

USSF BYLAW AMENDMENTS PASSED AT
FEBRUARY 2019 ANNUAL GENERAL MEETING

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► **REDLINED VERSION**

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 **or the U.S. Center for SafeSport** must be honored and enforced by **all** 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.

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, **except that the Credentials Committee has the discretion for a given year to extend the calculation beyond two (2) decimal places based upon the capabilities of the computerized voting system and/or spreadsheet program.**

(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 **two (2)** decimal places, **except that the Credentials Committee has the discretion for a given year to extend the calculation beyond two (2) decimal places based upon the capabilities of the computerized voting system and/or spreadsheet program.**

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, **except that the Credentials Committee has the discretion for a given year to extend the calculation beyond two (2) decimal places based upon the capabilities of the computerized voting system and/or spreadsheet program.** "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 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 serve as Chairperson of the Board;

(b) 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.

Section 4. Qualifications. Officers must be at least eighteen years old and have the legal right to work in the United States without sponsorship, and should have a commitment to Olympic and Paralympic ideals. An individual is ineligible if s/he has:

(a) A felony conviction of any kind;

(b) Any conviction (misdemeanor or otherwise) for sexual abuse or sexual assault of any kind or for a hate crime;

(c) Served a period of ineligibility for an intentional Anti-Doping Rule Violation as determined by the World Anti-Doping Code; or

(d) Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport.

Any other criminal conviction must be disclosed in advance of consideration for service as an Officer and may be considered in evaluations. Any suspension, or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Officers have an ongoing duty to disclose. If a potential or existing Officer is under investigation for, or has been formally accused of, any of the above infractions, the Board may vote to suspend the individual's activity on the Board, during the pendency of such investigation, as provided in Bylaw 415. An investigation or formal accusation may be cause for a suspension under Bylaw 415.

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.

Section 4. Qualifications. Members of the Board must be at least eighteen years old and have the legal right to work in the United States without sponsorship, and should have a commitment to Olympic and Paralympic ideals. An individual is ineligible if s/he has:

- (a) A felony conviction of any kind;**
- (b) Any conviction (misdemeanor or otherwise) for sexual abuse or sexual assault of any kind or for a hate crime;**
- (c) Served a period of ineligibility for an intentional Anti-Doping Rule Violation as determined by the World Anti-Doping Code; or**
- (d) Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport.**

Any other criminal conviction must be disclosed in advance of consideration for service as a member of the Board and may be considered in evaluations. Any suspension, or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Members of the Board have an ongoing duty to disclose. If a potential or existing member of the Board is under investigation for, or has been formally accused of, any of the above infractions, the Board may vote to suspend the individual's activity on the Board, during the pendency of such investigation, as provided in Bylaw 415. An investigation or formal accusation may be cause for a suspension under Bylaw 415.

Bylaw 431. STANDING AND SPECIAL COMMITTEES

Section 1.

(a) The Nominating and Governance Committee, subject to approval of the Board, 24 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~~ **Advisory Panel** ~~Committee~~.

- (4) Referee Committee.
- (5) Rules Committee.
- (6) Disability Soccer Committee.
- (7) ~~Technical Committee.~~
- (8) ~~Independent Ethics Committee~~ **Panel**

(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

(5) Technical Committee of the Board

(6) Commercial 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.

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 **by appointment** on behalf of the Federation and at the request of the Federation (each, an “Indemnatee”) 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 Indemnatee 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 Indemnatee’s conduct did not constitute fraud, gross negligence, willful misconduct, criminal misconduct, a knowing violation of applicable law, or a transaction for which such Indemnatee 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 Indemnatee acted in a manner that would be excluded from indemnity pursuant to the preceding sentence.

Section 2. Expenses incurred by an Indemnatee in defending any Action subject to this Bylaw ~~will may~~ be advanced by the Federation prior to the final disposition of such Action ~~upon~~ **provided the Indemnatee executes** receipt by the Federation of a satisfactory written commitment ~~by or on behalf of the Indemnatee to~~ **(1) repay such amount if it shall be determined that such Indemnatee is not entitled to be indemnified as authorized in this Bylaw (2) agree the expenses for which Indemnatee seeks reimbursement qualify as reasonable attorneys’ fees and disbursements and other costs of litigation, whether pending or threatened, as further defined by policies approved by the Board; and (3) such other reasonable conditions as may be determined by the CEO/Secretary General or his/her designee, in the best interests of the Federation.** The indemnification provided by this Bylaw shall be in addition to any other rights to which an Indemnatee 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 Indemnatee.

Section 3. The Board of Directors may authorize the purchase of insurance to cover any person potentially due indemnification under this Bylaw.

Bylaw 708. JURISDICTION OF U.S. CENTER FOR SAFESPORT

This Bylaw is intended to meet the USOC’s request that the jurisdiction for the U.S. Center for SafeSport be included in these Bylaws.

Section 1. Subject Matter Jurisdiction. The investigation and adjudication of matters involving allegations or reports of sexual abuse or misconduct, or other violations of U.S.

Soccer Policies that involve prohibited conduct that is reasonably related to and accompanies an alleged violation involving sexualized behavior are subject to the subject matter jurisdiction of the U.S. Center for SafeSport in accordance with the requirements of the USOC and pursuant to 36 U.S.C. § 220541(a)(2).

Section 2. Personal Jurisdiction. Adults authorized directly by the Federation to interact with an amateur athlete are subject to the personal jurisdiction of the U.S. Center for SafeSport, which specifically includes: employees of the Federation; national team coaches, administrators, staff, and medical personnel; referees Grades 1-4, national coaching instructors, and any other individuals expressly required by U.S. Soccer's Safe Soccer Framework and/or applicable USOC policy, rule or bylaw.

► **REDLINED VERSION**

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)~~ **four (4)** year term on the Board.