

1. Name

- a. The name of the association shall be: Minnesota Women's Soccer League (MWSL)

2. Purpose

- a. The purpose of this association shall be the promotion, development and regulation of women's soccer in Minnesota.

3. Affiliation

- a. This Association shall be affiliated with the United States Soccer Federation, Inc. (USSF) and such other soccer organizations determined from time to time by the Board of Directors.

4. Jurisdiction, Territory

- a. This Association shall have jurisdiction over all members, officials and players associated herewith and over all matters connected with this Association in the State of Minnesota.
- b. The Association shall maintain an actual registered office, mailing address, or post office box within Minneapolis, St. Paul, or a suburb of either, as designated by the Board of Directors of this Association.

5. Membership

- a. Members
 - Teams and individuals shall be eligible for membership. Each team must make a separate application for a team membership. Only women shall be permitted to register as players.
 - Each team that is a member of the Association shall advise the Secretary in writing of its address, of a designated representative and of any alternate representative eligible to vote on Association matters.
 - Each member shall be liable for such dues and assessments as are levied by the Board of Directors of the Association, and shall not be eligible to vote during such time as they are delinquent in the payment of such dues and assessments, or during such time as they are delinquent in the payment of any fines.
 - Dues and assessments shall be established and collected by the Board of Directors.
- b. Application for Membership
 - Applications for membership and the payment of any deposits, dues, or fees shall be accepted and approved or rejected as determined by the Board of Directors from time to time.
 - The Board of Directors of this Association may terminate the membership of any member who fails to pay dues, assessments, registration fees or fines on a timely basis. Such termination may be effected without a hearing by giving notice to the member, provided that the member may void such termination by purging herself/itself of said delinquency and the payment of any late fee or reinstatement fee within ten days of such notice.
 - The Board of Directors may by two-thirds vote of all directors eligible to vote, terminate the membership of any member for good cause. Such termination shall only take place after an open hearing takes place which the member is afforded an opportunity to attend and present evidence on his/her or its own behalf, including the right to cross-examination of witnesses presenting evidence against the member. The hearing shall not take place without ten (10) days advance notice to the member to be terminated. Where the member is a team, reasonable steps should be taken to give notice to other team members in addition to the designated team representative.

6. Directors

- a. The Board of Directors shall consist of the officers of this Association and two to six members-at-large. The number of members-at-large to be elected each year shall be determined by the members at the annual meeting.
- b. The directors shall be elected by the members at the annual meeting of this Association.
- c. Any person with a commitment to serving the goals of the Association shall be eligible for election as a director.
- d. The term of each director who is an officer of the Association shall commence immediately after election and shall expire at the next annual meeting of this Association following his/her election as a director.
- e. The terms of the directors-at-large shall commence immediately after election and may be for one or two years as determined at the annual meeting. If a two year term is not determined as approved at the annual meeting, the term shall be one year.
- f. Directors may voluntarily resign at any time. However, such resignation shall not relieve such member of liability for any unauthorized acts which he or she supported while acting as director.
- g. The members may by a two-thirds vote of all members present at a special meeting held after at least ten days advance notice stating the purpose of the meeting remove any person from the Board of Directors for cause. The person subject to removal must also be given such advance notice of the purpose of the meeting and be afforded an opportunity to address the members at such meeting before voting. Removal of a director who is also an officer shall also terminate that person's status as an officer.
- h. Should a director resign or be removed from the Board before the annual meeting at which his/her term of office would otherwise expire, the remaining Board of Directors shall appoint a replacement to serve for the remainder of such term. If the Board chooses another officer to fill the vacant position, the Board may appoint another replacement for the office vacated.
- i. The Board of Directors may make regulations as needed to implement these By-laws regarding:
 - The conduct of business of this Association;
 - Registration of teams, players, and referees;
 - Team competition;
 - Disciplinary matters;
 - Protests and appeals; and
 - Dues, assessments, registration fees and fines.
- j. Regulations made by the Board of Directors may be rescinded or amended by the Board of Directors.

