



## Amended and Restated

## Bylaws of

# Lake Washington Youth Soccer Association

### Article 1. The Association

#### 1.1. Name

The name of this organization is Lake Washington Youth Soccer Association (the “Association” or, simply, “LWYSA”). The Association is organized as a non-profit corporation under the laws of the State of Washington.

#### 1.2. Affiliation

The Association is a member of Washington State Youth Soccer Association (“WSYSA”), which in turn is a member of United States Soccer Federation (the “Federation”) and its affiliated entity, United States Youth Soccer Association (“USYSA”). To the extent allowed under applicable Washington law, the articles of incorporation, bylaws, policies, and requirements of the Federation, USYSA, and WSYSA shall prevail over any contrary provision in these bylaws or any other Association rule, regulation, or policy.

#### 1.3. Purpose

The purpose of the Association shall be as set forth in the Association’s Articles of Incorporation, generally being:

- To teach the game of soccer to the youth of the communities we serve; and
- Through the playing of the game, to promote physical health, sportsmanship, and a sense of well-being for our youth.

1.4. Function.

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

- Registering participating players with WSYSA, the State sanctioning body for youth soccer.
- Collecting fees from participants in sufficient amounts to pay WSYSA registration fees and cover the Association's and Member Clubs' costs of operation.
- 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 and laws of FIFA, the Federation, USYSA, and WSYSA.
- Organizing and governing Association-level league play.
- Coordinating higher-level league play with other youth soccer Associations and the WSYSA.
- Organizing, promoting, and conducting camps, clinics, tournaments, and other competitive events.
- Keeping participants and the general public informed about the Association's and its Member Clubs' 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. Two Classes.

The Association shall have two classes of members, the first being "General Members" and the other being "Member Clubs."

2.2. General Members

2.2.1. Qualification.

Every coach, trainer, manager, referee, administrator, player, and parent or legal guardian of a player shall be a "General Member" for the "Seasonal Year" (as established by WSYSA) in which they participate.

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 Clubs Only

General Members communicate their interests in the Association through their participation in Member Clubs, which, in turn, vote through their Delegates as described in Section 2.3.4 below. Each Member Club's Bylaws shall establish the method and manner in which individual General Members may vote.

2.3. Member Clubs

2.3.1. Qualification

Any incorporated or unincorporated club comprised of not less than ten (10) youth soccer teams whose majority of players are drawn from within the area of the Lake Washington School District may become a "Member Club" upon proper application and admission, as these Bylaws provide.

2.3.2. Application and Admission Process

A club qualified to join the Association may apply for membership by providing the Association with a copy of its proposed Bylaws, along with a letter from an officer of the applicant addressed to the President of the Association stating:

- The applicant's proposed "charter," being the type of program it intends to promote (recreational or competitive) and its targeted geographical area.
- The identification of the applicant's proposed teams and those registered, or to be registered, to play for them.
- The names and addresses of each of the applicant's officials.
- The applicant's commitment to undertake the duties delegated to Member Clubs under these Bylaws.
- The applicant's agreement to govern, administer and develop the game of soccer in its area of control consistent with these Bylaws and the Rules of the Association and the WSYSA.

Upon receiving a letter application, the President of the Association shall submit the Application to the Board of Directors. The Board of Directors may approve the application only upon a vote of two-thirds of the Directors present at the meeting.

2.3.3. Removal

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

- a vote of two-thirds of the Directors present at a meeting for which there is a quorum; and
- a vote of the majority of the Delegates (including those representing the Member Club that is the subject of removal) who are present and voting at the AGM or other special meeting called for the purpose.

Upon the removal of a Member Club, the Board of Directors may redefine the charter of the other Member Clubs or, if the Board of Directors prefers, admit a new Member Club with or without the same officers and using the same or different name as the removed Member Club.

2.3.4. Voting Rights; Delegates

Each Member Club shall have the right to name seven (7) delegates, each one of whom shall have the right to cast one (1) vote for each matter submitted to a vote of the Member Clubs. The Secretary and the President of each Member Club shall certify, at least one (1) day prior to the date of the vote, the names of the Delegates representing the Member Club.

