

**WADSWORTH AMATEUR SOCCER ASSOCIATION
CONSTITUTION
Adopted January 18, 2011**

ARTICLE 1 - NAME

The name of the association shall be the Wadsworth Amateur Soccer Association, and may be referred to as WASA in the constitution, bylaws or other official documents. This organization shall be a non-profit, educational organization maintained under Section 501 (c) (3) of the United States Internal Revenue Code.

ARTICLE 2 - PURPOSE

The purpose of WASA shall be the supervision, regulation and promotion of youth soccer, and shall be to provide competition for the development of amateur male and female soccer players through coaching, refereeing and player development programs, and to encourage good sportsmanship and fair play among all participants.

ARTICLE 3 - MEMBERSHIP

A. Criteria.

Persons who apply for and have been registered by the association shall be Members. The eligibility requirements for Membership are as follows:

1. The person is a player age 4 or older (during the particular Seasonal Year for which membership is sought or claimed), or the person is a league registered coach, trainer, or manager of a WASA team (appointed by the Board of Directors to the position for the Seasonal Year in which membership is sought or claimed);and
2. The person is or will be "*bona fide*ly" domiciled within the Territory as defined in Article 4 below during the seasonal year in which the membership is sought or claimed or the person is a player and attends a public or parochial school within the Territory as defined in Article 4 below, or the person is a league registered coach, trainer, or manager of a WASA team (appointed by the Board of Directors to the position for the Seasonal Year in which membership is sought or claimed); and
3. The person has not been suspended under Section 4 (or renumbered) of the United States Soccer Federation, Inc (USSF) Bylaw 241. As used herein the term "Seasonal Year" means that time frame from August 1 through July 31 of each calendar year.

B. Exemptions from Domicile/School Requirement.

There shall be one exemption from the domicile/school requirement as set forth in Article 3 Section (A) (2):

1. A player shall be exempt if such player is domiciled in an area where there is no organized soccer program for which such player is eligible and the WASA team that such player would otherwise be eligible for does not have a full team roster, but only to the extent the conference or league rules that such WASA team participates in allows for the same.

C. Procedure for Membership Determinations.

With respect to all decisions regarding membership, including, but not limited to, those related to the domicile of an applicant for membership, the following provisions shall apply: 1) the decision shall in the first instance be made by the Board of Directors; 2) if the applicant or an interested person disagrees with the decision of the Board of Directors he or she shall be entitled to appeal the decision to the Discipline, Fair Play, and Appeals Committee (the "DFPAC"). The appeal shall be filed with the Board of Directors at the official WASA office by certified mail postmarked within 10 days after the final decision of the Board of Directors. The DFPAC shall hold a hearing on the issue where the applicant and/or his or her parents or other representative shall present testimony, evidence and argument in support of the application for membership. Any other interested party may attend the hearing and

present testimony, evidence and argument in support of the application or against the application. The hearing shall be set within 14 days of the filing of the appeal. The decision of the DFPAC shall be rendered within 5 days after the hearing and shall be final and not appealable. No person or his or her representatives shall engage in any *ex parte* communication with any members of the DFPAC regarding the application on appeal, it being understood that all testimony, evidence, and argument shall be presented only at the hearing.

D. Domicile Factors.

In determining questions of domicile and whether such domicile is *bone fide*, the following factors, among other relevant factors, shall be considered by the Board of Directors and, if on appeal, the DFPAC, but such factors are not in and of themselves dispositive: 1) the length of time the applicant has lived within the Territory; 2) whether it appears from the evidence that the domicile has been temporarily established for the sole or overriding purpose of securing membership in WASA; 3) whether the permanent mailing address of the applicant is located within the Territory; 4) whether the applicant or the parent or legal guardian of the applicant owns or leases the residence of the applicant within the Territory; and 5) in the case of an applicant who is moving his or her residence into the Territory during the season, proof of *bona fide* intention to so move within the Territory.

