORS**

#### **6.1 General Powers**

The Association shall be managed by a Board of Directors (also referred to as the Executive Board). All corporate powers of the Association shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

#### **6.2. Qualification**

All Directors must be individuals.

#### **6.3. Election and Appointment**

The Directors shall be elected or appointed as provided in the Articles of Incorporation or these Bylaws. The Board of Directors shall govern the affairs of the Association, shall exercise jurisdiction over all games of soccer in which its members participate and shall make decision and render judgments relative to the rules of the game, conduct of play, deportment of players and officials, responsibility of members and governance of ISSA. The Directors shall be the officers of the Association.

#### **6.4. Number and Composition of the Board**

The Board of Directors shall consist of a:

1. President
2. Executive Vice President
3. Treasurer
4. Secretary
5. Recording Secretary
6. Vice President of Public Relations and Marketing
7. Delegate at Large
8. Delegate at Large
9. Delegate at Large
10. Delegate at Large
11. Delegate at Large

#### **6.5 Directors' Terms**

A Director shall serve for a 4 year term until: (1) the adjournment of the meeting of the Board of Directors at which his or her successor is elected, (2) the Director's resignation is effective or (3) the Director is removed.

## **6.6 Resignation**

- (a) A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary.
- (b) A resignation is effective when such notice specifies.
- (c) Once delivered, a notice of resignation is irrevocable, unless revocation is permitted by the Board of Directors.

## **6.7 Removal**

(a) A Director may be removed only at a meeting of the Board of Directors called for the purpose of removing the Director. The meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the Director. A Director who has been removed shall be given written notice thereof by the Secretary of the Association promptly thereafter.

(b) A Director may be removed with or without cause, unless the Articles of Incorporation provide that Directors may be removed only for cause, by the vote of two-thirds (2/3) of the Directors then in office or such greater number as is set forth in the Articles of Incorporation.

## **6.8 Vacancies**

If a vacancy occurs on the Board of Directors, the President shall fill the vacancy with approval of the Board of Directors. If the Directors remaining in office constitute less than a quorum of the Board of Directors, they may fill the vacancy by an affirmative vote of a majority. The Executive Board may declare vacant the office of any Board Member absent from three consecutive meetings of the Board without reasonable cause, as determined by the Board.

## **6.9 Compensation**

No Director shall be paid a salary for his or her service as a Director or a fixed sum for attendance at each meeting of the Board of Directors. The preceding shall not preclude a Director from serving the Association in any other capacity and receiving compensation therefore or from incurring expenses on behalf of the Association and receiving reimbursement therefore, with Board approval.

## **6.10 Regular Meetings**

(a) Unless the Articles of Incorporation provide otherwise, regular meetings of the Board of Directors shall be held, as determined by the Board of Directors.

(b) Unless determined otherwise by the Board of Directors, the Board of Directors shall hold an annual meeting.

## **6.11 Meetings by Remote Communication**

The Board of Directors may permit any or all Directors to participate in a regular or a Special Meeting by use of any means of communication wherein all of the Directors present may simultaneously hear and speak to each other. A Director participating in a meeting by this means is determined to be present "in person" at the meeting, for the purposes of these Bylaws.

## **6.12 Conduct of the Board**

The ISSA shall be managed by an Executive Board (the Board). Members of the Board shall conduct themselves in a manner that avoids even the appearance of impropriety, in relation to ISSA affairs. Upon election or appointment to the Board, each Board Member shall sign a statement confirming that he or she has no interests that would conflict with the ISSA, and that he or she will not carry out acts that would conflict with the interests of the ISSA during their tenure on the Board.

## **6.13 Notice of Meetings**

(a) Unless the Articles of Incorporation provide for a longer or shorter period, Special Meetings of the Board of Directors must be preceded by at least seven (7) days notice to each Director of the date, time and place of the meeting. The notice shall describe the purpose of the Special Meeting. (See 6.15.)

(b) Notwithstanding any other provision of these Bylaws, the annual meeting of the Board of Directors shall be preceded by at least fifteen (15) days notice to each Director of the date, time and place of the meeting

## **6.14 Waiver of Notice**

(a) A Director at any time may waive any notice required by law, the Articles of Incorporation or these Bylaws. Except as provided in subsection (b) of this Section, the waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which notice is waived and must be filed in the minutes or corporate records.

(b) A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting, unless:

- 1) the Director, at the beginning of the meeting, or promptly upon his or her arrival, objects to holding, or transacting business at, the meeting, and,
- 2) Does not thereafter vote on action(s) taken at the meeting.

