



MONTANA YOUTH SOCCER ASSOCIATION (“MYSA”)

Bylaws

Adopted by the MYSA Board of Directors

February 2026

ARTICLE I – NAME, OFFICE & SEAL

Section 1.1 – Name. The name of the corporation is Montana Youth Soccer Association (“MYSA”). MYSA may change its name or adopt any other names as the Board of Directors of MYSA (the “Board”) may determine pursuant to Montana law.

Section 1.2 – Registered Office; Principal Office. The registered office and the principal office of MYSA for transaction of business shall be located within or outside of Montana, at a place designated by the Board for such purposes and registered with the Secretary of State of Montana. At the discretion of the Board, MYSA may add additional offices or change locations of any office.

Section 1.3 – Corporate Seal. MYSA may from time to time establish a seal at the discretion of the Board.

ARTICLE II – PURPOSE & POWERS

Section 2.3 – Nonprofit Status; Exempt Activities Limitations. MYSA is a Montana nonprofit corporation with Members and shall operate exclusively in a manner that will comply with the Montana Nonprofit Corporation Act, M.C.A. § 35-2-113, *et seq.*, as amended (the “Act”), and qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1983, 26 U.S.C. § 1, *et seq.*, as amended (the “Code”). MYSA is not organized for private gain of any person and shall adhere to all other limitations set forth in MYSA’s Articles of Incorporation (“Articles”) and these Bylaws, and as otherwise imposed by applicable law.

Section 2.1 – Purpose. MYSA is organized for the educational and charitable purposes (within the meaning of Section 501(c)(3) of the Code) set forth in the Articles, as may be further defined by the Board from time to time.

Section 2.2 – Powers. MYSA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to pursue and fulfill the purposes described above, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of MYSA shall include, but not be limited to, the acceptance of financial and in-kind contributions from the public and private sectors.

ARTICLE III – MEMBERSHIP

Section 3.1 - Voting MYSA Membership. The voting Members of MYSA (the “Members”) shall consist of organizations engaged in youth soccer within the State of Montana admitted in accordance with – and which agree to be bound by – the MYSA membership policy adopted by

the Board from time to time (the “Membership Policy”). The Executive Director is authorized to establish and set Membership fees from time to time. Membership in MYSA is not transferable or assignable from one organization to another.

Section 3.2 - Non-voting Members. MYSA may also offer organizations and individuals participatory access to MYSA programs and services through a paid non-voting membership in MYSA under criteria and fees established by the Executive Director from time to time. Such non-voting membership is not transferable or assignable from one person or organization to another.

Section 3.3 - Equity and Inclusion. In accordance with the requirements of the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. § 220501 *et seq.*) and the USSF, MYSA and its Members will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

Section 3.4 – Admission.

3.4.1 – Application for Membership. Application to become a Member shall be submitted to MYSA on forms provided by MYSA, along with all other documentation and support set forth in the Membership Policy.

3.4.2 – Acceptance of New Members. Acceptance or denial as a Member shall be by majority vote of the Board, and such decision (including reasoning) will be communicated as soon as practicable to the prospective Member.

Section 3.5 – Fines, Suspension, and Termination of a Member. Failure of a Member to abide by the Membership Policy may result in fines, suspension (the loss of voting rights and participation in any programs and benefits offered by MYSA for a designated period of time) or termination (permanent loss of Membership) in accordance with the Membership Policy.

Section 3.6 – Members’ Right to Hearing; Grievances. Any fine, suspension, or termination of a Member will be effective only after a hearing, with reasonable notice to the Member of the time and place of the hearing, which shall provide the Member with an opportunity to present evidence in support of the Member’s position. The Board shall adopt procedures for resolution that include a standard grievance protocol, including at minimum a requirement for timely mediation or arbitration before a Member may initiate legal action intended to oppose MYSA’s decision(s) on matters stemming from this Article III.

