

Snohomish Youth Soccer Club Bylaws

1. AFFILIATION

- 1.1. Snohomish Youth Soccer Club (hereinafter SYSC) shall maintain affiliation with USSF and its subordinate organizations, US Club Soccer and USYSA. WYSA is the designated USYSA association for the state of Washington. SYSC shall operate under the authority of the Snohomish Youth Soccer Association (herein after SnYSA) as a Member Club as defined and set forth in the SYSA Bylaws. As a Member Club of SNYSA, SYSC shall act to be in compliance with all bylaws, policies, rules, regulations, and requirements applicable to Member Clubs.
- 1.2. Colors. The primary representative colors of SYSC are Red, Black, and White.
- 1.3. Logo. No outside organization, business firm, or persons shall be allowed to use the SYSC logo without express written approval of the Board. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs, projects that are unsafe, discriminatory, or not in accordance with the fundamental policies outlined in the Club Bylaws.
- 1.4. Purpose. The Club is organized as a Washington nonprofit corporation to operate exclusively for charitable and educational purposes without regard to race, creed, color, gender, national or ethnic origin, or any other characteristic protected by law. More specifically the Club is organized to promote the physical, mental, social and emotional development of youth through the sport of soccer and to teach all aspects of soccer skills, including sportsmanship and fair play.

2. GEORGRAPHY OF OPERATION AND OFFICES

- 2.1 Geography of Operations. SYSC shall have as its geography of operations as the boundaries defined by the operating league.
- 2.2 Offices. The principal office of SYSC shall be located at 27 Pine Ave Snohomish, WA 98290 or such other place within the State of Washington as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

3. MEMBERSHIP

- 3.1. General. The membership of SYSC shall consist of the following:
 - 3.1.1. Parents and/or legal guardians of all players
 - 3.1.2. Members of the Board of Directors
 - 3.1.3. Coaches and staff
- 3.2. Member Rights. A Member must be in good standing, as defined by these bylaws and the SYSC Policies and Procedures, to enjoy the rights, privileges and responsibilities of membership in SYSC. No Member in arrears to SYSC or suspended shall have these rights.
- 3.3. Jurisdiction. SYSC shall have jurisdiction over its Members.

- 3.4. SYSC and its Members will not discriminate against any individual based on race, color, religion, age, sex, or national origin.
- 3.5. No Members of SYSC shall engage themselves in a SYSC position or function to secure an advantage for another organization or for their personal business gain. Any potential conflict of interest shall be declared in a disclosure statement to Board, either voluntarily or upon the request of the Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.
- 3.6. Termination of Membership. The Board of Directors, in their sole discretion and judgment, reserves the right to suspend and/or expel a Member for conduct that is detrimental to SYSC. Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice. Suspension or expulsion shall require a two-thirds (2/3) vote of the SYSC Board of Directors.

4. BOARD OF DIRECTORS

- 4.1. General Powers. The affairs of the Club shall be managed by a Board of Directors.
- 4.2. Number. The Board shall consist of eight (8) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The Board shall consist of the following:
 - 4.2.1. President, as a voting member to break a tie;
 - 4.2.2. Vice President, as a voting member
 - 4.2.3. Secretary, as a voting member;
 - 4.2.4. Treasurer, as voting member;
 - 4.2.5.4 Directors who are not officers ("Directors-at-Large), as voting members;
 - 4.2.6. Coaching Directors and Full Time Staff, as non-voting members
- 4.3. Qualifications. Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws.
- 4.4. Conflict of Interest. No elected or appointed Club Officer/Director shall serve with related parties on the board, with related employees within the club, or as dual-capacity individual. No Club Officers/Director may promote his/her business to club members (members taken to include employees, coaches, managers, players) by contacting them in person, by telephone, mail or Internet. Upon resolution of the Board of Directors, Club Officers/Directors must abstain from voting on any matter where it is potential conflict of interest. At the conclusion of the vote, or in a closed session to follow, the full Board must make a determination as to whether or not the issue in conflict can be resolved through such abstentions.
- 4.5. Election of Directors. Successor Directors shall be elected each year by all members of the Board as defined in 4.2 at its annual meeting, with each placing one (1) vote for each open position. A simple majority of the number of Directors and staff fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transacting of electing Directors. Odd years: President, Treasurer and (2) Directors-at-Large and Even years: Vice President, Secretary and (2) Directors-at-Large.
- 4.6. Term of Office. Unless a Director dies, resigns or is removed, he or she shall hold office for 2 years or until his or her successor is elected, whichever is later.