### **6.15 Special Meetings**

A Special Meeting may be called by the President, or by majority of the Executive Board, or by a petition submitted to the ISSA containing:

- 1.) The purpose of the special meeting, and
- 2.) The signatures of the leagues who hold 2/3 of the voting rights of the membership.

Written notice shall be prepared by the party calling the Special Meeting, and this shall be sent by the ISSA to all the members as soon as possible. The purpose of the Special Meeting shall be stated in that notice, and no other matter may be considered at that meeting. A Special Meeting shall be held within 30 days of a valid request.

#### **6.15.1 Annual General Meeting**

The Annual General Meeting of the ISSA shall be held within 30 days after the end of the fiscal year. The ISSA shall provide an Agenda for the meeting at least fifteen days in advance, and shall give thirty days written notice of the time and location of such meeting, to its members. The President shall appoint a Parliamentarian and Sergeant-At-Arms at the start of the meeting. The former shall have the authority to resolve any parliamentary dispute that may arise during the proceedings.

### **6.16 Organization of Meetings.**

At every meeting of the Board of Directors:

(a) The President, or if the President is absent, then the Executive Vice-President, then any Officer chosen by a majority of the Directors present at the meeting, shall act as chairman of the meeting.

(b) The Secretary, or if the Secretary is absent, then any individual chosen by a majority of the Directors present at the meeting, shall act as secretary of the meeting.

(c) Unless changed by the President, the order of business at meetings of the Executive Board shall be:

1. Roll Call
2. Minutes of previous meeting
3. Correspondence
4. Financial Reports
5. Committee Reports
6. Unfinished Business
7. New Business
8. Miscellaneous Items
9. Adjournment

(d) Guests may attend and/or speak at meetings with the permission of the President, or by a majority vote of the Board.

### **6.17 Quorum**

Unless the Articles of Incorporation require a greater number or a lesser number, a quorum of the Board of Directors shall consist of fifty-one percent (51%) of the number of Directors provided in Section 6.4.

### **6.18 AGM Voting Strength**

Each member of the Board of Directors shall be entitled to one (1) vote.

Each affiliated league in good standing shall be entitled to a minimum of two (2) votes. Each affiliated league's weighted vote shall be based upon the number of players who are registered for the prior fiscal year. Each league will be entitled to 1 extra vote per 100 players registered with the ISSA.

### **6.19 Administrative Committees**

Except as specified below, all administrative committees shall have a minimum of three members, not more than one of whom is a member of the Executive Board. A chairperson shall head each committee. Where warranted and appropriate, such individuals may be compensated for their services, as determined by the Executive Board.

### **6.20 Trial Board Committee**

(a) The Trial Board shall handle misconduct of players as reported by game officials, under the direction of the Executive Board.

(b) The Trial Board shall rule all cases based on "Trial Board Guidelines for Misconduct of Players". The handling fee (see Schedule) may be used to cover the expenses of the Trial Board.

(c) The Trial Board may assess fines upon players, teams and leagues appropriate to the degree of misconduct found at trial.

(d) Appeals from the Trial Board shall be heard by the Executive Board, once the applicable Appeals Rules have been followed by the Appellant.

### **6.21 Budget Committee**

- (a) The Budget Committee shall be responsible for creating a budget for each fiscal year, and shall operate under the direct authority of the Executive Board.
- (b) Each ISSA Committee, and each member of the Executive Board may, submit individual budget proposals for evaluation and review by the Budget Committee. The Committee shall review all submitted budget proposals and subsequently submit a complete budget for approval by the Executive Board. Upon approval, the budget will be effective for the next fiscal year, subject to confirmation of the delegates at the Annual General Meeting. The delegates may submit budgetary amendments for a vote at the meeting, as well as suggesting general modifications.
- (c) If the Executive Board rejects the budget proposed by the Budget Committee, it shall pass back to the Committee, which shall reconvene and submit a modified version for approval. This process shall continue until final approval. The Executive Board shall not have line item veto power.
- (d) Each calendar quarter, the Budget Committee shall review the budget's feasibility and may modify the budget at that time. Such modifications shall be subject to Executive Board approval.
- (e) An emergency meeting of this committee may be called by the President or by a majority of the members of the Executive Board.
- (f) The adopted budget shall be balanced, meaning that projected expenditures may not exceed reasonably anticipated revenues.
- (g) The composition of the Budget Committee shall be as follows:
  - a. The Committee shall be comprised of three voting members.
  - b. The Treasurer shall hold a permanent position; the President shall be an ex officio member.
  - c. The President, subject to the approval of the Executive Board, shall appoint the other position(s).
  - d. Each voting member of this Committee shall have one vote.

