

Bylaws of Tri-Cities Youth Soccer Association

Article 1. The Association

1.1 Name

The name of this organization is Tri-Cities Youth Soccer Association (the “Association” or, imply, “T-CYSA”). The Association is organized as a non-profit corporation under the law of the State of Washington.

1.1 Affiliation

The Association is a member of the United States Soccer Federation (“US Soccer”).

1.3. Purpose

The purpose of this Association is to promote the game of soccer and to provide opportunities for youth under the age of 19 who register with us to play affiliated soccer at a level commensurate with their ability and interest. We will emphasize sportsmanship, skill, teamwork, fitness and achievement through the playing of the game, and provide educational opportunities to further develop players, coaches, referees, and administrators.

1.4. Function

The Association shall pursue its purpose by functioning as a coordinating and governing body. Toward this end, the Association shall be responsible for:

- Registering participating players with a sanctioning body for youth soccer.
- Collecting fees from participants in sufficient amounts to pay registration fees and cover the Association’s costs of operations and team fees as applicable.
- Securing, preparing, and maintaining fields for programs, practices, and matches.
- Procuring, distributing, and maintaining equipment necessary to support the teaching and playing of the game.
- Organizing, promoting, and conducting coach, player, and referee training.
- Prescribing and enforcing uniform rules and procedures for team formation and playing of the game within the jurisdiction of the Association, in every instance consistent with the guiding principles of the laws of FIFA (Federation Internationale de Football Association) and US Soccer,.
- Organizing and governing Association-level league play.
- Coordinating higher-level league play.

- Keeping participants and the general public informed about the Association's and its team's programs and activities.
- Raising money through charitable gifting and other activities for the purpose of funding the Association's mission as defined by the Board of Directors.

Article 2. The Members

2.1. General Members

2.2.1. Composition

The membership of T-CYSA shall consist of the following: all properly registered players in good standing for whom the annual fee has been paid, their parents or legal guardians, all team coaches and assistant coaches, all officers and directors of T-CYSA.

2.2.2. Information Rights

General Members shall have the right to inspect the corporate and financial records of the Association to the same extent and in the same manner generally afforded members of non-profit corporations under Washington State law.

2.2.3. Voting Through Member Teams

General Members communicate their interests in the Association through their participation in Member Teams, which vote through their Delegates as described in section 2.2.4.

2.2. Member Teams and/or Coach

2.2.1. Qualification

Teams shall be administered directly through T-CYSA.

2.2.3. Removal

A Member Team and/or Coach may be removed from membership in the Association, with or without cause, at any time upon:

- A vote of two-thirds majority of the T-CYSA Board of Directors.

Upon removal of a Member Team coach, a temporary coach will be chosen by the Association Board.

2.2.4. Voting Rights of Membership

- One vote per properly sanctioned team.
- No paid employee of T-CYSA or a member team shall be qualified to vote.
- The person representing each team (each of whom is a "delegate" of a member club) must be one of the following:

- o The registered head coach of the team.
- o The registered assistant coach assigned to the team, with written authorization by the head coach to represent the team.
- o A parent of a registered player assigned to the team with written authorization by the head coach to represent the team.
- Proxy Votes -Voting members can assign their vote to another member. No member can hold more than two proxy votes. Written authorization of proxy vote must be made and presented at the time of the meeting in which the proxy is to be used. Written authorization can be my email, facsimile, or written document identifying the specific meeting the proxy may be used at.

2.3. Member Meetings

2.3.1. Annual General Meeting

T-CYSA shall hold an Annual General Meeting (the “AGM”) in November each year for the purpose of conducting the following business:

- The President’s progress report.
- The Treasurer’s report.
- Election of the members of the Executive Committee. Nominations must be in 60 days prior to AGM. No nominations from the floor.
- General discussion from the floor.
- Adjournment.
- If the Annual General Meeting is not held in the month of November, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.3.2 Meeting Chair

The President of T-CYSA shall serve as the Chair of all general and special meetings, and shall not have a vote except in the case of a tie and/or to create a tie.

2.3.3 Special Meetings

The President of T-CYSA can call a special meeting for the membership and/or T-CYSA board with no less than 3 days and no more than 60 days’ notice. The meeting notice shall specify the date, time, and location.

2.4.4. Notice of Member Meetings

Notice of annual general meetings shall be given by:

- Giving written notice by e-mail or USPS each member of the T-CYSA Board of Directors and Member team.
- For the benefit of all interested General Members, publishing notices online and/or sending electronic transmission for the general distribution.

The meeting notice shall specify the date, time, and location.

2.4.5. Quorum

A quorum for any Annual General Meeting or special general meeting of the general membership shall consist of not less than fifteen percent (15%) of the voting members.

The voting members are the voting members of the Association Board of Directors (defined in section 4.2).

The act of the majority of voting members present at a meeting at which there is a quorum shall be the act of the members. If a quorum is not present the T-CYSA Board of Directors will vote at that date or a later date.

Article 3. Executive Committee

3.1. Composition

The members of the Executive Committee shall consist of each of the Association's elected officers, those being the President, Vice President of Development, Vice President of Competition, Vice President of Administration, Treasurer, and Secretary..

3.3. Elections

The members who serve on the Executive Committee shall be elected at the AGM to serve for two-year (2) terms each, staggered in the following manner:

- AGM held in odd years
 - o President
 - o Vice President of Development
 - o Secretary
- AGM held in even years
 - o Vice President of Competition
 - o Vice President of Administration
 - o Treasurer

3.5. Term and Term Limits

Members of the Executive Committee shall hold office for a term of two (2) calendar years starting on the first day of January in the year immediately subsequent to the AGM at which they are elected. There are not limitations to the number of terms an officer can hold.