E. Other Affiliations.

Members in WASA are also members of the Ohio Youth Soccer Association North, the US Youth Soccer Association, and the USSF.

ARTICLE 4 - TERRITORY

The territory of WASA is the Wadsworth, Ohio, area, defined as being all of the following areas: 1) the geographic area within the confines of the City of Wadsworth, Ohio; 2) the geographic area within the confines of the Township of Wadsworth, Ohio; 3) the geographic area within the 44281 ZIP Code; and 4) the geographic area within the confines of the Wadsworth City School System.

ARTICLE 5 - LOCATION

The WASA office (as designated) will be the official, permanent location for mail purposes. The past President will give the new President the key to the WASA office on the day the new President takes office. Past minutes, a complete, correct copy of the constitution, bylaws, rules and regulations, and copies of any annual reports shall be maintained in the office and by each Secretary and passed to the next Secretary on the day the new Secretary takes office.

ARTICLE 6 - COLORS

The organization's colors shall be red and white.

ARTICLE 7 - ORGANIZATION

WASA shall operate pursuant to and abide by all local state and federal laws and regulations. In soccer matters, WASA shall operate pursuant to the rules of the applicable organization listed in Article 4 and in accordance with the Rules and Regulations promulgated by the Board of Directors of WASA. In creating and implementing its rules and regulations and in implementing those of other applicable organizations WASA will not discriminate against players, coaches or administrators, will prohibit sexual and physical abuse of players and will maintain the highest standards of behavior on the fields and sidelines of games and practices.

ARTICLE 8 - ADMINISTRATION

A. Board of Directors

1. Numbers, elections.

The governing body of WASA shall be the Board of Directors (BOD). The Board of Directors shall consist of the Executive Committee, five General Directors, and four appointed Standing Committee Chairpersons. The persons on the BOD, except the Standing Committee Chairpersons, shall be elected by the general WASA membership at the Annual General Meeting (AGM) as set forth below. Nominations for elected BOD positions shall be accepted at the BOD meeting in October of each year and shall be accepted from the floor at the AGM. All nominations must be accepted in person at the meeting in which they were nominated. The Standing Committee Chairpersons shall be appointed by the BOD. WASA membership is not an eligibility requirement for nomination, election, appointment or service on the BOD. The Executive Committee and General Directors may give reports, make motions, second motions, discuss matters and vote, except that the President shall only vote at BOD meetings in the case of a tie and as set forth in Article 11 regarding amendments to this Constitution. The Standing Committee Chairpersons may give reports, make motions, second motions, and discuss matters, but may not vote. Any person hired by the board in any executive or office manager capacity will be an *ex officio* member of the Board. *Ex-officio* persons can give reports and discuss matters, but may not make or second motions or vote. A person may only be nominated for one director position at any given election and may only hold one director position at any given time. Each position shall be voted on separately and the person who receives the most votes for that position shall be elected to such position.

2. Positions and Terms.

The positions on the BOD and their terms and election years are as follows and each elected Director shall be voted on in the same order as presented below:

- a. Executive Committee members are:
 1. WASA President, 2 year term with election every odd numbered year.
 2. WASA Vice President, 2 year term with election every even numbered year.
 3. WASA Secretary, 2 year term with election every odd numbered year.
 4. WASA Treasurer, 2 year term with election every even numbered year.
- b. General Directors are:
 1. The Director of Boys Travel Program, 2 year term with election every odd numbered year.
 2. The Director of Girls Travel Program, 2 year term with election every even numbered year.
 3. The Director of Recreation Program, 2 year term with election every odd numbered year.
 4. The Director of Coaching & Player Development, 2 year term with election every even numbered year.
 5. The Director of Communication, 2 year term with election every odd numbered year.
- c. Standing Committee Directors/Chairpersons are:
 1. Tournament Chairperson, one year term
 2. Discipline, Fair Play and Appeals Chairperson, one year term
 3. Fund Raising Chairperson, one year term
 4. Adult Program Chairperson, one year term

3. First Year Matters.

For the first election after adoption of this Amended Constitution all director positions will be elected and filled. Those directors elected in the first election after adoption of this Constitution that would have

otherwise been elected in odd numbered years will serve a one year term instead of a two year term and such positions will be set for election the following year for the position to be filled the full two year term.