2.4. Member Meetings

2.4.1. Annual General Meeting

The Association shall hold an Annual General Meeting (the "AGM") on the third Wednesday of October of each year for the purpose of conducting the following business:

- President's progress report.
- The Treasurer's report of Association finances.
- The Delegates' election of the President and Treasurer in odd numbered years.
- The Delegates' approval of amendments, if any, to these Bylaws or other governing documents of the Association.
- General discussion from the floor.
- Adjournment

Each Member Club shall hold its own meeting anytime within thirty (30) days following the close of the AGM for the purpose of conducting whatever annual business its own Bylaws may require.

2.4.2. Special General Meetings

The Presidents of no less than one-half (1/2) of all the Member Clubs may call a special meeting of Member Clubs upon giving not less than ten (10) days' nor more than fifty (50) days' prior written notice to each of the members of the Board of Directors and the Presidents of all the Member Clubs. Such notice shall be signed by each President calling the meeting and shall specify the date, time, and purpose of the meeting.

2.4.3. Meeting Chair

The President of the Association shall serve as the Chair of all general and special meetings of Member Clubs, and shall not have a vote except in the case of a tie.

2.4.4. Notice of Member Meetings

Notice of annual or special general meetings of Member Club shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting by:

- Giving notice directly to each of the members of the Board of Directors; and
- For the benefit of all interested General Members, publishing notice online, sending an electronic transmission for general distribution, or both.

The meeting notice shall state the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.

2.4.5. Quorum

A quorum for any meeting of the Member Clubs shall consist of not less than sixty percent (60%) of all the duly authorized Delegates of the Member Clubs attending.

## Article 3. The Board of Directors

3.1. Duties and Powers

The Board of Directors shall ultimately be responsible for the overall business and affairs of the Association, and specifically, shall:

- Establish and pursue a strategic vision for the Association.
- At least annually, reaffirm or revise the Association's vision and mission statements.
- Admit, or remove, Member Clubs.
- Establish policies and procedures for the orderly operation of the Association.
- Form, define the operating mission of, delegate powers and duties to, and oversee the work of Program Groups, Service Teams, and Special Committees.

- Approve an annual budget and review and authorize non-budgeted expenditures.
- Appoint:
  - Up to four (4) General Directors to serve as members of the Board of Directors.
  - A successor to complete the term of the Associations President, Treasurer, or General Director who shall have resigned or is removed from office. If a program elected Executive Committee member resigns or is removed from office, the respective program's operating board will elect, in a timely manner, a successor.

3.2. Composition.

The members of the Board of Directors shall consist of each of the members of the Executive Committee; each of the Presidents of the Member Clubs; and up to four (4) four "General Directors" as the Board of Directors may appoint from time to time.

3.3. Job Responsibility.

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

3.4. Removal

A member of the Board of Directors, including a member of the Executive Committee, who is unable to carry out the duties of office (due, for example, to the revocation of risk management clearance as required Section 9.4 below) for a period of ninety (90) days shall, at the end of the ninetieth (90<sup>th</sup>) day, automatically be removed from office. Members of the Board of Directors (other than the President of a Member Club) may otherwise be removed from office by a vote of a majority of the Delegates of the Member Clubs at the AGM or a special meeting called for that purpose. (The removal of the President of a Member Club shall be as provided in such Member Club's Bylaws.)

3.5. Vacancies

A vacancy on the Board of Directors shall be filled by the Member Clubs' Delegates at either the AGM or a special general meeting or, if sooner, by a majority of the remaining members of the Board of Directors at a regularly or specially scheduled meeting of the Board of Directors.

3.6. Meetings of the Board of Directors

The President of the Association shall preside over meetings of the Board of Directors, which shall be conducted according to Robert's Rules of Order. All meetings of the Board of Directors shall be open to General Members and to the public, and shall occur regularly on a day and a time set by the Board of Directors. Upon a motion approved by two-thirds of the members of the Board of Directors,

however, the Board of Directors may meet non-publicly in an “Executive Session” to discuss and act on confidential matters. The Secretary shall record, and make available to the public, the minutes of all meetings of the Board of Directors, except for the minutes of Executive Sessions, which may be kept confidential but only upon a motion approved by a majority of the members of the Board of Directors.

