

**BYLAWS  
OF**

**WASHINGTON STATE YOUTH SOCCER ASSOCIATION**

**ARTICLE 1. AFFILIATION**

Washington State Youth Soccer Association (hereinafter WSYSA) shall be affiliated with, and shall operate under the authority of, the United States Youth Soccer Association (hereinafter USYSA) and the United States Soccer Federation (hereinafter USSF) as a State Association member. As a State Association member of USSF and USYSA, WSYSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirement applicable to State Association members in each organization.

**ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES**

2.1 Geography of Operations.

WSYSA shall have as its geography of operations the entire state of Washington.

2.2 Districts.

WSYSA shall have within its borders geographical subdivisions which shall be designated as "Districts". The boundaries of the Districts shall be established by the Board of Directors. The Board of Directors shall create new districts, and shall modify, apportion or reapportion the Districts from time to time as the need arises. Each District shall be assigned an identifying number.

2.3 Offices.

The principal office of WSYSA shall be located at its principal place of business 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.

## **ARTICLE 3. MEMBERSHIP**

### **3.1 General.**

- 3.1.1. The membership of the WSYSA shall consist of incorporated organizations engaged in youth soccer within the State of Washington which agree to be bound by the bylaws, procedures and rules of the WSYSA and which shall be admitted to membership in accordance with the bylaws of the WSYSA.
- 3.1.2. Individual players, coaches, trainers, managers, administrators and officials are members of the WSYSA through their association with said member organizations or with WSYSA committees, or as elected officers of the WSYSA.
- 3.1.3. The membership of the WSYSA and the members of the WSYSA shall be open to any soccer players, coaches, trainers, managers, administrators and officials not subject to suspension under the bylaws of the WSYSA or under the bylaws of the USSF, and to any amateur soccer organization in its territory.
- 3.1.4. The WSYSA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.
- 3.1.5. No members of WSYSA shall engage themselves in a WSYSA position or function in an effort to secure an advantage for another organization or for their personal or business gain. Any potential conflict of interest shall be declared in a disclosure statement to the Board, either voluntarily or upon the request of the Executive Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

### **3.2 Jurisdiction.**

WSYSA shall have jurisdiction over all its member organizations, including districts, associations, clubs, teams, as well as associated individuals, such as players, coaches and administrators.

### 3.3 Classes of Membership.

There shall be the following classes of membership within the WSYSA:

(a) Member Association - an administrative and coordinating body for WSYSA programs that contains clubs and/or teams in which individuals under nineteen (19) years of age learn and play soccer. A Member Association must have at least fifty (50) teams or demonstrate the capability of conducting balanced league play in all age groups up to U-13 without help from neighboring Member Associations.

(b) Provisional Member - an organization that has applied as a Member Association but does not qualify by virtue of not having fifty (50) teams or not capable of conducting balanced league play in all age groups up to U-13 or not meeting other qualifications of this section. Provisional membership shall be granted for a term not to exceed three years.

(c) Non-Voting Member - an organization formed to advance a particular aspect of soccer such as coaching or refereeing, but is not responsible for recruiting, training, fielding, and funding of soccer players. This type of membership is a non-chartered, non-voting affiliation to allow limited benefits. Recognition by WSYSA as a Non-voting Member shall be extended to the organization and not to its membership or programs.

### 3.4 Standard of Membership.

3.4.1. The bylaws and policies of an organization seeking to join the WSYSA as a Member Association or Provisional Member shall include the following:

- (a) The membership of said organizations shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under section 4 of Bylaw 241 of USSF, and to any amateur soccer organization in its territory; and
- (b) The USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of said organizations to the extent applicable under state law, and shall provide that said organizations will abide by the USSF articles, bylaws, policies, and requirements, including those on interplay; and
- (c) Said organizations will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities organized or sponsored by said organizations may be appealed first to the WSYSA Appeals Committee and then to the USSF's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

(d) An organization having membership in the WSYSA as a Member Association or Provisional Member on May 1, 2005, must amend their bylaws and policies to include the above requirements of this part.

