

**First Amended and Restated By-Laws for Big Island HYSA League,
June 8th, 2015**

ARTICLE I

Section 1.1 Membership and Registration. Any applicant for membership in the Big Island Hawaii Youth Soccer Association (hereinafter referred to as the “League”) shall submit to the League Chairperson of the League for an affiliated club or team:

- A. Full payment of all dues and fees
- B. A completed player registration form for each player
- C. Proof of date of birth, upon initial registration.

It shall be the responsibility of the League to submit this information and required fees to the State HYSA (hereinafter referred to as the “Association”) to complete the participant’s registration. As such every member of the League will therefore also become a member of the State Association, HYSA. HYSA shall in turn register all of its players, coaches, teams, referees and administrators with the United States Soccer Federation (hereinafter referred to as the “Federation”) at least once each year and timely pay all dues and fees of the Federation.

Section 1.2 Dues and Fees. The Board of Directors of the League shall set all fees annually. Teams and players are not eligible for play until all dues and fees are paid. These teams and player fees will be established to cover the cost incurred by the League as assessed from the Association and to implement the administrative necessities for running the League operations.

Section 1.3 Discrimination. The League will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin. Membership within the League shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under Section 4 of Federation Bylaw 241.

ARTICLE II

Section 2.1 Board of Directors. The League shall have a Board of Directors (or similar body) selected through an open and democratic election process.

Section 2.2 Officers. The Board of Directors of this League shall elect from its membership a President, Vice President, Secretary, and Treasurer; all other members made up of club leadership with voting rights (see Voting Rights below) shall be Directors at Large.

- A. The President shall conduct semi-annual meetings of the Board of Directors of the League and shall cast a vote only in the case of a tie. The President shall appoint the Standing Committees and their chairpersons at the beginning of each season.

- B. The Vice President shall preside at meetings of the Board of Directors in the absence of the President and shall perform any duties assigned by the President.
- C. The Secretary shall keep an accurate record of all meetings and maintain the files of the League.
- D. The Treasurer shall give a receipt of all moneys which shall be deposited in a recognized bank in the name of the League. All accounts shall be paid by check and shall bear the signature of the Treasurer after receiving approval for payment by the President. In addition, copies of the financial statements for the league shall be distributed to the executive committee on a monthly basis along with a copy of the last bank statement by the 10th day of the succeeding month. A teleconference between the executive committee shall be arranged quarterly to review the financial and bank statements. A description of these quarterly financial reviews shall be presented to the entire Board of Directors at the semi-annual meeting for evaluation and approval.

Section 2.3 Executive Committee

- A. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.
- B. The committee shall have the responsibility of conducting the business of the Association between meetings of the Board of Directors.
- C. The election of the President and Secretary will occur every two years during the summer meeting of odd numbered years by nomination and simple majority voting.
- D. The election of the Vice-President and Treasurer will occur every two years during the summer meeting of even numbered years by nomination and simple majority voting.

ARTICLE III

Section 3.1 Board of Directors. The Board of Directors shall be responsible for and have sole authority for the following:

- A. Enforcing and interpreting the By-Laws and Rules and Regulations of the League.
- B. Amending the League's Rules and Regulations.
- C. Making temporary rules and regulations for specific cases or occasions not provided for in the By-Laws or Rules and Regulations but which are considered necessary by the Board of Directors to carry out the objectives of the League.
- D. Suspending, barring completely or otherwise disciplining any player, coach, manager, team assistant or league officer from any member team or league by establishing a Protests, Appeals and Discipline (PAD) committee.

Section 3.2 Meetings. The Board of Directors shall meet at a minimum, twice yearly. A Board of Directors meeting may also be called under special circumstances by the President or by call in writing of four (4) or more members of the Board of Directors.

Section 3.3 Quorum. At all meetings of the Board of Directors, a voting majority of members shall constitute a quorum for the transaction of business.

