

**BYLAWS OF**  
**THURSTON COUNTY YOUTH SOCCER ASSOCIATION**

**ARTICLE 1. AFFILIATION**

Thurston County Youth Soccer Association (hereinafter TCYSA) shall be affiliated with, and shall operate under the authority of, the Washington State Youth Soccer Association (hereinafter Washington Youth Soccer) as a Member Association as defined and set forth in the Washington Youth Soccer Bylaws. As a Member Association of Washington Youth Soccer, TCYSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Associations.

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

2.1 Geography of Operations.

TCYSA shall have as its geography of operations all of Thurston County, Washington.

2.2 Offices.

The principal office of TCYSA 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 TCYSA (hereinafter "Member Clubs") shall consist of clubs engaged in youth soccer within the geographic area designated in Section 2.1, and which agree to be bound by the bylaws, procedures and rules of Washington Youth Soccer and TCYSA, and which shall be admitted to membership in accordance with the bylaws of TCYSA.

3.1.2 Membership shall be open to any clubs not subject to suspension under the bylaws of the Washington Youth Soccer or under the bylaws of the USSF.

3.1.3 TCYSA and its Member Clubs will not discriminate against any individual, including but not limited to discrimination on the basis of race, color, religion, age, gender, or national origin.

3.1.4 No Member Clubs of TCYSA, or individuals associated with such Member Clubs shall engage themselves in a TCYSA 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 Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

### 3.2 Jurisdiction.

TCYSA shall have jurisdiction over its Member Clubs, as well as associated individuals and teams.

### 3.3 Admission as a Member.

These Bylaws will apply to all current and future Member Clubs of TCYSA. The current Member Clubs are Chinqually Booters Soccer Club and Prairie Soccer Club. Upon ratification of these Bylaws, the following clubs will be admitted to TCYSA as Member Clubs: Olympia United Soccer Club and Tumwater Soccer Club. Upon ratification of these Bylaws and the completion of the Regional Club Charter Agreement, Blackhills FC will be admitted to TCYSA as a Member Club. Future clubs desiring to apply to become Member Clubs of TCYSA shall follow the requirements set forth by TCYSA in its application policies.

### 3.4 Continuation of Membership.

3.4.1 Any Member Club paying dues or applicable fees and complying with all requirements of membership as set forth in the TCYSA Bylaws and Operating Procedures is entitled to all rights of membership, except that no Member Club in arrears to TCYSA or suspended shall have these rights.

3.4.2 Each Member Club shall:

(a) Provide, when requested, to TCYSA copies of the Member Club's articles of incorporation (if applicable), bylaws and other governing documents, and

(b) Submit changes to those documents to TCYSA for review prior to adoption, and

(c) Make copies of those documents available to its members.

### 3.5 Discontinuation of Membership.

3.5.1 Any violation of the membership requirements of these bylaws by a Member Club shall require a probationary hearing by the Board of Directors within thirty (30) days of notice of such violation, to determine what actions are necessary by the Member Club to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Member Club to take such actions and shall provide for suspension of all membership privileges if not satisfied.

3.5.2 Member Clubs failing or refusing to follow the TCYSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by TCYSA, or seriously damaging the interest of TCYSA, face suspension or expulsion.

3.5.3 Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.

3.5.4 Suspension or expulsion shall require a two-thirds (2/3) vote of the TCYSA Board of Directors.

### 3.6 Jurisdiction of Member Clubs.

Member Clubs shall have jurisdiction over, control of 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 TCYSA Board of Directors.

### 3.7 Responsibilities of Member Clubs.

Member Clubs 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 TCYSA or Washington Youth Soccer.

### 3.8 Membership Conflict.

The articles of incorporation (if applicable), bylaws and governing documents of any Member Club shall not conflict with those of TCYSA or Washington Youth Soccer.

3.9 Member Club Representative.

The Member Club Representative (hereinafter MCR) shall be an elected or appointed individual from each Member Club who will represent, act for, and be the voting representative of that Member Club at all TCYSA Association Meetings. The MCR should be knowledgeable of the feelings and policy of their Member Club's membership, with voting based on this knowledge.

**ARTICLE 4. ANNUAL GENERAL MEETING**

4.1 Annual General Meeting (AGM).

The AGM shall be held for the purpose of reporting on the past year's activities, and electing the Executive Board members.

4.1.1 Date. The AGM shall take place during the first quarter of each fiscal year. Notification of and agenda for this meeting shall be mailed or emailed to Member Clubs and all members of the Board of Directors at least thirty (30) days prior to the AGM date.

4.1.2 Reports. All Member Clubs, TCYSA Committee Chairs, and TCYSA Executive Board members 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 TCYSA Annual Report.