ARTICLE IV – MEMBER MEETINGS; VOTING

Section 4.1 - Annual General Meeting. The Annual General Meeting of the Members (the “AGM”) will be held each year at a time and place established by the Board by at least twenty-one (21) days written notice to all Members. The following business or reports may be conducted or presented at the AGM:

- (a) **Election of Directors.** Elections of Directors to serve on the Board, unless elections are otherwise held by written action in accordance with these Bylaws.
- (b) **Financial Report.** The most recent year’s activities and financial report will

be presented to the Members.

- (c) **Any Other Matter Requiring Member Approval.** Action by the Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

Section 4.2 - Special Meetings of the Members. Special meetings of the Members may be called by the Board or upon written request/petition of at least one fifth of the voting Members who shall state in writing to the Board the purpose of such meeting.

Section 4.3 - Quorum. At least fifty percent (50%) of the of the votes entitled to be cast on a matter must be represented at a meeting of Members to constitute a quorum on that matter. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained.

Section 4.4 – Member Voting. On each matter voted on by the Members, each Member is entitled to the number of votes corresponding to the number of players registered with MYSA as follows:

Number of Players in the Member Organization Registered to Play with MYSA During the Then Current Year:	Number of Votes the Member Organization is Entitled to Cast on Any Matter During the Then Current Year:
20 -100 players	1 vote
101-500 players	2 votes
501-1000 players	3 votes
1001-2500 players	4 votes
2501 - 7500 players	5 votes
7501 - 15,000 players	6 votes
15,001 and over players	7 votes

For any matter voted on by the Members, each Member may designate a representative to cast all or some of its votes. MYSA may require evidence that such representative has been duly authorized by the Member when such authority is not reasonably evident on its face.

Section 4.5 – Notice of Meetings of the Board. Notice of the time, place, and purpose of each Member meeting shall be provided by MYSA to all Members by mail or e-mail at least seven (7) days in advance of the time of the meeting. The purpose of the meeting shall be described in sufficient detail so as generally to inform the Members of the nature of the meeting. Notice of any meeting may be waived in writing (either before or after such meeting) by any Member in accordance with Montana law

4.6 - Action by Written Approval or Vote. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if MYSA delivers a written action or ballot (which may be electronic) to every Member entitled to vote on the matter and conducts the written action or vote in accordance with Montana law. For an action by written consent to pass, a minimum of eighty percent (80%) of the number of votes eligible to be cast for the matter must vote in favor of the action.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 – General Powers. All corporate powers of MYSA (including executive, operational, and financial) shall be exercised by or under the authority of the Board.

Section 5.2 – Size of the Board. The Board shall be composed of any number of directors (“Directors”) consistent with the Articles. The number of Directors may be increased or decreased by the Board consistent with the Articles, provided that any reduction in the number of Directors does not affect the term of any Director then-serving.

Section 5.3 – Term. Each Director shall be elected to serve a three-year term and may serve a maximum of two (2) three (3) year terms in succession, if so elected, plus time served to fill a vacancy or a term of less than three (3) years. Terms shall be staggered so that approximately one-third of the positions come up for election each year.

Section 5.4 – Qualifications. Directors shall be of majority age, have the time and willingness to serve as a Director, and demonstrate a belief in and commitment to the MYSA purpose and mission. Directors need not be Montana residents.

Section 5.5 – Election of Board Members. Election of Directors may take place at the AGM, at any other meeting called, in whole or in part, for the purpose of election, or by written action in accordance with Section 4.6.

Section 5.6 – Nominations.

5.6.1. Open Board Positions. A minimum of thirty (30) days before any election of Directors, the Board shall publish the number of seats in the upcoming election, current Board Members running for renewal, the term length (full or partial term of each seat), and the skills, traits, or other preferred qualifications of candidates to encourage a balanced and diverse Board.

5.6.2 Nominations by the Members. Members may propose names of candidates for open positions on the Board no later than seven (7) days before the election. Nominations made by Member’s shall meet the criteria prescribed by the Board.

5.6.3 – No Nominations from the Floor. There shall be no nominations from the floor at any meeting or election.