4. Vacancies after Election.

If no person is nominated and elected for a given Directorship position, such position shall be appointed by the newly elected Directors at their first official Director's meeting. Until such appointment is made the Vice President shall hold all powers of the vacant Director position.

5. Vacancies during Term.

Upon a vacancy of any Director position during the term of such Director, the remaining Directors shall appoint a successor Director to complete the remaining term of the removed Director until the next AGM at which time the vacancy shall be filled by election for the remaining term or if such position is up for election at such AGM then the election shall be for the full term as if there was no vacancy. Until such appointment is made the Vice President shall hold all powers of the vacant Director position.

B. Authority

The BOD shall have the powers and authority as set forth in the Constitution, Bylaws, Rules and Policies of WASA. The BOD shall set all policies, rules, and regulations of WASA and may delegate to committees such responsibility for creation of rules and regulations as it deems necessary to the proper and efficient functioning of the activities of WASA. No rules, regulations, or policies shall be contrary to this Constitution or the By-laws. They shall transact business, as a group, in the name of WASA. The Board of Directors may hire employees or contract with persons to perform certain tasks. The duties of employees and listing of contracted work to be performed shall be done by the Board. The Board, upon recommendation by the President, will do the hiring of employees and/or contractors. The President or his designee will supervise all employees and contractors.

C. Voting

The voting at BOD Meetings shall be as follows: one vote for each officer/director listed in Article 8(A)(2)a and b, except for the President, who shall vote only in case of a tie vote and on amendments to this Constitution as set forth in Article 11. Except as may be stated elsewhere herein, on all matters voted upon, a majority vote of those Directors present at the meeting shall be needed to carry a vote. There shall be no proxy votes.

D. Time and Location

The Board of Directors shall meet on a regular basis. The Board will set the yearly calendar with dates, times and places at the Organization Meeting in January. The meeting time, date and place can be changed by the Executive Committee (3 of 4 members approving the change) by notifying the General Directors and Standing Committee Chairpersons by electronic communication 24 hours prior to the meeting.

E. Quorum

A majority of the Directors entitled to vote at BOD meetings shall constitute a quorum at all BOD meetings. No vote may occur unless a quorum is present.

ARTICLE 9 – MEMBERSHIP VOTING

A. General Meetings of the Members

There shall be bi-monthly meetings of the general membership at the times and locations scheduled by the BOD. The Annual General Meeting (AGM) will take place in November at a time and place established by

the BOD at its Organizational Meeting in January. Notification will be sent to all members at least thirty days in advance announcing offices to be elected, and any proposed amendments to this Constitution and the Bylaws. Yearly reports of the committees and the annual financial report shall be presented in writing to the membership at the AGM.

B. Special Meetings of the Members

Special meetings of the general membership may be called upon by a petition signed by at least 3 members of the BOD or by at least 33% of the general membership. Notice of the time, date, and purpose of any special meeting of the general membership shall be mailed with at least two weeks notice to the general membership and published in a newspaper of general circulation in the City of Wadsworth at least once prior to the meeting. Substantial and not strict compliance with the mail notice requirement is all that is needed as long as the publication in the newspaper is made.