3.4.2. The bylaws and policies of an organization seeking membership with the WSYSA as a Member Association or Provisional Member shall:

- (a) Provide for membership with the WSYSA, which affiliation may be voluntarily modified or discontinued only by action of the members of said organization at the annual meeting;
- (b) Provide it shall be governed by the rules and regulations of the WSYSA in the administration and conduct of youth soccer programs within its territory, and by the rules and regulations of USYS as may be applicable pursuant to the membership of the WSYSA in USYS; and
- (c) Adopt the WSYSA Code of Ethics.

3.4.3 An organization having membership in the WSYSA as a Member Association or Provisional Member on May 1, 2005, must amend its bylaws and policies to include the requirements set forth in section 3.4.2 above.

3.4.4. An organization having or seeking membership in the WSYSA as a Member Association shall maintain recognition of federal tax exempt status under Section 501(c)(3) of the Internal Revenue Service Code of 1986.

### 3.5 Admission.

3.5.1. Application for membership as a Member Association, Provisional Member or Non-voting Member shall be submitted to WSYSA on forms provided by WSYSA, accompanied by two copies of the applicant's articles of incorporation (if applicable), bylaws, and other governing documents together with:

- (a) For application as Member Association and Provisional Member, provide:
  - (1) A description of the applicant's geographical boundaries (map included);
  - (2) Current team registration records;
  - (3) A statement of the reason for forming a new Member Association or establishing provisional membership;
  - (4) A statement of anticipated impact on existing Member Association(s);
  - (5) A written statement of concurrence from a majority of Member Associations within the affected District. Notification for the proposal must be submitted to the District Commissioner sixty (60) days prior to a vote of the Member Associations;
  - (6) A fee as set by the Board of Directors;
  - (7) A demonstration that the applicant's articles of incorporation (if applicable), bylaws, and other governing documents conform to the requirements of the bylaws of WSYSA and USSF to the extent applicable under state law.

(b) For application as a Non-voting Member, provide:

- (1) A statement of the reasons for seeking membership as a Non-voting Member;
- (2) A fee as set by the Board of Directors

3.5.2. Acceptance for membership shall be by majority vote of the Board of Directors and shall specify voting rights, registration requirements and requirements for the payment of fees as applicable. Acceptance or denial for membership may be with, or without, stated reasons.

3.5.3. Member Associations joining WSYSA before or during their playing season must submit player registration fees and insurance fees no later than thirty (30) days after their acceptance. They will be entitled to full voting rights upon such payment.

3.5.4. Member Associations joining WSYSA after their playing seasons may elect not to pay registration fees and insurance fees for the remainder of the seasonal year. If this option is exercised, teams are not eligible to participate in WSYSA events; however, WSYSA Board waiver to this requirement may be granted for individual teams for which the Member Association submits player and registration fees to WSYSA, but such payments would not grant voting rights to the Association.

### 3.6 Conversion.

A Provisional Member must apply as a Member Association once the organization has at least fifty (50) teams or can demonstrate that the organization is capable of conducting balanced league play in all age groups up to U-13 without help from neighboring Member Associations.

### 3.7 Continuation of Membership.

3.7.1. Any Member Association or Provisional Member paying dues or applicable fees is entitled to vote or participate in the business of WSYSA as provided for in the WSYSA Bylaws and Operating Procedures except that no Member in arrears to WSYSA or suspended shall have this right.

3.7.2. Member Associations and Provisional Members shall:

- (a) Provide annually to WSYSA copies of the Member Association's articles of incorporation (if applicable), bylaws and other governing documents, and
- (b) Submit changes to those documents to WSYSA for review not later than ninety (90) days after adoption, and
- (c) Make copies of those documents available to its members.