7. Officers

- a. The officers of this Association shall consist of a President, a Vice President, a Secretary, a Treasurer, Field and Schedule Coordinator, and a Commissioner. No person may hold more than one office at a time.
- b. The officers shall be elected by the members at the annual meeting of this Association.
- c. Sections 6.03, 6.04, 6.06, 6.07 and 6.08 of these By-laws pertaining respectively to the eligibility, term of office, resignation, removal and replacement of the directors shall likewise be applicable to officers.
- d. President
 - When in attendance, the President of this Association shall preside at all meeting of the members except the annual meeting, and at all meetings of the Board of Directors.
 - The President of this Association shall pass upon and approve all disbursements by the Association.
 - The President shall be Chairman of the Board of Directors.
- e. Vice President
 - When the President is not in attendance, the Vice President shall preside at meetings of the members except the annual meeting, and at meetings of the Board of Directors.
 - In the event of a vacancy in the office of President, the Vice President shall have the authority of the President until a new President is appointed by the Board or elected at the next annual meeting.
- f. Secretary
 - The Secretary shall record the minutes of all meeting of the members and the Board of Directors and shall make a record of all actions of the Board of Directors.
 - The Secretary shall attend to all correspondence of this Association and keep all records of this

Association. With the Secretary's consent, the Secretary may maintain all or some of the records required to be maintained by the Commissioner or the Vice President.

- g. Treasurer
 - The Treasurer shall maintain a detailed account of the income, expenditures and property of this Association and shall provide a current statement thereof at the annual meeting and as requested by the Board at any of its regularly scheduled meetings.
 - The Treasurer shall maintain all funds of this Association in a bank account in the name of this Association.
 - Upon approval by the President, and pursuant to a budget and/or guidelines approved by the Board, the Treasurer shall pay the bills of this Association from the bank account of this Association.
- h. Commissioner
 - Serves as Liaison between the teams and the referees as it pertains to laws of the game, disciplinary actions, and conduct;
 - Has jurisdiction to act upon all matters as described under Article 19 – Disciplinary Matters, including maintenance of records of player or team disciplinary actions related to team competition
 - Has jurisdiction to act upon disputes over league standings as well as all matters described under Article 12-Standings
 - Rules on outcome of all scheduled games that are not played for any reason and on games with premature terminations
 - Rules on all protests regarding the outcome of games
- i. Field and Schedule Coordinator
 - Schedules games for the Association.
 - Approves all modifications of the league schedule including changes of field locations and rescheduling of postponed games.
 - Maintains records of results of games, including referees' reports, and standings in the association.
 - Acts upon requests by teams for permission to play or postpone games in those cases wherein permission is required.
- j. Director-at-Large
 - Directors-at-Large shall be responsible for all duties assigned by the President. If there is a continuing Director-at-Large, he/she (or one of the continuing directors) shall facilitate through the election at the annual meeting.

8. Meetings

- a. An annual meeting of the members shall be called by the President and held in Minneapolis, St. Paul, or a suburb thereof. Officers elected at that meeting shall take office immediately upon election.
- b. Other meetings of the members may be called from time to time by the Board of Directors, by the President, or upon written or via email demand by two-fifths or more of the members. In the latter case, the President shall cause the meeting to be held within two weeks of such demand and notice of the meeting shall be mailed within seven days of such demand; provided that the purpose of such meeting is described in such demand.
- c. The President shall call a meeting of the Board of Directors at any time deemed necessary.
- d. The Board of Directors may make regulations setting penalties, up to and including the levying of fines, the imposition of higher dues, and/or the termination of membership, against members who fail to attend meetings of the members.
- e. The Secretary shall provide email notice to all members and directors of the meetings of the members. The Secretary shall provide notice of the meetings of the Board of Directors to all members of the Board of Directors.
- f. Notice of all meetings pursuant to Article 8.05 shall be mailed by the Secretary not less than seven days and not more than thirty days before the date of the meeting. An email must be received by a member a minimum of five days or more before a meeting. Notice of the meeting will be posted on the MWSL website. Anyone wishing to attend a meeting must notify the secretary. Anyone wishing to be added to the agenda must notify the secretary a minimum of 5 days in advance.
- g. Voting: A quorum must be present at a meeting of members in order for a vote to be taken at that meeting.
- h. A quorum must be present at a meeting of the Board of Directors in order for a vote to be taken at that meeting.
- i. A quorum at a meeting of members shall be 25% or more. A quorum of the Board of Directors shall be 50% or more.
- j. The Board of Directors may conduct votes of the members by email, provided that the matter to be voted upon is described in writing on an email ballot submitted to all the members, and further provided that each ballot counted is

emailed to the Secretary. In any election by mail, the Board shall set a time in which the ballot must be returned to the Secretary. If 33 1/3% or more of the eligible ballots are returned in time, this shall be sufficient for quorum purposes for the vote to be counted.

