



**APPROVED BYLAWS OF  
MISSISSIPPI SOCCER ASSOCIATION,  
INC.**

**Adopted by MSA Membership January 25, 2020 Effective  
September 1, 2020**

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1 **BYLAWS**  
2 **OF THE**  
3 **MISSISSIPPI SOCCER ASSOCIATION, INC.**

4  
5 **ARTICLE I**  
6 **NAME**  
7

8 This organization will be known as the Mississippi Soccer Association, Inc. a non-profit  
9 organization incorporated under the laws of the State of Mississippi.

10  
11 **ARTICLE II**  
12 **PURPOSE**  
13

14 The purposes of this organization shall be as stated in the Articles of Incorporation of the  
15 Mississippi Soccer Association, Inc., hereinafter referred to as MSA. The organization is a  
16 state association member of the United States Soccer Federation, Inc. hereinafter referred  
17 to as Federation, the United States Adult Soccer Association, Inc. hereinafter referred to as  
18 USASA, and the United States Youth Soccer Association, Inc. hereinafter referred to USYSA.

19  
20 **ARTICLE III**  
21 **MEMBERSHIP**  
22

23 **Section 1. Eligibility.**

- 24 **A.** The membership of MSA is open to all youth and adult soccer organizations and all  
25 soccer players, coaches, trainers, managers, administrators, and officials without  
26 discrimination on the basis of race, color, religion, age, sex, or national origin.  
27 **B.** Membership in MSA shall be organizations or individuals interested in advancing  
28 soccer within Mississippi. Such organizations or individuals may apply for  
29 affiliation with MSA.

30 **Section 2. Authority.**

- 31 **A.** The governing authority of MSA will be vested in the Membership and the council  
32 as provided in these Bylaws.  
33 **B.** Each member organization or individual shall recognize the authority, rulings,  
34 Articles of Incorporation, Bylaws, Policies, Rules and Regulations of MSA, USASA,  
35 USYSA, and the Federation.

36 **Section 3. Categories.** MSA shall have the following membership categories:

- 37 **A. Full Members.** Full Members are voting members of MSA who are domiciled and  
38 operating within the legal boundaries of the State of Mississippi. Only soccer  
39 organizations, including, but not limited to, clubs, leagues, or associations, which  
40 directly register players, form teams, and coordinates competition between teams  
41 are eligible. Full Members shall be designated as Youth or Adult Members.  
42 **B. Associate Members.** To qualify for associate membership, an organization may be  
43 formed to advance a particular aspect of soccer, subject to all requirements Section  
44 4 of this Article, in the following categories:  
45 1. Competitive I; or  
46 2. TOPSoccer.

47 **C. Affiliate Members.** An individual or an organization not fitting a member category  
48 as provided by this Article may be an affiliate member of MSA for one year upon  
49 completing an affiliate member application form, paying a yearly membership fee  
50 to MSA, and complying with requirements established by the council.

51 **Section 4. Admission to Membership.**

- 52 **A.** Membership in MSA will be member organizations or individuals interested in  
53 advancing soccer within Mississippi. Such organizations or individuals may apply  
54 for affiliation with MSA.
- 55 **B.** The council of MSA will determine all requirements for membership in MSA.
- 56 **C.** An organization desiring to become an organization member of MSA must submit a  
57 written application for membership to the Executive Director, for approval as  
58 provided by this Section 4 of Article III, which includes the following:  
59 1. the classification of organization membership being applied for; and  
60 2. copies of its charter, articles of incorporation, bylaws, rules, regulations, any  
61 rules of play, and other governing documents appropriate to understanding the  
62 structure and activities of the organization.
- 63 **D.** Membership may be granted by the council as follows:  
64 1. The council may grant to, deny or withdraw provisional membership.  
65 2. An applicant granted provisional membership has all the rights and  
66 responsibilities of that classification of member granted except that an affiliate  
67 member may not vote.  
68 3. Membership may be granted after one (1) year, or sooner, at the discretion of  
69 the council or, at the request of the council, by the Executive Director, on  
70 determination that the applicant has met all requirements for membership as  
71 provided in clause 2 of Section C of this Article and all other MSA requirements.