Section 5.7 - The Election Process. Unless the Board determines to conduct the election by written action in accordance with these Bylaws, a slate of nominees for Directors for the Board shall be presented to the voting Members by the Board a minimum of five (5) days before the meeting at which Board members are to be elected. If the Board’s slate of candidates is equal to or less than the number of open Board positions, then the election may be held by affirmation and without ballot. If total nominations exceed the number of Board positions available, then the election shall be conducted by secret ballot or by any other method allowed under Montana law. Individuals with the most votes are elected to open Board seats. Members are authorized to cumulate their votes for Board candidates pursuant to M.C.A. § 35-2-540.

Section 5.8 – Vacancies. A vacancy occurring for any reason (i.e., resignation, removal, death, increase in the number of Directors, etc.) may be filled by the Board until the next AGM (or, if earlier, a Member vote called for that purpose), when the appointed individual shall stand for election for the balance of the term. Any Director who fills a vacancy and completes the partial term shall be eligible for election to up to two (2) consecutive three (3) year terms without penalty for the length of the vacancy.

Section 5.9 – Resignation. A Director may resign at any time by providing written notice of said resignation to the President or Secretary. Resignations shall be effective upon the later of the date received or the date specified in the resignation. If a resignation is effective at a later date, the Board may elect a successor to take office on the date the resignation takes effect. The resignation of a Director who is also an Officer (as defined below in Article VI) shall constitute a resignation as both Director and Officer.

Section 5.10 – Removal. A Director may be removed from the Board only by a vote of the Members.

Section 5.11 – Fiduciary Duties. Each Director shall discharge the duties of a Director and, if applicable, of an Officer: (a) in good faith; (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances; and (c) in a manner the Director reasonably believes to be in the best interests of MYSA.

Section 5.12 – Ex-Officio Members of the Board. MYSA’s Executive Director shall be an ex-officio member of the Board. If MYSA has no Executive Director, then the Board shall designate a director-level staff member as an ex-officio member of the Board. An ex-officio member of the Board shall attend and participate in Board meetings and committees of the Board, as requested by the Board. An ex-officio member of the Board shall have no voting authority on any matter coming before the Board.

Section 5.13 – Advisory Council. In order to strengthen relationships and communications with key partners, the Board has the authority to create and dissolve advisory councils to serve the Board and MYSA in an advisory capacity. This council will have no voting rights, Board powers, or authority. Council members will serve one (1) year terms with no limit to the number of terms an individual may serve. Each advisory council shall have a written charter that outline the scope and focus of its work.

Section 5.14 – Compensation, Reimbursement of Directors. The Board may, upon approval of the majority of the Board, reimburse Director expenses, if any, for attendance at each Board or committee meeting or reasonable expenses incurred on behalf of MYSA. Directors shall not be paid a salary or fee for attending meetings or for their Board service. However, a Director may serve MYSA as a short-term consultant and receive compensation provided that: (a) compensation is reasonable and fair to MYSA; (b) the individual has demonstrated expertise and skills to provide the service; and (c) the engagement of the individual is reviewed and approved by the Board in accordance with a Conflict-of-Interest policy and applicable law.

Section 5.15 – Loans to Directors Prohibited. MYSA shall not lend money to or guarantee the obligation of any Director.

ARTICLE VI – BOARD MEETINGS

Section 6.1 - Meetings of the Board. The Board shall meet at least quarterly at places and times as may be determined by the Board.

Section 6.2 – Regular Meetings of the Board. Meetings of the Board that are held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board are regular meetings that require no notice to the Directors unless otherwise required by these Bylaws.

Section 6.3 – Special Meetings of the Board. Special meetings may be called at any time and place upon the call of any Officer or any two (2) Directors.

Section 6.4 – Notice of Meetings of the Board. Except for regular meetings of the Board, notice of the time and place of each meeting shall be given to all Directors by the Secretary, designated staff, or the person(s) calling the meeting, by mail, e-mail, or facsimile transmission at least two (2) days in advance of the time of the meeting. The purpose of the meeting shall be given in the notice, described in sufficient detail so as to generally inform the recipients of the nature of the meeting. Notice of any meeting may be waived in writing (either before or after such meeting) by any Director in accordance with Montana law. If a purpose of the meeting is to consider (a) an amendment to the Articles, (b) a plan of merger, (c) the sale, lease, exchange, or disposition of all or substantially all of MYSA's property, or (d) the dissolution of MYSA, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.