Section 3.4 Voting Rights. All motions proposed during Board of Directors meetings will be decided based on simple majority voting. Each Officer of the Executive committee and any Directors at Large from clubs with between 3 and 10 teams are given one vote. Directors at Large from clubs with 11 to 20 teams are given two votes and those from clubs with 21 or more teams are given 3 votes. The number of teams a club has is determined by the number of teams duly registered and paid for during the spring season of the most recent year.

Section 3.5 Replacement of members. If any member's position becomes vacant before his/her term expires, the President shall appoint a replacement within sixty days to serve the remainder of that term. The President's appointment shall be subject to approval by a majority of the members present at a duly called meeting.

ARTICLE IV

Section 4.1 Seasonal Year. The seasonal year shall be from September 1 to August 31. [USYSA By-Laws 4.1.6 2006.] Insurance coverage shall be for the same period of time.

Section 4.2 Fiscal Year. The fiscal year shall be from September 1 to August 31.

ARTICLE V

Section 5.1 Appeals. The League will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the Federation, the Association, the League and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 5.2 Use of Lawyers. In the matter of protest and appeals, no player, team or league shall engage the services of a lawyer until all avenues of approach of protest and appeals procedures as provided in the H.Y.S.A. Rules and Regulations are exhausted through the regular channels of organized soccer.

[USYSA By-Laws 2014.6.1]

Section 5.3 Federation and Association Dominance. The Federation Articles of Incorporation, Bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Association. Those same of the Association take precedence over and supersede those of the League and its members to the extent applicable under state law, and the League and its members will abide by those articles, bylaws, policies and requirements.

Section 5.4 Conflicting Organization Membership. The League will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies and requirements.

ARTICLE VI

Section 6.1 Exculpation. No Director or Officer of the League shall be liable for acts, defaults, or neglects of any other Director or Officer or for any loss sustained by the League, unless the same has resulted from his or her own willful misconduct, willful neglect or negligence.

Section 6.2 Indemnification. Every Director and Officer shall be indemnified by the League against all reasonable costs, expenses and liabilities (including League fees) actually and necessarily incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry, of whatever nature in which he or she may be involved as a party or otherwise by reason of his or her being or having been a Director or Officer of the League, whether or not he or she continues to be such Director or Officer of the League at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or willful negligence toward the League in the performance of his or her duties as such Director or Officer. As to whether or not a Director or Officer was liable by reason of willful misconduct or willful negligence toward the League in the performance of his or her duties as such Director or Officer, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each Director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law and shall inure to the benefit of the legal representation of such person.

ARTICLE VII

Section 7.1 Amendments to By-Laws. These By-Laws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of all members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment or repeal of the By-Laws of the League.

ARTICLE VIII

Section 8.1 Ratification and Establishment of By-Laws. The Ratification and Signature of four (4) executive members of the 2014-2015 Big Island Hawaii Youth Soccer Association Board of Directors shall be sufficient for the establishment of these By-laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1st day of June 2015.

[Signatures on File]

Bill Case, President

Taylor Easley, Vice-President

Gordon Inouye, Treasurer

Jonathan Walsh, Secretary

Amended by a majority vote of the BIHYSA BOD on June 18th, 2016 as follows (items added listed in red):

1. **“Section 2.2 Officers.** The Board of Directors of this League shall elect from its membership a President, Vice President, Secretary, **League Referee Administrator (LRA)** and Treasurer; all other members made up of club leadership with voting rights (see Voting Rights below) shall be Directors at Large.”
2. Under list of responsibilities:
 - E. **“The League Referee Administrator (LRA) shall report to the board on all matters regarding assignments, personnel coverage, youth referee training and mentoring, referee training to upgrade the quality of our staff, seek to implement an assessment program and assume those functions normally assigned to monitor the Referee Program in our League.”**

[Signatures on File]

Jonathan Walsh, President

Tod Ichishita, Vice-President

Gordon Inouye, Treasurer

Cari Kapuniaia, Secretary