72 **Section 5. Territories.** Each full member shall operate within an MSA approved boundary  
73 as specified in the member's governing documents.

- 74 **A.** All boundaries must be physical features, for example, rivers, streets, highways,  
75 and other similar elements.
- 76 **B.** Any change to a full member's boundaries must be submitted on an MSA approved  
77 form. No revision is applicable until approved by the council in writing.
- 78 **C.** MSA may form political and playing districts and sub-districts as needed to  
79 accomplish its objectives and in its sole discretion. When possible, district  
80 boundaries shall follow county boundaries and reflect relatively equal player  
81 registrations among the established districts and deviations are acceptable when  
82 approved by the council.
- 83 **D.** Restrictions.  
84 1. Each full member has an established territory and boundaries in which it shall  
85 operate.  
86 2. No other member may establish programs or operations within existing,  
87 approved territory without first receiving written approval from the existing  
88 member and the council.  
89 3. Council approval shall be recorded in the approved public minutes of the  
90 Council meeting.

91 **Section 6. Good Standing.** The term of membership is for one seasonal year. However, if  
92 the member is admitted and the membership is effective before the beginning of the next

93 seasonal year, the initial term of membership for that member is for the balance of the  
94 seasonal year. Membership automatically renews each seasonal year as long as the  
95 member remains in good standing with MSA, which includes:

- 96 1. Must be current with all dues, fees, and assessments owed;
- 97 2. Must have on file with MSA a copy of the member's Articles or Certificate of  
98 Incorporation, Bylaws, Rules and Regulations, and any amendments to those  
99 documents;
- 100 3. Must register all players, referees, coaches, assistant coaches, team managers,  
101 organization officers, directors, and any other individuals in a timely manner as  
102 set by the Council.
- 103 4. Must follow all other such rules or procedures as the council may direct.
- 104 5. If a member fails to meet any of these qualifications, the council may suspend,  
105 fine, terminate or impose any other penalty on the member subject to the  
106 provisions of these bylaws.

107 **Section 7. Reinstatement.** A suspended member of MSA may submit a written request for  
108 reinstatement. The council may reinstate the membership of a suspended member on  
109 reasonable terms that the council considers appropriate.

110 **Section 8. Resignation.** Any member may resign by giving written notice to the Council at  
111 its offices. The resignation will take effect at the time specified therein or immediately if  
112 no time is specified. Unless specified therein, the acceptance of such resignation will not  
113 be necessary to make it effective.

#### 114 115 **ARTICLE IV** 116 **FEES AND FINANCE**

117  
118 **Section 1. Fees.** The fees for full members shall be established by the membership. The  
119 council will establish the amount and due date of associate and affiliate member fees  
120 which shall include the cost of insurance, any player registration fees required by USASA,  
121 USYSA, or the Federation, and any other fee as determined by the council.

122 **Section 2. Failure to Pay Fees.** Any member failing to pay any fees due MSA shall be  
123 provided written notice of the delinquency. If those fees are not paid within 15 days after  
124 the date of the notice of delinquency, the delinquent member may be suspended from  
125 membership in MSA in accordance with these bylaws.

126 **Section 3. Budget.** The council shall cause an annual budget to be prepared for  
127 distribution to the membership.

128 **Section 4. Audit.** The MSA financial records will be audited annually. This audit shall be  
129 accomplished by independent auditor. The audit shall include all records and require the  
130 submission of a written report and recommendations. The secretary/treasurer shall  
131 distribute the audit to the council and all members.

132 **Section 5. Fiscal Year.** The fiscal year shall be as determined by the council.  
133

**ARTICLE V**  
**OFFICERS AND DIRECTORS**

**Section 1. Officers and Directors.**

**A.** The elected officers of MSA shall be a president, first vice president-recreation, second vice president-competitive II, third vice president-competitive I, the member-at-large, the secretary/treasurer, and the referee representative.