3.7. 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.

3.8. Quorum

A quorum for any meeting of the Board of Directors shall consist of not less than fifty percent (50%) of all the Directors then in office.

3.9. 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 4. The Executive Committee

4.1. Duties and Powers

The Executive Committee shall be responsible for implementing the decisions of the Board of Directors, and specifically, shall:

- Oversee the day-to-day business and operations of the Association.
- Define the job responsibilities of, retain, supervise, and terminate professional staff.
- Coordinate the work of Program Groups, Service Teams, and Special Committees.
- Working with the Chairs of Program Groups and Service Teams, prepare an annual budget for Board approval.
- Perform such other functions and duties as the Board of Directors may delegate from time to time.

4.2. Composition

The members of the Executive Committee shall consist of five members: (1) the Associations AGM elected two officers, the President, and (2) the Treasurer; along with the three program elected representatives (3) the Recreational Club Presidents elected representative, and the representative of the (4) Associations “select” level club and the (5) Associations “premier” level club. The President and Treasurer may not serve simultaneously as either an Officer of, or member of the Operating Board of, any Member Club.

4.3. Nominations Process

The Nominating Committee shall solicit candidates for the President and Treasurer during the years that the positions are up for election starting not less than sixty (60) days before the date of the AGM, and shall then publish its recommendations at least ten (10) days before the date of the AGM. The Nominating Committee shall not, however, recommend any of its own members as a candidate for the Executive Committee. Regardless of the Nominating Committee’s recommendations, nominations of any individual (including a member of the Nominating Committee) may be made and seconded by Delegates “from the floor.” Every candidate running for a “contested office” shall be afforded an opportunity to speak at the AGM in support of his or her candidacy. The Chair of the Nominating Committee or his or her designee shall serve as the “inspector of the election” and, as such, shall tally votes and announce the results.

4.4. Elections

The President and Treasurer shall be elected by the Member Clubs’ Delegates at the AGM to serve for two-year terms each in the following manner:

- AGM held in odd years:
  - President
  - Treasurer

In AGM’s held in even years, the three programs shall elect their representative to serve for two-year terms in the following manner:

The recreational club presidents shall elect a member from one of their club level operating boards as their representative. It may be a club president, although in that event, that person may only have one vote on the Board of Directors.

The associations “select” level clubs operating board shall elect one of their operating board members as their representative. It may not be the club president.

The associations “premier” level club operating board shall elect one of the operating board members as their representative. It may not be the club president.



4.5. Term and Term Limits

The Association President and Treasurer shall hold office for a term of two calendar years starting on the first day of January in the year immediately subsequent to the AGM at which they were elected. The Association President or Treasurer shall not be elected or appointed to serve in the same position for more than 4 years.

The term of office for the program elected Executive Committee members shall be for two years (24 months) beginning on February 1 in the year immediately following an even year AGM.

A program elected Executive Committee member shall not be elected to represent the respective program for more than 4 consecutive years (48 months).

4.6. Program Elected Representatives

The three program elected Executive Committee members shall take on one of the following three positions outlined in Article 5.

1. 1<sup>st</sup> Vice President of Programs
2. 2<sup>nd</sup> Vice President of Services/Secretary
3. 3<sup>rd</sup> Vice President of Facilities

The three positions shall rotate every two years among the three program elected Executive Committee Members as follows:

Recreational Representative: 1<sup>st</sup> VP of Programs, then 2<sup>nd</sup> VP of Services/Secretary, then 3<sup>rd</sup> VP of Facilities.

Select Representative: 2<sup>nd</sup> VP of Services/Secretary, then 3<sup>rd</sup> VP of Facilities, then 1<sup>st</sup> VP of Programs

Premier Representative: 3<sup>rd</sup> VP of Facilities, then 1<sup>st</sup> VP of Programs, then 2<sup>nd</sup> VP of Services/Secretary.

The above order may be changed if a program representative has an interest for a specific position that does not fit with the proscribed rotation, provided the following is met:

1. The affected program representatives agree to change.
2. The Board of Directors approved the change.

In the event of a change from the established rotation, the Board of Directors shall re-establish the rotation order if the program representative cannot agree on the rotation.