Section 6.5 – Right to Hold Remote Meetings; Participation in Remote Meetings. Any meeting of the Board or any Board committee may be held remotely by conference telephone, videoconference, or similar communications equipment, provided that all participants are simultaneously able to hear and be heard and further provided that proper notice of the meeting, including instructions on how to participate remotely, is provided to all persons entitled to participate in the meeting. Any person participating in any meeting via said remote means shall be deemed present in person at the meeting for all purposes, including establishing quorum. The President may establish reasonable rules as to conducting the remote meeting.

Section 6.6 – Notice.

6.6.1 – Effective Date. When notice is required for a Board meeting, such notice must be in writing and delivered to the current address or email address on file for the recipient unless notice has been waived pursuant to Section 6.7.

6.6.2 - Method of Delivery. The following are acceptable means of delivery: (a) personal delivery of written notice; (b) email or electronic means; (c) first class mail, postage prepaid;

and (d) telephone, either directly to the individual's phone number or to a person at the individual's office who would reasonably be expected to communicate that notice promptly to the individual. All such notices shall be given or sent to the individual's address, email, or telephone number as shown on the records of MYSA.

6.6.3 – Effective Date. Notice shall be effective as follows:

1. Personal delivery, phone, or email, on the date notice is provided.
2. If mailed, the earlier of five (5) days after deposited in the United States mail, addressed to the Director's address of record, postage prepaid; date shown on the return receipt signed by or on behalf of the Director; or the date when received.

Section 6.7 – Waiver of Notice. Any Director or other person may waive notice of any meeting. The waiver must be in writing, signed by the person entitled to the notice, and filed with the minutes or corporate record. A person's attendance at a meeting waives that person's right to object to lack of notice or defective notice of the meeting, unless such person, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at a meeting.

Section 6.8 – Voting; Proxy Voting Prohibited. Each Director shall have one (1) vote on any matter that comes before the Board, subject to a conflict of interest and any limiting provision in these Bylaws. Proxy voting is prohibited.

Section 6.9 – Quorum. A majority of Directors currently serving on the Board constitutes a quorum for the transaction of business, except to adjourn. Ex-officio members of the Board shall not affect the establishment of quorum.

Section 6.10 – Manner of Acting; Action Absent Quorum. The action of a majority of the Directors present at a meeting at which quorum is established shall constitute an act of the Board. A meeting of Directors at which a quorum is initially present may continue to transact business despite the loss of quorum, if any action taken or decision made is approved by at least a majority of the number required for a quorum at that meeting.

Section 6.11 – Presumed Assent; Right to Dissent. A Director who is present at a meeting at which an action is taken is presumed to have assented to the action unless: (a) the Director's dissent is entered into the minutes of the meeting; (b) the Director files a written dissent with the person acting as secretary of the meeting before the meeting is adjourned; or (c) the Director sends a written dissent by registered mail to the Secretary immediately after the meeting adjourns. The right to dissent does not apply to a Director who voted in favor of an action.

Section 6.12 – Manner of Acting, Meetings. The President, or in the President's absence, the Vice-President, or in their absence, any person chosen by the Directors present shall call the meeting of the Directors to order and shall act as the chairperson of the meeting. The Secretary shall act as the secretary of all meetings of the Board, but in the Secretary's absence, the meeting chairperson may appoint any other person to act as the secretary of the meeting.

Section 6.13 – Director Action Without a Meeting. The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, if: all the Directors take the action, each one signs a written consent describing the action taken, and the Directors file all the consents in the MYSAs records. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

ARTICLE VII – BOARD OFFICERS

Section 7.1 – Officers; Election of Officers. The Board officers (“Officers”) shall be a President, a Vice-President, a Secretary, and a Treasurer. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board. The Board may appoint other Officers and assistant Officers, as it deems necessary. The same individual may simultaneously hold more than one Board office, except that the President and Treasurer shall be different individuals.