**B.** The elected directors shall be the four (4) district directors.

**Section 2. Qualifications.** The candidates for elected office shall:

1. be in good standing with MSA;
2. a candidate for office of MSA must be 19 years of age prior to August 1st of the seasonal year of election, must also be a legal resident of the State of Mississippi, and must be, or has been in the last two (2) years, a member in good standing with a Full Member.
3. not be a paid employee of MSA or of any member;
4. with respect to the referee representative, must have be a member of the State Referee Committee (SRC); and
5. not hold more than one office or serve concurrently as an officer or director on the council of a member organization unless prescribed otherwise by these bylaws.

**Section 3. Term of Office.**

**A.** An officer or director will serve for a period of two years and (except as otherwise noted herein) may succeed themselves.

**B.** Elected officers and directors shall assume office on June 1 of the year they are elected. All officers and directors shall serve for a term of two years or until their successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office or position begins immediately after being elected to fill the vacancy.

**Section 4. Duties of Officers and Directors.** The officers and directors shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the council, or in the adopted parliamentary authority.

**A. Duties of the President.** The president:

1. shall serve as chair of all meetings of the membership and the council;
2. may execute instruments for MSA that the council authorizes to be executed;
3. oversee the activities of the executive director and act as the liaison between the council and the executive director; and
4. shall perform other responsibilities assigned by the council.

**B. Duties of the First Vice President - Recreation.** The first vice president-recreation shall:

1. assist the president;
2. assume the responsibilities of the president when the president is absent, cannot act, or refuses to act;
3. be an advocate for all developmental and outreach programs; and
4. perform other responsibilities assigned by the council or the chair.

**C. Duties of the Second Vice President – Competitive II.** The second vice president-competitive II shall:

1. assist the president and first vice president - recreation;

- 180 2. assume the responsibilities of the president when the president and vice  
181 president- recreation are absent, cannot act, or refuse to act;  
182 3. oversee the development and promotion of higher levels of play and the  
183 organization of leagues and competitions to meet these objectives;  
184 4. represent MSA at USYSA and USASA competitions as assigned; and  
185 5. perform other responsibilities assigned by the council or the president.

186 **D. Duties of the Third Vice President – Competitive I.** The second vice president-  
187 competitive I shall:

- 188 1. assist the president and second vice president – competitive II;  
189 2. oversee the development and promotion of the highest levels of play and the  
190 organization of leagues and competitions to meet these objectives;  
191 3. represent MSA at USYSA and USASA competitions as assigned; and  
192 4. perform other responsibilities assigned by the council or the president.

193 **E. Duties of the Secretary/Treasurer.** The secretary/treasurer shall:

- 194 1. shall record and transcribe the minutes of all meetings and advise the executive  
195 director on distribution;  
196 2. serve as the recording secretary for all Disciplinary and Appeals hearings;  
197 3. provide oversight to the management of all MSA funds and act as a signatory on  
198 assigned accounts;  
199 4. make a financial report to the council at each meeting and at other times when  
200 requested by the president or the council;  
201 5. in accordance with the financial policies of MSA, cooperate in such a manner as  
202 to enable timely completion of an independent audit of the financial accounts  
203 and transactions of MSA when requested by the council; and  
204 6. perform other responsibilities assigned by the by the council or the president.

205 **F. Duties of the Member-at-Large.** The member-at-large shall:

- 206 1. be interested in promoting soccer and MSA;  
207 2. have experience in a practical aspect of operating a soccer organization;  
208 3. understand and apply the requirements outlined in the Federation, USASA, and  
209 USYSA bylaws and policies and procedures; and  
210 4. perform other responsibilities as assigned by the council or the president.

211 **G. Duties of the Referee Representative.** The referee representative shall:

- 212 1. be interested in promoting soccer and MSA;  
213 2. represent referees on matters of interest or concern in consultation with the  
214 SRC on all matters associated with referees and their growth and development;  
215 3. inform the council of the requirements outlined in the Federation policies; and  
216 4. perform other responsibilities as assigned by the council or the president.

217 **H. Duties of the District Directors.** The district directors shall:

- 218 1. be interested in promoting soccer and MSA;  
219 2. represent the membership on matters of interest or concern; and  
220 3. perform other responsibilities assigned by the council or the president.

221 **Section 5. Removal from Office.**

- 222 **A.** Officers may be removed from office by majority vote of those present and voting at  
223 a meeting of those members entitled to vote for that office.