- k. Except as otherwise provided in these By-laws, a majority of the votes cast shall be necessary to carry a motion.
- l. For election as an officer and/or a director, a person must receive a majority of the votes cast. If no person receives such a majority upon the first ballot, a run-off ballot will be held between the two highest vote getters.
- m. There shall be one vote per individual member and one vote per team. If there is more than one designated representative present at a meeting for a team, such representatives shall be responsible for determining between themselves how the one vote will be cast

12. Team Competition

- a. Teams that are members of the Association desiring to play non-member teams shall get such permission as may be required by the Board or regulations set by the Board from time to time.
- b. The structure of the Association shall be defined in regulations promulgated by the Board of Directors.

13. Registration

- a. Each team shall cause each of its players to be registered with the United States Soccer Federation.
- b. Team and player registration, and the payment of any required fees, shall be as specified in regulations promulgated by the Board of Directors.
- c. The term of all player registrations shall expire as set forth in the regulations.
- d. A player must be 16 years of age to be eligible to register in the Association. Younger players may only be registered with Board consent.
- e. Registration - a two step process will be developed to verify payment from teams and players. The first step will be with the Vice President of Registration. They will check that monies are received and approve the player to play (creating a card). When the money is sent to the Treasurer, the Treasurer will log onto the system and check that the money was received.

14. Disciplinary Matters, Protests, and Appeals

- a. The Board of Directors shall establish its rules and regulations and grounds for disciplinary actions, protests, and appeals.
- b. Pursuant to Section 12.01, the Board of Directors of this Association shall have the authority (1) to levy suspensions, fines, revocations of membership, affiliation, and/or registration, and (2) to order forfeiture, replay, cancellation of games; except that an amateur player may not be fined for her conduct as a player.
- c. The Commissioner of this Association shall consider allegations of said violations or misconduct by member clubs and teams, by players and officials thereof, and by spectators under the jurisdiction of this Association, and take appropriate disciplinary action authorized and/or required by regulations promulgated by the Board of Directors of this Association.
- d. The President of this Association shall act in lieu of the Commissioner in considering any matter affecting a member of this Association with which the Commissioner is affiliated, or affecting the position in the standings of the Association or of any cup competition of any club or team with which she is affiliated.
- e. The Board of Directors of this Association shall promulgate regulations specifying the procedure to be followed by the Commissioner in considering allegations of said violation or misconduct.

15. Referees

- a. All officials officiating games sponsored by this Association must be registered with the United States Soccer Federation or an affiliated association.
- b. Referee disciplinary matters shall be determined by the Board of Directors or such person appointed by them.
- i. them.
- c. The Minnesota Soccer Association has original jurisdiction for referee abuses or assaults.

16. Effective Dates of Notice, Etc.

- a. The effective date of any notice, permission, or other communication by any officer of this Association which is mailed, shall be the date deposited with the postage prepaid in the United States mail.
- b. The date of any telephone notice shall be the date of any actual conversation with such person or, if there is a telephone recorder, of leaving a message on such recorder.

- c. The timestamp of any email transmission shall be considered the date of the vote.

17. Amendment of By-Laws

- a. These By-Laws may be amended by a two-thirds vote of the attending Minnesota Women's Soccer League board members, requiring 50% of the board in attendance.
- b. Copies of all amended by-laws shall be distributed to the members via scheduled mailings or in attendance of sanctioned MWSL meetings.

18. Effect of Enactment

- a. These By-Laws shall be effective immediately upon their enactment.
- b. The officers of this Association upon date of enactment shall continue in the same office following enactment.
- c. Teams and individuals affiliated with this Association upon enactment of these By-Laws and then in good standing with this Association shall continue as members of the Association without having to reapply for membership.
- d. Upon enactment of these By-Laws, any rules and/or regulations of this Association inconsistent with these By-Laws are repealed.
- e. Should any section or sections of these By-Laws be adjudged null and void by the United States Soccer Federation or by a court of competent jurisdiction, all other sections of these By-Laws shall remain in effect.

19. Communication

- a. Wherever written communications or mail is referenced to by these by-laws this explicitly includes electronic communication (email, website, etc.)