### 3.8 Discontinuation of Membership.

- 3.8.1. Any violation of the membership requirements of these bylaws by a Member Association or Provisional Member as certified by the Executive Director shall require a probationary hearing by the Board of Directors within thirty (30) days, to determine what actions are necessary by the Association to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Association to take such actions and shall provide for suspension of all membership privileges if not satisfied.
- 3.8.2. Member Associations or Provisional Members failing or refusing to follow the WSYSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the WSYSA, or seriously damaging the interest of the WSYSA, face suspension or expulsion.
- 3.8.3. Member Associations that do not maintain fifty (50) teams or provide balanced league play for U-13 and below without assistance for neighboring associations face suspension or expulsion.
- 3.8.4. Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.
- 3.8.5. Suspension or expulsion shall require a two-thirds (2/3) vote of the WSYSA Board of Directors.

### 3.9 Jurisdiction of Membership.

Member Associations and Provisional Members shall have jurisdiction, control and responsibility to supervise all games of youth soccer involving properly registered teams, as well as associated activities, within their specific area of administrative government as approved by the WSYSA Board of Directors.

### 3.10 Responsibilities of Members.

Member Associations and Provisional Members shall be responsible for the conduct of players, parents, coaches, trainers, managers, administrators and officials under their jurisdiction, and shall insure that their actions on or off the field do not bring disfavor upon WSYSA.

### 3.11 Membership Conflict.

The articles of incorporation (if applicable), bylaws and governing documents of any Member Association or Provisional Member shall not conflict with those of the WSYSA.

3.12 Member Association Representative.

3.12.1. The Member Association Representative (hereinafter “MAR”) shall be an elected or appointed individual from each Member Association who will represent, act for, and be the voting representative of that Member Association at all WSYSA Council Meetings. The MAR should be knowledgeable of the feelings and policy of their Member Association membership, with voting based on this knowledge.

3.12.2. The MAR shall attend all WSYSA Council meetings for discussion and voting on all matters for which the MAR is eligible to vote, as provided within these Bylaws.

**ARTICLE 4. COUNCIL**

4.1 Composition.

The Council consists of the Board of Directors, the District Commissioners, and the Member Association Representatives (MARs), collectively, Council Members.

4.2 Authority.

The responsibilities and authority of the WSYSA Council shall be action on the following matters:

4.2.1. Approval of WSYSA player registration fee, based on a preliminary budget approved by the Board.

4.2.2. Election of Directors at the Annual General Meeting.

4.3 Meetings.

4.3.1. Annual General Meeting (AGM). The AGM shall be held for the purpose of reporting on the past year’s activities, and electing the Board of Directors.

4.3.1.1. The AGM shall take place during the second quarter of each year. Notification and agenda of this meeting shall be mailed to Member Associations and all members of the Council thirty (30) days prior to the AGM date.

4.3.1.2. All Member Associations, WSYSA Committee Chairs, and WSYSA Board of Directors shall submit an annual report covering their respective activities no later than one month prior to the AGM date, or as requested by the Secretary, for inclusion in the WSYSA Annual Report.

4.3.2 Annual Player Fee Meeting (APFM).

4.3.2.1 WSYSA shall conduct an annual meeting for the purpose of approving the player fee.

4.3.2.2 The APFM shall take place during the first quarter of each year. Notification and agenda of this meeting shall be mailed to Member Associations and all members of the Council thirty (30) days prior to the APFM date.

4.3.3 Voting. Each Council Member shall have votes per the following list:

- (a) Directors shall have one vote each
- (b) District Commissioners shall have one vote each
- (c) MARs shall have votes based on the player registration of their Member Association. This determination shall be based on registered payers of record for the prior Seasonal Year, per the following schedule:

1000	and below	players	one (1) vote
1001	to 2500	players	two (2) votes
2501	to 3500	players	three (3) votes
3501	to 4500	players	four (4) votes
4501	to 5500	players	five (5) votes
5501	to 6500	players	six (6) votes
Over	6500	players	seven (7) votes

4.3.4 Quorum. A quorum shall consist of at least the President or Acting President; one half of the Board of Directors; one half of the District Commissioners; and one half of the MARs or three fifths of the total weighted votes of the MARs.