Section 7.2 – Qualifications, Elections, Terms. Only Directors then serving shall be eligible to serve as an Officer. Officers shall be elected at any meeting of the Board for two-year terms. Except as provided in these Bylaws, (a) Officers may hold up to two consecutive terms of office, and (b) each Officer holds office until their successor is elected and seated. Election and service as an Officer shall not of itself create contract rights.

Section 7.3 – Vacancies; Resignation and Removal. An Officer vacancy occurring for any reason (i.e., resignation, removal, death, etc.) may be filled by the Board. Any Officer who fills a vacancy and completes the partial term may hold office for up to two (2) consecutive terms without penalty for the length of the vacancy. An Officer may resign at any time as an Officer by providing written notice of said resignation to the President or Secretary. Resignations shall be effective upon the later of the date received or the date specified in the resignation. If a resignation is effective at a later date, the Board may elect a successor to take office on the date the resignation takes effect. An Officer may be removed without cause only at a meeting by the vote of two-thirds of the Directors then serving, provided that each Officer receives at least seven days’ written notice that removal will be voted upon at the meeting.

Section 7.4 – President. The President shall lead the Board in performing its duties and responsibilities, including presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.

Section 7.5 – Vice-President. In the absence or disability of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board or the President.

Section 7.6 – Secretary. The Secretary shall be responsible for preparing minutes of the Board meetings, committee meetings (if minutes are necessary), and Member meetings. The minutes

of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the President. The Secretary may appoint, with the approval of the Board, a member of the staff or volunteer to assist in the performance of all or part of the duties of the Secretary.

Section 7.7 – Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of MYSA and shall have primary responsibility for implementing the responsibilities of the Finance Committee as specified in the committee charter. The Treasurer shall perform all duties properly required by the Board or the President. The Treasurer may appoint, with the approval of the Board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the Treasurer.

ARTICLE VIII – COMMITTEES

Section 8.1 - Committees.

8.1.1 - Standing and Special Committees. The committees of the Board shall be standing or special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. **Standing committees** perform continuing functions on behalf of the Board. **Special committees** perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.

8.1.2 - Creation of Committees and Appointment of Members. All Board committees shall be created by the Board, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of at least one voting Director and may include non-Director members.

Section 8.2 - Standing Committees. MYSA shall have, but is not limited to, three (3) standing committees as follows:

- (a) **Executive Committee.** The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The President shall serve as Chair of the Executive Committee.
- (b) **Governance and Board Development Committee.** The Board shall have a Governance and Board Development Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a chair of the Governance and Board Development Committee.
- (c) **Finance.** The Board shall have a Finance Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the chair of the Finance Committee .

Section 8.3 - Authority; Powers; Limitations. Each committee shall have the powers and duties established by the Board via resolution, charter, or other writing. However, a committee may not: (a) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of MYSA's assets; (b) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; (c) adopt, amend, or repeal the articles or Bylaws; or (d) take any action expressly reserved to the Board or the Members or otherwise prohibited to be taken by any applicable law.

Section 8.4 - Manner of Acting. The provisions on how committees of the Board and committee members act may be outlined in MYSA policy. Each committee shall keep regular minutes of their proceedings and report the same to the Board.

ARTICLE IX– EXECUTIVE DIRECTOR

Section 9.1 - Appointment. The Board may appoint an Executive Director as the chief executive Officer of MYSA and delegate any or all of its corporate powers to an Executive Director. The Executive Director will hold office at the will of the Board and shall report directly to the Board. The Board shall have the authority to hire and fire the Executive Director, to set compensation for the Executive Director, and to adopt policies and procedures outlining the limits of the Executive Director’s authority, if any.

Section 9.2 - Duties. The Executive Director shall be responsible for administrative management of MYSA, with general and active supervision over the property, business, and affairs of MYSA, as well as any other responsibilities set forth in these Bylaws. The Executive Director shall carry out the policies and programs of MYSA and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

ARTICLE X – PROHIBITED TRANSACTIONS & ACTIVITIES

Section 10.1 – Conflict of Interest. The Board shall adopt and periodically review a conflict-of-interest policy that comports with applicable state and federal requirements and protects MYSA’s interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, or member of a committee with Board-delegated powers. Each Director shall sign a Conflict-of-Interest Disclosure Form to disclose any actual or potential conflicts that Director may have. The Board or the Executive Director may require such form to be updated from time to time, but at least annually.