- 224 B. A member of the council who does not attend two (2) consecutive meetings of the  
225 council may be removed by a majority of the council unless such absences are  
226 excused by the president.
- 227 C. Any officer or member of the council may resign by giving written notice to the  
228 council. The resignation will take effect at the time specified therein or  
229 immediately if no time is specified. Unless specified therein, the acceptance of such  
230 resignation will not be necessary to make it effective.

231 **Section 6. Vacancy in Elected Office.**

- 232 A. If the office of president becomes vacant for any reason, the first vice president-  
233 recreation shall become the president for the balance of the term.
- 234 B. If the office of any other officer or director becomes vacant for any reason, the  
235 president may appoint an individual to the office or position to fill the vacancy  
236 subject to approval by the council until the next membership meeting.
- 237 C. However, if a vacancy is caused by an election during a membership meeting, the  
238 election to fill the vacancy for the balance of the term shall occur during that  
239 meeting.

240  
241 **ARTICLE VI**  
242 **ELECTIONS**  
243

244 **Section 1. Nominations from the Floor.** Nominations from the floor are not allowed,  
245 unless there are no candidates for an office to be elected.

246 **Section 2. Elections of Officers and Directors.**

- 247 A. At the Annual General Meeting the following officers and directors will be elected  
248 in odd-numbered years: President, Second Vice President- Competitive II,  
249 Secretary/Treasurer, Northern District Director, and the Southern District Director.
- 250 B. At the Annual General Meeting the following officers and directors will be elected in  
251 even-numbered years: First Vice President - Recreation, Third Vice President –  
252 Competitive I, Member-at-Large, Referee Representative, Central District Director,  
253 and the Western District Director.
- 254 C. Any individual seeking a position on the council shall submit notice to MSA on a  
255 form approved by the council electronically, by certified mail, or commercial  
256 delivery service with signature verification at least 45 days prior to the Annual  
257 General Meeting.
- 258 D. Members of the council, except the district directors, shall be elected by majority  
259 vote of the full members.
- 260 E. Each district director shall be elected by majority vote of those full members eligible  
261 to vote for a respective district director.

262  
263 **ARTICLE VII**  
264 **MEETINGS**  
265

266 **Section 1. Annual General Meeting.** Annual general meetings of MSA shall be held in  
267 January or February at a time and place determined by the council.

- 268 A. **Notice of Meeting.** MSA shall provide to each organization member and the  
269 council:



- 270 1. no more than ninety (90) days but no fewer than forty-five (45) days before the  
271 date of the meeting, notice of the annual general meeting, giving the date, time,  
272 and location of the meeting; and  
273 2. at least fifteen (15) days before the date of the meeting, a proposed agenda with  
274 copies of reports of officers and any items proposed to be considered at the  
275 meeting.

276 **B. Business Items.** Any business item (other than proposed amendments to the  
277 articles of incorporation or bylaws of MSA) to be presented at an annual general  
278 meeting must be submitted in writing to MSA at least forty-five (45) days before  
279 the meeting.

280 **C. Voting Body.**

- 281 1. The voting body shall be composed of one or more representatives designated  
282 in writing by the governing authority of the member organization.  
283 2. Full Members shall have one (1) vote.  
284 3. Associate and affiliate members shall have one (1) vote in those matters which  
285 either or both are eligible to vote.  
286 4. Each member of the council, except the individual chairing the meeting, is  
287 entitled to one vote each at meetings. The individual who is chairing a meeting  
288 of the may vote only when the vote is by ballot or, in all other cases, to affect the  
289 result of the vote.  
290 5. Each member shall register its primary and alternate delegates to the AGM with  
291 the secretary/treasurer or the secretary/treasurer's delegate no later than  
292 thirty (30) days prior to the meeting. No member may vote for more than one  
293 organization.

294 **D. Quorum.** A quorum for any membership meeting shall be established with 50%  
295 plus 1 of the votes eligible to be cast represented.