## **ARTICLE 5. BOARD OF DIRECTORS**

### **5.1 General Powers.**

All authority of WSYSA shall be vested in the Board of Directors unless otherwise specified in these Bylaws. The affairs of the corporation shall be managed by the Board of Directors.

### **5.2 Number.**

The Board shall consist of not less than 13 nor more than 19 Directors, the specific number to be set by resolution of the Board. 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



5.3 Qualifications.

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

5.4 Election of Directors.

5.4.1 Nominations by the Board.

5.4.1.1 The Nominating Committee shall prepare a list of candidates to fill the open positions at the upcoming election. The list shall include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board. The Nominating Committee shall notify nominees at least sixty days prior to the AGM. Nominees must submit a nomination packet, which includes a resume, a statement of function and written acceptance of their nomination to WSYSA offices at least 45 days prior to the AGM.

5.4.1.2 The Nominating Committee shall publish the list and nomination packets of candidates for election at least 45 days before the AGM.

## 5.4.2 Nominations by the Membership

5.4.2.1 Member Associations and District Commissioners may propose alternate names of candidates for open positions on the Board. Nominees made by Members shall meet the criteria prescribed by the Board. Any Member wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name, a statement of the nominee's criteria, as well as the nominee's resume, statement of function and written acceptance of nomination. The nomination proposal shall be supported by at least 5% of the Council, as evidenced by hardcopy or electronic notification, and shall be submitted no later than 30 days prior to the AGM.

5.4.2.2 The Nominating Committee shall review the nomination proposal and, if the proposal packet is complete, shall publish the name of the candidate no later than 20 days before the AGM.

5.4.2.3 There shall be no nominations from the floor at the AGM.

## 5.4.3 Elections

5.4.3.1 Elections of Directors shall be held at the AGM. The Council Members shall elect the Directors for the open positions each year.

5.4.3.2 Each Council Member shall receive a ballot with the names of the candidates. Each Member may cast no more than their allotted votes for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available.

5.4.3.3 If the Board of Directors determines that a specific skill set needed on the Board was not filled by the nominees elected, the Board, in the best interest of the organization, may select one of the unelected candidates who possess these requisite skills to serve on the Board. This placement shall create an additional Board seat for a one year term.

## 5.5 Term of Office.

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of 3 years or until his or her successor is elected, whichever is later. A Director may hold no more than two consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one third of the positions come up for election each year.

5.6 Annual Meeting.

The annual meeting of the Board shall be held immediately following the AGM each year for the purposes of electing 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.

5.7 Regular Meetings.

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

5.8 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 two Directors, 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.

5.9 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.

5.10 Place of Meetings.

All meetings shall be held at the principal office of the corporation 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.

5.11 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

## 5.12 Waiver of Notice.

5.12.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by 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.

5.12.2 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 transaction of any business because the meeting is not lawfully called or convened.

## 5.13 Quorum.

A majority of the number of Directors in office shall constitute a quorum for the transaction 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.

## 5.14 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, the Articles of Incorporation or applicable Washington law.

## 5.15 Presumption of Assent.

A Director of the corporation 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 corporation 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.

## 5.16 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 written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

5.17 Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, 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.

5.18 Removal.

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

5.19 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.

5.20 Compensation.

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

5.21 Conflict of Interest.

The Board of Directors shall adopt a Conflict of Interest Policy that comports with applicable state and federal requirements. Each Director shall, on an annual basis, sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that Director may have.