## Article 5. The Officers

### 5.1. President.

The powers and duties of the President of the Association shall be to:

- Serve on, and preside over the meetings of, the Board of Directors.
- Serve on, and preside over the meetings of, the Executive Committee.
- Serve on, or chair, any other Committee as the Board of Directors may consider appropriate.
- Oversee the work of each of the Vice Presidents and the Secretary/Treasurer.
- Serve as the general operational manager of the Association and, toward that end and to the extent authorized by the Board of Directors, execute contracts on its behalf
- Represent the Association at the WSYSA Council.
- Organize and preside over the Annual General Meeting.
- Prepare and deliver a report on the status of the Association at each Annual General Meeting.

### 5.2. 1<sup>st</sup> Vice-President of Programs.

The powers and duties of the 1<sup>st</sup> Vice President of Programs of the Association shall be to:

- Perform the duties of the President in times of the President's and absence.
- Serve on, and provide regular reports to, the Board of Directors.
- Serve on the Executive Committee.
- Coordinate and oversee the work of each of the chairs of the Association's Program Groups.
- Serve on, or chair, any other Committee as the Board of Directors may consider appropriate from time to time.

### 5.3. 2<sup>nd</sup> Vice-President of Services/Secretary

The powers and duties of the 2<sup>nd</sup> Vice-President of Operations of the Association shall be to:

- Perform the duties of the President in times of both the President's and the 1<sup>st</sup> Vice President's absence.
- Serve on, and provide regular reports to, the Board of Directors.
- Serve on the Executive Committee.

- Coordinate and oversee the work of each of the chairs of the Association's Service Teams.
- Serve on, or chair, any other Committee as the Board of Directors may consider appropriate from time to time.
- Record the minutes of the meetings for the Board of Directors.
- Serve as general custodian of the Association records and toward that end, ensure that bylaws, meeting minutes and other related governance documents and non-profit tax returns and related annual financial reports are made readily available to General Members.
- Give any required notices of meetings in the manner these Bylaws specify.

5.4. Treasurer

The powers and duties of the Treasurer shall be to:

- Serve on, and provide regular financial reports to, the Board of Directors.
- Serve on the Executive Committee.
- Deposit funds of the Association in a chartered bank; make disbursements authorized by those with requisite signing authority granted by the Board of Directors; and maintain complete and accurate statements of account.

5.5. 3<sup>rd</sup> Vice President of Facilities

The powers and duties of the 3<sup>rd</sup> Vice President of Facilities of the Association shall be to:

- Perform the duties of the President in times of absence of the President, 1<sup>st</sup> VP of Programs, and 2<sup>nd</sup> VP of Services/Secretary.
- Serve on, and provide regular reports to, the Board of Directors
- Serve on the Executive Committee.
- Coordinate and oversee the work of each of the chairs of the Associations Facilities teams.
- Serve on, or chair, any other Committee as the Board of Directors may consider appropriate from time to time.

## Article 6. The Member Clubs

6.1. Function.

Each Member Club shall function as a separate and distinct arm of the Association for the purpose of encouraging participation in the Association's youth soccer programs, and toward that end, shall have the following specific responsibilities:

- To promote participation in the Association's soccer programs to the youth of the Member's Club's assigned community.
- To recruit volunteers from among the families of participants in sufficient numbers to support the Association's soccer programs.
- To liaise with community business, government, and school leaders for the purpose of securing field, financial, and other resources needed to support the Association's soccer programs within the Member Club's assigned community.

#### 6.2. Governance

Each Member Club shall adopt Bylaws on or before the date of its admission as a Member Club on a form approved by the Board of Directors, which among other things, shall require:

- The Club members' annual election of Club officers.
- The formation of an "operating board" whose purpose is to coordinate the work of volunteers and others who will carry out the functions required of Member Clubs under these Bylaws.
- The appointment of Delegates to represent the Member Club at meetings of Member Clubs.

Member Clubs may not amend their Bylaws without the prior approval of a majority of the Association's Board of Directors.

#### 6.3 Election of Programs Representatives to Executive Committee

On the even years when the AGM is held, the operating boards of "select", "premier", and recreational presidents shall meet no sooner than January 1<sup>st</sup> of the year immediately following the AGM no later than the January BOD to elect their Executive Committee Representative.