- 4.7. Annual Meeting. The annual meeting of the Board shall be held within 60 days of the last tryout for the season on a date chosen by the President or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.
- 4.8. Regular Meetings. By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.
- 4.9. Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any one Director, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.
- 4.10. Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 4.11. Place of Meetings. All meetings shall be held at the principal office of the Club or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.
- 4.12. Notice of Special Meetings
- 4.12.1. In Writing. Notices in writing may be delivered or mailed to a Director at his or her address shown on the records of the Club not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.
- 4.12.2. Personal Communication. Notice may be by personal communication with a Director not less than 10 days before the meeting.
- 4.12.3. Electronic Transmission. Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Club in the form of a record. Furthermore, the consent is automatically revoked if the Club is unable to electronically transmit two consecutive notices given by the Club, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.
- 4.13. Waiver of Notice.

- 4.13.1. Record. Whenever any notice is required to be given to any Director under the provisions of these Bylaws or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
- 4.13.2. By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened.
- 4.14. Quorum. A simple majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transacting of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 4.15. Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws or applicable Washington law.
- 4.16. Presumption of Assent. A Director of the Club present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.
- 4.17. Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.
- 4.18. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Club, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.19. Removal. One or more Directors/Officers (including the entire Board) may be removed from office, with or without cause, by a 2/3 vote of the Board.
- 4.20. Vacancies. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.
- 4.21. Compensation. The Directors shall serve without receiving, directly or indirectly, any salary or fee for any role within the club, but may receive reimbursement for reasonable expenditures incurred on behalf of the Club.

5. OFFICERS

- 5.1. Number and Qualifications. The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other directors may be elected or appointed by the Board, such directors to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the office of President and Secretary. All officers must be Directors of the Club.
- 5.2. Election and Term of Office. The officers of the Club shall be elected as defined in 4.5 by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for 2 years or until his or her successor is elected.
- 5.3. Resignation. Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.4. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 5.5. Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.
- 5.6. President. The President shall preside over meetings of the Board and, subject to the Board's control, shall supervise all of the business of the Club and execute documents on behalf of the Club. The president shall also perform such other duties as may be assigned to him or her by the Board from time to time.
- 5.7. Vice President. In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.
- 5.8. Secretary. The Secretary shall: (a) keep the minutes of meetings of the Board; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Club; (d) keep records of the mailing address of each Board Member and officer; and (e) perform such other duties as from time to time may be assigned to him or her by the President or the Board.
- 5.9. Treasurer. The Treasurer shall: (a) ensure that accurate accounts of the receipts and disbursements of the Club are maintained; (b) prepare financial reports from time to time, as may be requested by the Board; and (c) perform such other duties as from time to time may be assigned to

him or her by the President or the Board.

- 5.10. Compensation. The Officers shall serve without receiving, directly or indirectly, any salary or fee for any role within the club, but may receive reimbursement for reasonable expenditures incurred on behalf of the Club.

6. STANDARD OF CONDUCT FOR OFFICERS AND DIRECTORS

- 6.1. Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:
- 6.1.1. In good faith;
 - 6.1.2. With such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
 - 6.1.3. In a manner such officer or Director believes to be in the best interest of the Club.

7. COMMITTEES

- 7.1. Standing or Temporary Committees. The board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall be chaired by a Director. Such committees may have other members that are not Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation as delegated by the board, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director merger or consolidation with another corporation; (c) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (d) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (e) adopt a plan for the distribution of the assets of the corporation; or (f) amend, alter or repeal any resolution by the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her bylaw.
- 7.2. Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified there, the acceptance of such resignation shall not be necessary to make it effective.
- 7.3. Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may removed from office any member of any committee elected or appointed by it.