5.22 Code of Ethics.

The Board of Directors shall adopt a Code of Ethics that comports with applicable state and federal requirements. Each Director shall, on an annual basis, sign a Code of Ethics Statement in which he or she agrees to act according to the Code of Ethics.

## **ARTICLE 6. OFFICERS**

### **6.1 Number and Qualifications.**

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers 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 offices of President and Secretary.

### **6.2 Election and Term of Office.**

The officers of the corporation shall be elected each year 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 until the next annual meeting of the Board or until his or her successor is elected, whichever comes later.

### **6.3 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.

### **6.4 Removal.**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **6.5 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.

### **6.6 President.**

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### 6.7 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 have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

#### 6.8 Secretary.

The Secretary shall: (a) keep the minutes of the meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see 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 corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### 6.9 Treasurer.

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **ARTICLE 7. EXECUTIVE DIRECTOR**

#### 7.1 Board of Directors as Employer.

The Board of Directors shall hire an Executive Director who shall serve as the chief executive officer of WSYSA with direct responsibility for all staff functions. The Executive Director shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate and may be removed at any time with or without cause by the Board of Directors without prejudice to his/her contract rights.

#### 7.2 Committee Membership.

7.2.1 The Executive Director shall be an ex-officio member of the Executive Committee, the Nominating Committee and the Board of Directors.

7.2.2 The Executive Director shall serve as a member of the Oversight Committee.

## **ARTICLE 8. DISTRICT COMMISSIONERS AND DISTRICT BOARDS**

### **8.1 Formation of Nonprofit Corporation.**

Each District created by the Board of Directors shall form as a Washington non-profit corporation and shall obtain federal tax exempt status under I.R.C. section 501(c)(3). Each District nonprofit corporation shall establish its own board of directors and be responsible for conducting the business and administering the affairs of the District.

### **8.2 Election of District Commissioner.**

Each District shall select a District Commissioner. The District Commissioner shall have the following roles and responsibilities with respect to WSYSA:

8.2.1 Serve as a member of the Council

8.2.2 Serve as a member of the Oversight Committee

8.2.3 Serve in the other capacities designated in the District Commissioner Roles and Responsibilities.

### **8.3 Compliance with WSYSA Rules, Policies and Procedures.**

Each District shall comply with the Rules, Policies and Procedures of WSYSA as set forth in those documents.

## **ARTICLE 9. COMMITTEES**

### **9.1 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 or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) 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; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of 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 by law.



## 9.2 Standing Committees.

9.2.1 The Board shall establish the following governance committees as standing committees:

- (a) Finance Committee
- (b) Nominating Committee
- (c) Audit Committee
- (d) Strategic Planning Committee
- (e) Fundraising Committee

9.2.2 The Board shall establish the following operating committees as standing committees:

- (a) Oversight Committee. The Board shall establish a committee to oversee and manage the game of soccer and related activities. The Oversight Committee has the authority to establish its own standing committees as set forth in the operating procedures. The Executive Director and the District Commissioners shall serve as members of the Oversight Committee.

## 9.3 Quorum; Manner of Acting.

A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

## 9.4 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.

## 9.5 Removal of Committee Member.

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **ARTICLE 10. ADMINISTRATIVE PROVISIONS**

### **10.1 Books and Records.**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

### **10.2 Fiscal Year.**

The fiscal year of the WSYSA shall begin at 12:00 a.m. on September 1, and end at 11:59 p.m. on August 31, of the following year.

### **10.3 Annual Review or Audit.**

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

### **10.4 Rules of Procedure.**

The rules of procedure at meetings of the Board, the Council and 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.

### **10.5 Insurance.**

WSYSA shall provide Directors and Officers Liability Insurance covering Directors, Officers, District Commissioners, MARs and Committee Chairs for performing acts and responsibilities directly related to WSYSA.

## **ARTICLE 11. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds of the number of Directors in office. Any proposed changes to the Bylaws shall be published to the members of the Council at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors and the Council on May 10, 2009.