Section 10.2 - Loans. No loans shall be contracted on behalf of MYSA, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE XI – CONTRACTS

Section 11.1 – Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of MYSA shall be executed on its behalf by the President, the Treasurer, or any other Officer or agent to whom the Board has delegated authority to execute such documents.

Section 11.2 – Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of MYSA, shall be signed by the President, the Treasurer, or other agent or agents as determined by resolution of the Board.

Section 11.3 – Deposits. All MYSA funds not otherwise employed shall be deposited from time to time to the credit of MYSA in a bank, trust company, or depository as selected by the Board or, if authorized by resolution, by the Executive Director or Treasurer.

ARTICLE XII – INDEMNIFICATION & INSURANCE

Section 12.1 – Indemnification of Directors. MYSA shall indemnify a Director as provided for in Sections 35-2-447 through 35-2-452 of the Act, or any successor provisions.

12.1.1 - Mandatory Indemnification. MYSA shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director against reasonable expenses incurred by him or her in connection with the proceedings.

12.1.2 - Permissible Indemnification. MYSA shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

12.1.3 - Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by MYSA in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of (a) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (b) an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by MYSA in these Bylaws.

Section 12.2 – Indemnification of Officers, Employees, and Agents. MYSA shall indemnify an Officer, employee, or agent as provided for in Section 35-2-453 of the Act, or its successor provisions.

Section 12.3 – Insurance. MYSA will have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, employees, and other agents, against any liability asserted against or incurred by any Director, Officer, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

ARTICLE XIII – MISCELLANEOUS

Section 13.1 – Fiscal Year. MYSA's Fiscal year shall be September 1 to August 31.

Section 13.2 – Emergency Bylaws. This subsection shall be effective during an emergency which is defined as when a quorum of the Board cannot be readily assembled because of a storm, fire, explosion, community disaster, insurrection, act of God, or other unforeseen destruction that impairs the ability of MYSA to perform its functions.

13.2.1 – Notice of Board Meetings. During an emergency, any one (1) Director or Officer may call a meeting of the Board. Notice of the emergency meeting need be given only to those Directors and Officers whom it is practical to reach, and may be given in any practical manner, including by publication, radio, or social media. The notice shall be given at least six (6) hours prior to commencement of the meeting.

13.2.2 – Temporary Directors and Quorum. During an emergency, those Directors present shall constitute a quorum.

13.2.3 – Actions Permitted to be Taken. In the case of an emergency, the Board, as constituted in this subsection, and after giving notice as described this subsection may:

1. Prescribe emergency powers to any Officer, the Executive Director, or any staff member;
2. Delegate to any Officer or Director any of the powers of the Board;
3. Designate lines of succession of Officers and agents, in the event that any of them are unable to discharge their duties;
4. Relocate the principal place of business or designate successive or simultaneous principal places of business; and
5. Take any other action, convenient, helpful, or necessary to carry on MYSA’s business.

ARTICLE XIV – AMENDMENTS

Section 14 – Amendments to the Bylaws. Except for those amendments reserved to the Members by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board. In accordance with Montana law, amendments that relate to the composition of the Board, the term of office of Directors, the method or way in which Directors are elected or selected, or termination or cancellation of Members or classes of voting Members must be voted upon by the Members.

CERTIFICATE OF REVISION OF BYLAWS

The undersigned hereby certifies that the foregoing Bylaws of the Montana Youth Soccer Association were revised by the Board of Directors on the date set forth below and, approved by Montana Youth Soccer Association Membership as of the date set forth below. These Bylaws shall be effective upon the approval of Membership and shall fully supersede and revoke all other Bylaws of the Montana Youth Soccer Association.

BOARD APPROVAL OF BYLAWS: DATED this _____ day of _____, 2026.

Secretary’s Signature: _____

Printed Name: _____

MEMBERSHIP APPROVAL OF BYLAWS: DATED this _____ day of _____, 2026.

Secretary’s Signature: _____

Printed Name: _____