### **6.22 Auditing Committee**

- (a) This committee shall review the financial records of the ISSA, and shall submit a written report and recommendations, if any, to the Executive Board within ninety days of the end of the fiscal year following its examination.
- (b) A Certified Public Accountant shall be appointed by the Executive Board prior to the Annual General Meeting to perform a compilation and review of the Treasurer's books and accounts, and shall submit a written report to the affiliates at the Annual General Meeting.

### **6.23 Nominating Committee**

This committee shall review all potential candidates' backgrounds and determine their ability to successfully execute the duties of such offices of the Executive Board which they seek. Nominations for President, Vice- President, Secretary, Recording Secretary, and Treasurer, wherever possible, should be submitted at least thirty days in advance of an election, to this committee. The Nominating Committee shall make its recommendations at the meeting at which an election is held.

### **6.24 Appeals Committee**

- (a) The Appeals Committee shall be responsible for appeals by affiliates or member clubs. The committee shall be comprised of members of the ISSA.
- (b) The Chairman shall send written notification of a hearing within fifteen days after the receipt of a properly filed appeal to all parties involved in the dispute. This notification shall include the nature of the dispute; the names of the parties involved and provide for the date, time and place of the hearing. In addition, copies of all pertinent documents received shall also be sent to all committee members prior to the date of the hearing. A hearing on any appeal shall be conducted by not less than two, nor more than five, Appeals Committee members, plus a Chairman, who shall conduct the hearing.
- (c) The Appeals Committee may expedite the appeals process.
- (d) The hearing shall permit the parties to confront one another, and shall permit reasonable time for questioning. The hearing need not be governed by formal rules of evidence, but is subject, instead, to the discretion of the Chairman.
- (e) Decisions shall be determined by a majority vote after the evidence has been presented, with the Chairperson voting only in case of a tie.

### **6.25 Hall of Fame Committee**

This committee shall recommend to the Executive Board any official, manager, coach, officer, referee, player, or any other individual who, through fervent dedication to the game, deserves induction into the Illinois Soccer Hall of Fame.

### **6.26 Rules Committee**

This committee shall review the governing documents of affiliates applying for membership to the ISSA, as well as any amendments submitted to this Constitution and Bylaws, and shall propose new or modified Rules, under the direction of the Executive Board.

### **6.27 Other Committees**

The President shall appoint all members of Committees, unless otherwise specified in these Rules. The members may, but not need be, members of the Board of Directors. Committees shall hold meetings on a periodic basis, as deemed necessary by their respective chairperson. All Committees shall report to President.

### **6.28 General Standards for Directors**

A Director shall exercise his or her duties, including any duties as a Committee member:

- (a) In good faith;
- (b) With the care an ordinarily prudent person would exercise under similar circumstances; and
- (c) In a manner the Director reasonably believes to be in the best interests of the Association; and
- (d) shall recuse him or herself from such duties in the event of a conflict of interest.

## **SECTION VII - OFFICERS**

(a) The officers of the Association are the elected Board of Directors:

(b) The same individual may simultaneously hold more than one office in the Association unless it is in violation of the Articles of Incorporation (such as the President and Secretary).

(c) Elections:

The President, the Treasurer, the Recording Secretary, and two Members at Large shall be elected at the Annual General Meeting in every other odd-numbered year. The Vice President, the Secretary, the Vice President of Marketing and Public Relations, and three Members at Large shall be elected at the Annual General Meeting in every other even-numbered year.

### **7.1 President**

The President shall be the Chief Executive Officer of the ISSA.

The President may delegate tasks to individuals and organizations.

The President shall preside at all meetings of the Association and the Board, unless absent, and shall be entitled to cast one vote. In the event of a tie, he or she shall cast the tie breaker.

The president shall be an ex-officio member of all Committees of the Association.

The president shall represent the ISSA at all official functions, both in and out of the state, unless he or she chooses to appoint a representative.

The President shall be empowered to appoint Committees or special assistants as necessary, with approval of the Executive Board.

The President shall act as the chairperson of all meetings of the Board of Directors.

The President shall make an annual report at the Annual General Meeting, and provide an annual activities report and current financial statements to the Federation's General Secretary, within 90 days after the start of the Federation's fiscal year.

The President shall have the authority to sign ISSA Checks, unless greater than \$1,000, when the signature of the Treasurer shall also be required.