296 **E. Agenda.**

- 297 1. Roll Call.  
298 2. Minutes of the Previous Meeting.  
299 3. Communications.  
300 4. Report of the President and Other Council Members.  
301 5. Financial Report of the Secretary/Treasurer including approval of the budget.  
302 6. Reports of Other Committees.  
303 7. Organizational Reports.  
304 8. Unfinished Business.  
305 9. New Business.  
306 10. For the Good of the Game.

307 **Section 2. Special Meetings.**

- 308 **A.** Special meeting of MSA may be called at any time by the president, a majority of the  
309 council, or on the request of one-third (1/3) of full members eligible to vote.  
310 **B.** Notice of a special meeting shall be provided no less than ten (10) days nor more  
311 than thirty (30) days prior to the meeting and shall state the place, day and hour of  
312 the meeting as well as the purpose or purposes.  
313 **C.** The procedural clauses C and D of Section 1 of this Article VII apply to Special  
314 Meetings.  
315

316 **Section 3. Standing Policies.**

- 317     **A.** The secretary/treasurer, or the secretary/treasurer’s delegate, shall give written  
318     notice to all concerned parties. In the case of a Special Meeting, the reason for the  
319     meeting shall be expressly provided in the required notice and no other matter  
320     shall be considered at the meeting.
- 321     **B.** The president, or in the case when the council disagrees with the president, a  
322     majority of the council, may allow guests to attend and address the council.
- 323     **C.** The parliamentary authority is as provided in Article XV.
- 324     **D.** The president shall appoint a Parliamentarian only for the AGM to serve as an  
325     advisor on parliamentary procedure.

326 **Section 4. Cancellation.** In the event of a national or local emergency, the council may  
327 cancel a meeting of MSA by mail, electronically, or by other form of wire or wireless  
328 communication. All members shall be notified and the meeting shall be reasonably  
329 rescheduled.

330  
331 **ARTICLE VIII**  
332 **COUNCIL**  
333

334 **Section 1. Composition.** The members of the council shall be:<sup>1</sup>

- 335     **A.** the president;
- 336     **B.** the first vice president – recreation;
- 337     **C.** the second vice president – competitive II;
- 338     **D.** the third vice president – competitive I;
- 339     **E.** the secretary/treasurer;
- 340     **F.** the member-at-large;
- 341     **G.** the referee representative;
- 342     **H.** four (4) district directors; and
- 343     **I.** the executive director, ex officio, non-voting.
- 344     **J.** Each member of the council may hold only one position on the council at a time.

345 **Section 2. Duties of the Council.** Except as otherwise provided in these bylaws, the  
346 council shall:

- 347     **A.** enforce the bylaws, rules, policies, and procedures of MSA;
- 348     **B.** approve a budget for each fiscal year to be distributed to the membership;
- 349     **C.** establish membership requirements for each category of membership;
- 350     **D.** adopt the report of the auditor when applicable;
- 351     **E.** set the place, date, and time of meetings as prescribed in these bylaws;
- 352     **F.** establish fees as prescribed in these bylaws or MSA policies and procedures;
- 353     **G.** establish or create geographic divisions, called Districts, within the state of  
354     Mississippi with clearly defined boundaries;
- 355     **H.** establish and manage all territorial designations for members;
- 356     **I.** fill vacancies as provided in these bylaws;
- 357     **J.** make employment and compensation decisions concerning the MSA Executive  
358     Director;

---

<sup>1</sup> See provisos

- 359 K. adopt policies regarding the management, compensation, and fringe benefits
- 360 provided to MSA personnel; and
- 361 L. exercise such other duties as prescribed for the council in these bylaws, by the
- 362 membership, in the MSA policies and procedures, or in the adopted parliamentary
- 363 authority.

364 **Section 3. Meetings.**

365 A. **Regular Meetings.** The council shall hold at least four (4) regular meetings, at least

366 once per each calendar quarter, each year. The president shall establish the time,

367 place, and location of the meetings. Notice of a regular meeting must be given at

368 least fifteen (15) days prior to the date of the meeting.

369 B. **Special Meetings.** The council may hold special meetings called by the president or

370 by any four (4) members of the council. Notice of a special meeting shall be

371 provided to all members of the council not less than five (5) days prior to the date

372 of the meeting.