## Article 7. Program Groups and Service Teams

#### 7.1 Formation.

The Board of Directors may organize, establish the scope of authority of, appoint the Chair for, oversee the work of, and disband one or "Program Groups" or "Service Teams" for the purpose of planning and implementing the Association's programs or providing services needed to support them, in each case as the Board of Directors may define from time to time.

#### 7.2. Group Chair & Members

The Board of Directors shall appoint the Chair of each Program Group and each Service Team primarily from among the Board's members, if possible, and otherwise from among the Association's other volunteers. Each Member Club shall separately recruit one, or more, volunteers from among its volunteer-participants to serve as a member of each relevant Program Group or Service Team.

7.3. Group Powers & Duties.

In defining the scope of authority of each Program Group or Service Team, it is expected that the Board of Directors will task the Chair, working together with the volunteer members of the Program Group or Service Team, to:

- Define the Program Group's or Service Team's objectives at least once annually.
- To prepare, manage, and monitor a budget specific to the Program Group or Service Team.
- To prepare an operations and staffing plan ahead of each program cycle.
- To implement, manage, monitor, and evaluate the Program Group's or Service Team's program or service offerings.
- To provide periodic reports to the Board of Directors with such frequency as the Board of Directors may direct.

## Article 8. The Committees

8.1. Standing Committees

8.1.1. Grievances Committee

The "Grievances Committee," to be chaired by a volunteer as appointed by the Board of Directors and composed of other volunteers recruited from among the Member Clubs, shall hear original protests and allegations of competition-related and administrative misconduct arising from events and activities within the Association's jurisdiction.

8.1.2. Nominating Committee

The "Nominating Committee," to be chaired by a volunteer as appointed by the Board of Directors and composed of other volunteers recruited from among the Member Clubs, shall identify, interview, recruit, and recommend qualified candidates who, if elected, will serve on the Executive Committee of the Association.

8.2. Special Committees

The Board of Directors may form, establish the scope of authority of, appoint members to, oversee the work of, and disband such other special committees as the Board of Directors may consider appropriate from time to time.

## Article 9. Financial and Miscellaneous Matters

9.1. Fiscal Year

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

9.2. Use of Trademarks & Copyrights

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

9.3. Fundraising Activities

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

9.4. Risk Management Clearance

No individual may serve as an officer, director, employee, coach, referee, or other volunteer of the Association or a Club without first securing, and keeping, proper clearance through the "risk management program" administered through the WSYSA. Any individual whose WSYSA clearance is revoked, regardless whether due to a WSYSA 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 or a Club until the clearance is restored.

9.5. 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 the LWYSA, WSYSA, and the United States Soccer Federation. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to LWYSA for all expenses incurred by LWYSA 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 LWYSA officials and employees in responding to and defending such allegations.

9.6. 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 Club, 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 10. General Provisions

### 10.1. Notices

Any “notice” required in these Bylaws may be effected in any manner authorized by Washington law, including, if applicable, by e-mail and other means of electronic communication.

### 10.2. Amendment

These Bylaws may be amended only by, first, a vote of two-thirds of the Board of Directors, and second, a vote of two-thirds of the Member Clubs at the Annual General Meeting or another special general meeting called for the purpose of approving the amendments.

### 10.3. Enabling Clause

If these Bylaw changes are approved at the October, 2011 AGM, they shall go into effect such that the new Executive Committee format will begin January 1, 2012. The October AGM election of the Association President and 1<sup>st</sup> VP of Programs shall not occur, but will proceed to the immediate election of the Association President and Treasurer.

The program elected Executive Committee representatives shall be chosen in the manner proscribed in 6.3 with the exception that it an odd year AGM. The EC representatives shall serve for 1 year with the program elections occurring again in January 2013. The 4 year term limit shall be waived allowing a program EC elected in January 2012 to serve for 5 consecutive years.

I HEREBY CERTIFY AS SECRETARY OF THE ASSOCIATION THAT THE ASSOCIATION ADOPTED THESE AMENDED AND RESTATED BYLAWS AT A SPECIAL GENERAL MEETING HELD MAY \_\_, 2005.

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_