C. Voting at the General Membership Meetings

1. In General.

The Secretary shall preside over all voting at the AGM and meetings of the general membership. One vote shall be held by each Member to be voted by the Member if 18 years of age or older at the time of the vote or by such member's parents or legal guardian if such Member is under 18 at the time of the vote. The Secretary shall present one vote per member under age 18 to the first parent or legal guardian of the member player proving status as guardian or parent of such Member player. One parent or legal guardian may hold the votes for all of the members under age 18 in the family or parents or legal guardians may split the votes, but in the case of an odd number, one parent or legal guardian will carry the extra vote. In case of both parents and/or legal guardians presenting for one vote, a coin will be flipped. Except as elsewhere stated herein matters voted upon by the general membership shall be passed upon majority vote of those members present. There shall be no quorum requirement at general membership meetings. No proxy votes shall be allowed.

2. Limitations

Each Director, whether or not a Member, shall be given one vote for issues voted upon by the general membership. An adult with multiple roles may, however, only carry one total vote for her/himself, regardless of how many administrative, coach, manager or trainer roles he or she may have, and one vote for each child Member of his/her own under the age of 18 or for each child under age 18 for which he or she may be a guardian. Each adult shall have only one vote by virtue of his or her status as a member by way of being a league registered trainer, coach or manager despite fulfilling more than one such role. Example: Parent of three children players who is also a player, league registered manager, president, and a league registered coach carries five total votes at general membership meetings: four player votes (one for each child and one for himself or herself) and in addition one for his or her role as manager, president and coach even though he or she fulfills three volunteer roles (i.e. manger, president and coach).

3. Credential Report.

The credential report shall be given by the Secretary and will list the members, the number of votes for each Member and the total number of votes. Since persons may carry multiple votes, all votes in which there is contention will be done by ballot, with each person receiving the proper number of ballots, which she or he is qualified to vote. The credential report shall be held at the official WASA office and will be available for inspection at such location. The credential report shall become final one week prior to any general meeting at which there is a scheduled vote.

D. Agenda

The Agenda for all meetings of the BOD and general membership meetings shall be in the following order:

- Roll Call of Board of Directors and Committee Chairman
- Credentials Report (AGM only)
- Minutes of last meeting
- Financial Report
- President's Report
- Vice President's Report
- Directors' Reports
- Committee Reports
- Old Business
- New Business
- Open to the Public
- Announcements
- Adjournment

E. Rules of Order

Except as noted in this constitution and the bylaws, all meetings are to be governed under Roberts Rule of Order.

ARTICLE 10 - DISSOLUTION

WASA may be dissolved by following the same procedures with the same voting requirements as are required to amend this Constitution. In that event, the assets of this Association shall be distributed to the Wadsworth Public School Board of Education, or any other eligible 501(C)(3) non-profit organization as directed by the majority of the Board of Directors.

ARTICLE 11 - AMENDMENTS

The Board of Directors may propose recommendations of amendments to this constitution. Such recommended proposals for amendment require a positive vote of six (6) of the nine (9) Directors to be placed on the agenda for the AGM or a meeting of the General Membership. Notwithstanding anything to the contrary contained herein the President shall be entitled to vote on all such proposals to amend this Constitution. Each Director must vote on such amendments and shall not abstain from the same.

BOD recommended proposals to amend this Constitution will then be presented to the General Membership for vote and shall require a vote of a majority of the voting power of the Members present at a duly called AGM or at a meeting of the General Membership called to vote upon an amendment or amendments. Notwithstanding anything to the contrary contained herein notice of a meeting of the General Membership at which a vote is to be conducted to amend this Constitution shall be given in the same manner as the notice of a special meeting except that such notice shall be made at least thirty days prior to the meeting, listing the date, time, place and the amendment(s) to be considered. There shall be no quorum required at the general membership meeting for such a vote.

Amendments become effective after the adjournment of the meeting upon which it was voted, providing there is no other date specified for the effective date.

ARTICLE 12 - RATIFICATION

The formal ratification of this Constitution shall take place immediately after the meeting at which it was voted upon. This Constitution shall become effective upon ratification pursuant to the prior Constitution of WASA. The positions created by this Constitution shall be filled at the next AGM or special meeting of the General Membership following the adoption.