Article 4. The Board of Directors

4.1. Duties and Powers

All authority of T-CYSA shall be vested in the Board of Directors. The affairs of the corporation shall be managed by the Board of Directors.

4.2. Composition

The Members of the Board of Directors shall consist of each of the members of the Executive Committee; Director of Marketing and Communications, Director of Tournaments, head recreational referee; and up to four (4) General Directors as the Board of Directors may appoint from time to time. The Head Referee and the General Directors are ex officio (non-voting) members.

No Member of the T-CYSA board of directors may serve simultaneously as either an Officer of, or member of the Operating Board of and other soccer related board of directors as determined by the T-CYSA board of directors

4.3. Job Responsibilities

In addition to attending and participating in meetings of the Board of Directors, each member of the Board of Directors and General Directors but excluding members of the Executive Committee, shall, as the Board may direct, assume key responsibility for chairing or overseeing the chair of at least one (1) Program Group or Service Team.

4.4. Removal

Members of the Board of Directors and officers may be removed from office by a vote of two-thirds of the members of the Board of Directors at a regularly or specially scheduled meeting of the Board of Directors.

Any member of the Board of Directors and officers will be removed immediately due to a revocation of risk management clearance, as required per section 5.4.

Members of the Board of Directors and officers may be removed from office after three (3) consecutive unexcused absences from regular board meetings, by a vote of two-thirds of the members of the Board of Directors.

4.5. Vacancies

A vacancy on the Board of Directors shall be filled by vote at either the AGM or by a majority of the remaining members of the Board of Directors in attendance at a regularly or specially scheduled meeting of the Board of Directors.

4.6. Meetings of the Board of Directors

The President of T-CYSA shall preside over all meetings of the Board of Directors, which shall be conducted according to Robert's Rules of Order newly revised. All meetings, unless otherwise

noted on the calendar) of the Board of Directors shall be open to General Members and the public, and shall occur regularly on a day and a time set by the Board of Directors. The Board of Directors may meet non-publicly in an "Executive Session" to discuss and act on confidential matters. The Secretary shall record the minutes of the meetings of the Board of Directors, except for the minutes of Executive Sessions, which shall be kept confidential.

4.7. Notice of Board of Directors Meetings

Members of the Board of Directors need not receive notice of any regularly scheduled meeting so long as the members of the Board of Directors receive the adopted schedule, or any subsequent revisions thereto, of regularly scheduled meetings at least three (3) days prior to the first such meeting appearing on the schedule. Members of the Board of Directors shall otherwise be given three (3) days' prior notice of any special meetings of the Board of Directors, which only the President (or if absent, the acting President) shall have the authority to call.

4.8. Quorum

A majority of the number of officers in office shall constitute a quorum for the transaction of business at any board meeting.

4.9. Written Consents

Any action that may be taken at a meeting of the Board of Directors may also be taken by a unanimous written consent signed by every member of the Board of Directors then in office. Such action will take effect immediately upon the Secretary's act of placing a fully executed written consent in the corporation's minute book.

Article 5. Financial and Miscellaneous Matters

5.1. Fiscal Year

The Association's fiscal year shall be the calendar year.

5.2. Use of Trademarks and Copyrights

The Association's copyrighted materials and trademarks, including the Association's logos, belong exclusively to the Association and may not be used for any purpose without the prior approval of the Board of Directors; however, each Member Team is hereby granted a limited license to use the Association's logo for so long as it remains a Member Team for the purpose of carrying out its duties and functions as set forth in these bylaws.

5.3. Fundamental Activities

No fundraising activities may take place in the name of the Association or any of the Member Teams without prior written approval of the Board of Directors.

5.4. Risk Management Clearance

No individual may serve as an officer, director, employee, coach, referee, or other volunteer of the Association/Club without first securing, and keeping, proper clearance through a background check and cleared through T-CYSA and their registering agent. Any individual whose background check is revoked regardless whether due to a soccer suspension or otherwise, shall

not have any authority to act as, or carry out the duties of, an officer, director, employee, coach, or referee of the Association/Club until the clearance is restored.

5.5. No Litigation

No member, official, club, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States or of a State without first exhausting all available remedies provided within T-CYSA, US Club, and US Soccer. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to T-CYSA for all expenses incurred by T-CYSA and its officers in defending each court action, including but not limited to court costs, attorneys' fees, travel expenses, and reasonable compensation for time spent by T-CYSA officials and employees in responding to and defending such allegations.

5.6. Conflict of Interest

The Association values the participation of individuals whose judgment is not clouded by business or personal interests contrary to that of the Association. Toward this end, no officer, director, employee, or volunteer of the Association, Member Team, Program Group, Service Team, or Committee shall engage themselves in any position or function in an effort to secure an advantage for another organization or for their or their family's personal or business gain. The Board of Directors shall implement and monitor an Association-wide Conflict of Interest Policy that carries out the intention of this bylaw.

Article 6. General Provisions

6.1. Notices

Any "notice" required in these bylaws may be effected in any manner authorized by Washington State law, including, if applicable, by electronic mail and other means of electronic communication.

6.2. Amendments

These bylaws may be amended only by a vote of two-thirds majority of the Board of Directors in attendance at meeting at which a quorum is present and/or a vote of majority of the members voting at the Annual General Meeting or another special general meeting called for the purpose of approving the amendments.

I HEREBY CERTIFY AS SECRETARY/PRESIDENT OF THE ASSOCIATION THAT THE ASSOCIATION ADOPTED THESE AMENDED AND RESTATED BYLAWS AT AN ANNUAL GENERAL MEETING HELD ON _____.

Name: _____

Title: _____

Diagram 1. Board Structure