### **7.2 Executive Vice-President**

The Executive Vice-President shall assume the duties of the President in the event the position of President is vacant, or in the case of the President's absence. The Executive Vice-President shall be entitled to cast one vote, except that, when he or she is acting as the President, he or she shall have the same voting privileges as the President. The Executive Vice-President shall be the ex-officio member of the Hall of Fame Committee. The Executive Vice-President may sign checks for the Association, with the same limitations as for the President.

### **7.3 Secretary**

The Secretary shall handle the correspondence of the Association and shall prepare annual reports as may be required by the USSF, other agencies or organizations. The Secretary has the responsibility of maintaining the minutes of the Board meetings and of giving notices, but may delegate these to a Recording Secretary. The Secretary shall be an ex-officio member of the Rules Committee.

### **7.4 Recording Secretary**

The Recording Secretary shall maintain proper minutes of the meetings of the ISSA Board and of the members and shall give proper notice of all meetings to persons entitled thereto, under the direction of the Secretary.

### **7.5 Treasurer**

The Treasurer shall keep a full and accurate account of the receipts and disbursements of the association and shall deposit all monies or other valuables in a bank approved by the ISSA Board. The Treasurer shall render a written financial statement to the ISSA Board at least quarterly and also at the Annual General Meeting. The Treasurer, with the approval of the ISSA Board, shall determine the form of such report. The Treasurer may appoint an Auditing Committee consisting of one or more persons to audit the books of the Association. The Treasurer may sign those checks written by the President or the Executive Vice-President which must be countersigned under these Rules. The Treasurer shall be an ex-officio member of the Budget Committee.

#### **7.6 Vice President of PR and Marketing**

The Vice President of Public Relations and Marketing shall manage the promotional functions of the ISSA. He or she shall coordinate all matters related to sponsorship, publicity, media relations, and ISSA representation.

#### **7.6 Delegate at Large**

A Delegate at Large may serve as a member of any Committee, or as designated by the President, and perform such other duties assigned by the Board or the President.

### **SECTION VIII – AMENDMENTS TO THE CONSTITUTION**

- (a) The Constitution of the ISSA may only be altered, amended, or repealed during an Annual General Meeting, or during a Special Meeting. Two-thirds of the votes of the delegates must be in favor for passage.
- (b) Amendments to be considered at the Annual General Meeting must be submitted in writing to the ISSA at least ninety days prior. The Rules Committee shall receive the proposal forthwith, and shall investigate the proposal's conformity with the Rules. It shall report its findings to the next Executive Board meeting. The Executive Board shall inform the members of their recommendations at least thirty days prior to the Annual General Meeting.
- (c) Amendments submitted for Special Meetings need not undergo such review, as above.
- (d) No Amendment inconsistent with the rules and regulations of the USSF and FIFA shall be adopted by the ISSA.
- (e) If such Amendment is adopted, it shall be declared null and void by the Rules Committee, as of the date that the Rules Committee makes such a determination. The prior Rule, if any, shall then be reinstated.
- (f) Any dispute as to the validity of such a Rules Committee ruling shall be referred to the superseding body concerned for determination. Unless and until this decision is returned, the Rules Committee determination shall stand.
- (g) Matters Not Provided For and Disputes

Any matter not provided for in, or dispute arising under this Constitution, may be submitted to the Executive Board for determination by the majority. Such decision shall be binding until voted upon at the next Annual General Meeting or Special Meeting. Any decision not approved by the members shall be voided or rescinded to the extent possible at that time.

### **SECTION IX – INDEMNIFICATION**

The Association shall indemnify and hold harmless its Officers and Directors from and against any losses, costs, damages, and expenses resulting from claims for bodily injury or property damage arising out of actions taken on behalf of the Association which are within the scope of an Officer's or Director's duties. Such indemnification shall not extend to bodily injury, property damage, or personal injury determined to be the result of the negligence of the Officer or Director, their affiliates, officers, employees, or representatives. Notwithstanding the foregoing, indemnification is subject to the Association's liability insurance, which policy is available for review upon request.

### **SECTION X – RULES AND REGULATIONS**

The ISSA Executive Board may add to, delete, or revise the ISSA Rules and Regulations at any time. Timely notice shall be given to the member affiliates when such changes occur. Changes must be made with majority approval of the Executive Board. The Executive Board may adjudicate any and all cases wherein a dispute arises under these Rules.

### **SECTION XI – RIGHT OF APPEAL**

All decisions of the ISSA may be appealed to the governing body having jurisdiction over the subject matter.