373 **Section 4. Voting.** Each voting member of the council has one vote, except that the

374 individual presiding at a council meeting may vote only when the vote is by ballot or, in

375 any other case, to affect the result of the vote.

376 **Section 5. Quorum.** A quorum for any council meeting shall be at least seven (7)

377 members of the council.

378 **Section 6. Proxies.** Proxies are not permitted at meetings of the council.

379

380 **ARTICLE IX**

381 **COMMITTEES**

382

383 **Section 1. Standing Committees.** MSA shall have the following standing committees:

- 384 A. Bylaws and Policies Committee;
- 385 B. Disciplinary and Appeals Committee; and
- 386 C. Rules and Revisions Committee.

387 **Section 2. Duties of Standing Committees.** Except as otherwise provided in these bylaws,

388 the president and executive director shall prescribe the responsibilities of any standing

389 committee with the approval of the council.

390 **Section 3. Composition of Standing Committees.**

- 391 A. Each standing committee shall consist of a minimum of three (3) members.
- 392 B. The president shall appoint the chair and members of the Bylaws and Policies
- 393 Committee and the Disciplinary and Appeals Committee with the approval of the
- 394 council.
- 395 C. Members of the Bylaws and Policies Committee, Disciplinary and Appeals
- 396 Committee, and the Rules and Revisions Committee shall be appointed annually. A
- 397 committee member continues to serve until a successor has been appointed.

398 **Section 4. Special Committees.** Subject approval of the council, the president may

399 establish special committees, appoint the members and chair of each of those committees,

400 and prescribe the responsibilities of each.

401 **Section 5. Restriction.** No member of a committee may receive compensation (except

402 reimbursement for expenses) for services performed as a committee member.

403

404 **ARTICLE X**  
405 **ELECTRONIC COMMUNICATION AND MEETINGS**  
406

407 **Section 1. Meetings.** The council and all committees shall be authorized to meet and may  
408 vote on matters by telephone conference or through other electronic communications  
409 media so long as all the members can simultaneously hear each other, participate during  
410 the meeting, be included in all communications media, and a quorum is established.

411 **Section 2. Communication.** Unless members indicate otherwise to MSA, all  
412 communication required in these bylaws, including meeting notices, may be sent  
413 electronically.  
414

415 **ARTICLE XI**  
416 **GRIEVANCES, DISPUTES, AND APPEALS**  
417

418 **Section 1. General Requirements.**

419 **A.** MSA and its members will provide equitable and prompt hearing and appeal  
420 procedures to guarantee the rights of individuals to participate and compete. Those  
421 procedures shall include that all grievances involving the right to participate and  
422 compete in activities sponsored by MSA, USYSA, USASA and the Federation may be  
423 appealed to the respective organization.

424 **B.** Each member shall have grievances, disputes, and appeals provisions in its bylaws,  
425 rules, or other document that clearly states the procedures under which  
426 adjudication of appeals and other disciplinary matters shall occur.  
427

428 **Section 2. Appeals.**

429 **A.** Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw  
430 or policy, appeals of MSA matters shall be as provided by the council.

431 **B.** The council shall prescribe a policy to carry out this bylaw, including the amount of  
432 the appeals fee.

433 **Section 3. Exhaustion of Remedies.**

434 **A.** No member of MSA, official, league, club, team, player, coach, administrator or  
435 referee may invoke the aid of the courts of the United States or of a state without  
436 first exhausting all available remedies within the appropriate soccer organizations,  
437 and as provided within USYSA, USASA, and the Federation.

438 **B.** For a violation of this bylaw, the offending party shall be subject to suspension and  
439 fines, and shall be liable to MSA for all expenses incurred by MSA and its officers and  
440 members of the council in defending each court action, including the following:

- 441 1. court costs;
- 442 2. attorney's fees;
- 443 3. reasonable compensation for time spent by MSA officials and employees in  
444 responding to and defending against allegations in the action, including  
445 responses to discovery and court appearances;
- 446 4. travel expenses; and
- 447 5. expenses for holding special meetings necessitated by court action.

448 **ARTICLE XII**  
449 **EXECUTIVE DIRECTOR**

450  
451 **Section 1. Appointment.** The executive director shall be appointed by the president  
452 subject to the approval of the council.