8. ADMINISTRATIVE PROVISIONS

- 8.1. Books and Records. The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; minutes of the proceedings of the Board, and records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.
- 8.2. Seasonal Year. The seasonal year of the SYSC shall be the competitive period as designated by the Club.

8.3. Rules of Procedure. The rules of procedure at meetings of the Board, the committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

8.4. Insurance. SYSC shall provide Directors and Officers Liability Insurance covering Directors, Officers, and Committee Chairs for performing acts and responsibilities directly related to SYSC.

9. AMENDMENTS

These Bylaws or the Articles of Incorporation may be amended by the Board of Directors with previous written notice by two-thirds (2/3) vote of those present.

10. CONTRACTS, LOANS, CHECKS & DEPOSITS

10.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

10.2. Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in this name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Provided, no resolution to incur indebtedness shall be passed unless it received at least a seventy-five percent (75) vote of the quorum of the board. No loans shall be made by the corporation to its officers or directors.

10.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporations and in such manner as shall from time to time be determined by resolution of the Board of Directors.

10.4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors shall select.

11. INDEMNIFICATION OF DIRECTORS, COACHES AND REFEREES

11.1. Every person who shall serve as a director or officer of the corporation or as a coach or referee of the Club, may, in accordance with, the Article, be indemnified by the corporation against any and all liability and reasonable expense that may be incurred by him in connection with, or resulting from any claim, action, suite or proceeding (whether brought by or in the right of the corporation or such company or otherwise), civil or criminal, or in connection with an appeal relating thereto in which he may become involved as a party or otherwise by reason of his being or having been a director or officer of the corporation or coach or referee of the Club, or by reason of any action taken or not taken in his capacity as such director, officer, coach or referee whether or not the person continues to be such at the time such liability or expense shall have been incurred, provided such person acted in good faith in which he reasonably believed to be the best interest of the corporation, and in addition, in any criminal or civil proceedings, had no reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms, "liability" and "expense" shall include, but shall not be limited to counsel fees and disbursements and amounts of judgments, fines or penalties.

against, and amounts paid in settlement by a director, officer, coach or referee.

- 11.2. Every person referred to in section 1 of this Article who has been wholly successful on the merits or otherwise with respect to any claim, action suit or proceeding of the character described in said section 1, shall be entitled to indemnification as a right. Except as provided in the preceding sentence, and subject to the other limitations of this Section, any indemnification under said Section 1 shall be made at the discretion of the corporation, but only if (a) the Board of Directors acting by a quorum and with no Director which is a party to or who has not been wholly successful in respect of such claim, action, suite or proceeding present or voting shall find that the director or officer has met the standards of conduct set forth in said Section 1, or (b) independent legal counsel, acting at the request of the Board of Directors, shall deliver to the corporation their written advise that, in their opinion, such director or officer has met such standards. Notwithstanding any other provision in this Article, no person shall be indemnified hereunder in respect to any matters as to which he shall be adjudged in an action, suite or proceeding to be liable for negligence or misconduct I the performance of duty to the corporation.
- 11.3. Expenses incurred with respect to any claim, action, suit or proceeding of the character described in Section 1 of this Article may be advanced by the corporation prior to the final disposition of the claim, action, suite or proceeding upon receipt of a written undertaken, and such security therefore as the Board of Directors determines is satisfactory, by or on behalf of the receipt to repay such expenses to the corporation in the event that is shall ultimately be determined that he is not entitled to indemnification under this Article.
- 11.4. The Board of Directors shall have the right to designate and redesignate the counsel who shall defend any person who may be entitled to indemnification; to approve any settlement; and to approve in advance any expense.
- 11.5. The right of indemnification provided in the Article shall be in addition to any right to which any such director, officer, coach or referee may be entitled under any Bylaws, agreement, vote or other members or otherwise, and shall insure to the heirs, executors and administrators of such person. All such rights of indemnification shall be available whether or not the claim asserted against such person is based on matters which antedate the adoption oft his Article.

ADOPTED by the Board of Directors on this the _____

Secretary

Witness