453 **Section 2. Duties.** The conduct of business and the management of affairs of MSA shall be  
454 under the direction of the executive director.

455 **A. Accountability.** The executive director shall report to the president.

456 **B. Duties.** The executive director shall:

- 457 1. be responsible for the complete management of the operations of the  
458 organization;
- 459 2. be responsible for the employment of such personnel as required to carry out  
460 the operations of MSA provided that such employment falls within the  
461 constraints established by the budget and personnel policies established by the  
462 council;
- 463 3. establish committees and committee members as needed, in consultation with  
464 the president and in accordance with the provisions of these bylaws;
- 465 4. serve as an ex-officio member of all committees, except the nominating  
466 committee; and
- 467 5. perform such other duties as may be stated in these bylaws and other MSA  
468 governing documents, the policies and procedures, and the personnel policies  
469 established by the council, and as may be directed by the president or the  
470 council.

471  
472 **ARTICLE XIII**  
473 **ADMINISTRATION**

474  
475 **Section 1. Equal Opportunity.** MSA shall provide an equal opportunity to athletes,  
476 coaches, trainers, managers, administrators, and officials to participate in soccer  
477 competitions. Individuals serving on the council or any committee of MSA shall be selected  
478 without regard to that individual's race, color, religion, national origin, or sex. MSA may  
479 not have eligibility criteria relating to amateur status more restrictive than those of the  
480 Federation.

481 **Section 2. Seasonal Year.** The seasonal year shall be from September 1 through August  
482 31.

483 **Section 3. Operating Procedures.** MSA operating procedures will be described in the  
484 Administrative Manual which will be reviewed and updated as necessary. In the event of a  
485 conflict between the charter and bylaws of the Federation, USASA, or USYSA, the articles,  
486 bylaws, policies, and requirements of the Federation govern.

487 **Section 4. Accounts, Books, and Records.** MSA shall maintain adequate and correct  
488 accounts, books, and records of its business and properties. All of those accounts, books,  
489 and records shall be kept at the office of MSA. All accounts, books, and records of MSA are  
490 open for inspection by members of the council and members of MSA in the manner  
491 provided for in the Mississippi Nonprofit Corporation Law.

492 **Section 5. Penalties, Debts, and Assessments.** Any member debt to MSA shall be paid  
493 within fifteen (15) days of such notification. Any member who fails to comply with this  
494 time deadline shall forfeit all benefits of membership until the next AGM.

495 **Section 6. Proper Notification.** Proper notification of any or all notices, actions, meetings,  
496 suspensions, penalties, and any other communication will be deemed to have been  
497 delivered when such notice has been deposited with the United States Postal Service  
498 addressed to the appropriate party as it appears in the records of MSA.

499 **Section 7. Suspensions.** Suspensions or other disciplinary actions imposed by USYSA,  
500 USASA, or the Federation in accordance with its respective bylaws shall be recognized by  
501 MSA and its member organizations upon notification by the above mentioned  
502 organizations. Suspensions and other disciplinary actions taken by members of USYSA,  
503 USASA, and the Federation shall be recognized by the these organizations, MSA and its  
504 member organizations upon proper notification to these organizations and determination  
505 by these organizations that the party subject to the action received hearing and procedural  
506 rights substantially similar to those set forth in the USYSA, USASA, and the Federation  
507 bylaws.

508 **Section 8. Saving Clause.** If any word, phrase, sentence, or other provision of these bylaws  
509 or its application to any person or circumstances is held invalid, this finding shall not affect  
510 the other words, phrases, clauses, sentences, or provisions or applications of these bylaws,  
511 and to this end, the provisions of these bylaws are declared to be severable. In the event  
512 that any provision of the constitution, bylaws, policies, procedures, or rules shall be  
513 deemed in illegal or contrary to or amended by the Federation, USASA, or USYSA such  
514 portions shall be changed administratively.

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516 **ARTICLE XIV**  
517 **INDEMNIFICATION**

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519 To the extent not inconsistent with the laws of the State of Mississippi, MSA shall indemnify  
520 every governing person or former governing person against reasonable expenses actually  
521 incurred by the person in connection with a proceeding in which the person is a  
522 respondent because the person is or was a governing person if the person is successful, on  
523 the merits or otherwise, in the defense of the proceeding, or any claim, issue, or matter in  
524 the proceeding, notwithstanding that he or she was not successful on any other claim,  
525 issue, or matter in the proceeding.

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527 **ARTICLE XV**  
528 **PARLIMENTARY AUTHORITY**

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530 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
531 govern MSA in all cases to which they are applicable and in which they are not  
532 inconsistent with these bylaws and any special rules of order that MSA may adopt. The  
533 parliamentary authority of MSA shall be adopted by each of its members.

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**ARTICLE XVI  
AMENDMENT OF ARTICLES AND BYLAWS**

**Section 1. Proposing Amendments.** Any proposed amendment to the articles of incorporation or bylaws of MSA may be made by: (1) a full member; (2) the council; (3) a member of the council; (4) the executive director; (5) a committee of MSA; or (6) a member of a committee of MSA.

**Section 2. Advance Notice.**

- A.** Any proposed amendment to the charter or bylaws of MSA must be submitted in writing to the executive director at least forty-five (45) days in advance of a meeting at which the amendment is to be considered by no later than 4:00 p.m. Central Time.
- B.** Each proposed amendment received in compliance with section 2A of this Article shall be sent in writing by MSA to each member and the council at least 14 days in advance of the meeting at which the amendment is to be considered.

**Section 3. Voting Requirement.** Any amendment to the charter or bylaws of MSA requires a two-thirds vote of the members.

**Section 4. Priority.** In the event of a conflict between the articles of incorporation and bylaws of MSA and the articles of incorporation, bylaws, policies, and requirements of the Federation, the articles, bylaws, policies, and requirements of the Federation govern.

**Section 5. Effective Date.** Unless otherwise provided, any amendment to the charter or bylaws of MSA is effective on conclusion of the meeting in which the amendment is adopted.

### Provisos to the Bylaws

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1. **Provided**, That those in the office prior to the adoption of this revision shall retain all the rights applicable to the respective office which are held under the superseded bylaws until the end of this seasonal year.
2. **Provided**, That the first vice president- recreation of MSA prior to the adoption of these Bylaws shall remain the First Vice President- Recreation of MSA on the adoption of these Bylaws and the term of office shall expire at the end of the current term. If eligible, the individual serving as first vice president- recreation will be eligible for election as First Vice President- Recreation of MSA.
3. **Provided**, That the third vice president- competitive I of MSA prior to the adoption of these Bylaws shall remain the Third Vice President- Competitive I of MSA on the adoption of these Bylaws and the term of office shall expire at the end of the current term. If eligible, the individual serving as third vice president- competitive II will be eligible for election as Third Vice President- Competitive I of MSA.
4. **Provided**, That the secretary/treasurer prior to the adoption of these Bylaws shall remain the Secretary/Treasurer of MSA on the adoption of these Bylaws and the term of office shall expire at the end of the current term. If eligible, the individual serving as Secretary/Treasurer will be eligible for election as Secretary/Treasurer of MSA.
5. **Provided**, That the central district director prior to the adoption of these Bylaws shall remain the Central District Director of MSA on the adoption of these Bylaws and the term of office shall expire at the end of the seasonal year at which these Bylaws were adopted. If eligible, the individual serving as Central District Director will be eligible for election as Central District Director of MSA.
6. **Provided**, That the western district director prior to the adoption of these Bylaws shall remain the western district director of MSA on the adoption of these Bylaws and the term of office shall expire at the end of the seasonal year at which these Bylaws were adopted. If eligible, the individual serving as Western District Director will be eligible for election as Western District Director of MSA.
7. **Provided**, That the Registrar prior to the adoption of these Bylaws shall remain the Registrar of MSA on the adoption of these Bylaws and the term of office shall expire at the end of the term. If eligible, the individual serving as Registrar will be eligible for election as Member-at-Large of MSA at the 2021 AGM.
8. **Provided**, That these revised bylaws will take effect at the conclusion of current seasonal year.