4.1.3 Voting. Each Board member shall have votes per the following list:

- (a) Executive Board Members shall have one vote each
- (b) MCRs shall have votes based on the player registration of their Member Club. This determination shall be based on registered players of record for the prior Seasonal Year, per the following schedule:

250 and below players	one (1) vote
251 to 500 players	two (2) votes
501 to 750 players	three (3) votes
751 to 1000 players	four (4) votes
1001 to 1250 players	five (5) votes
1251 to 1500 players	six (6) votes
Over 1500 players	seven (7) votes

- (c) The voting strength of any one club shall be limited to no more than 45% of the total voting strength of all clubs combined, provided there are three (3) or more clubs in the Association.

4.1.4 Quorum. A quorum shall consist of at least the President or Acting President, one half of the Executive Board and either one half of the MCRs or three fifths of the total weighted votes of the MCRs.

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

### **5.1 Composition**

The Board of Directors (Board) consists of the Executive Board Members and the Member Club Representatives (MCRs).

### **5.2 General Powers**

All authority of TCYSA 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.

### **5.3 Number**

The Board shall consist of one MCR per club and not less than five nor more than eight Executive Board Members, the specific number to be set by resolution of the Board. The number of Executive Board Members 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.

### **5.4 Qualifications**

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

### **5.5 Election of Directors**

5.5.1 Nominations by the Board: The Nominating Committee shall prepare a list of candidates to fill the open positions at the upcoming election. The list will endeavor to include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board.

5.5.2 Nominations by Member Clubs: Member Clubs may propose alternate names of candidates for open positions on the Board. Nominations made by Member Clubs shall meet the criteria prescribed by the Board. Any Member Club wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name, and a statement of the nominee's qualifications.

5.5.3 Diverse Representation: The Board of Directors shall make reasonable efforts to nominate candidates who fairly represent the diversity of the member clubs, and to avoid concentrations of representation from any one club.

5.5.4 Elections

5.5.4.1 Elections of Executive Board Members shall be held at the AGM. The Board Members shall elect the Executive Board Members for the open positions each year.

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

5.5.4.3 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.

## 5.6 Term of Office.

Unless an Executive Board Member dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later. An Executive Board Member may hold no more than three (3) consecutive terms without vacating office for at least one year. The President may serve no more than three (3) terms. Terms shall be staggered so that approximately one half of the positions come up for election each year. The Board will decide the timing of re-election of any new Executive Board Members created under Article 5.3. Executive Board Members defined in these bylaws will be elected on odd and even years according to the following schedule:

President	Odd
Vice President	Even
Secretary	Even
Treasurer	Odd
Registrar	Odd
Director of Competition and Development	Even

## 5.7 Regular Meetings.

The President of the Board shall specify the date, time and place for the holding of regular meetings. Such date, time and place will be announced at the preceding regular meeting.

## 5.8 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by 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 provided all persons participating in the meeting can hear each other at the same time and can provide input. Participation by such means shall constitute presence in person at a meeting.

#### 5.10 Place of Meetings.

Meetings shall be held at a place within or without the State of Washington designated by the Board, or by any persons entitled to call a meeting.

#### 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 five (5) days before the meeting. Notices in writing may be delivered, mailed, or emailed 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 Quorum.

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any regular Board meeting. A quorum at an AGM will be as per section 4.1.4. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

#### 5.13 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.

#### 5.14 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.

#### 5.15 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.

#### 5.16 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.

#### 5.17 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. A director may vote on such motion notwithstanding the fact that it relates to his/her position as a Director.

#### 5.18 Vacancies.

A vacancy in the position of Executive Board Member may be filled by the affirmative vote of a majority of the remaining Directors, even if it is 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. If a vacancy is an MCR position, the member club will appoint a replacement.

#### 5.19 Compensation.

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

#### 5.20 Conflict of Interest.

The Board of Directors shall adopt the Washington Youth Soccer 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.

#### 5.21 Code of Ethics.

The Board of Directors shall adopt the Washington Youth Soccer 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. EXECUTIVE BOARD MEMBERS**

#### 6.1 Number and Qualifications.

The Executive Board Members shall be a President, a Vice President, a Secretary, a Treasurer, a Registrar and a Director of Competition and Development. 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. A maximum of two offices may be held by the same person, except the offices of President and Secretary. Any Executive Board member filling two Executive roles will be limited to one vote at Association meetings and at the AGM. If an MCR is also filling an Executive role, their voting at the AGM will be limited to the votes they are entitled to as an MCR.

## 6.2 Election and Term of Office.

The Executive Board Members shall be elected each year by the Board of Directors at the AGM. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next AGM or until his or her successor is elected, whichever comes later.

## 6.3 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 prepare agendas and preside over meetings of the TCYSA. In his/her capacity as Chair of the Association Board, the President shall vote only in the case of a tie. The president shall represent, or appoint a representative to represent, the Association at District VII meetings. The President shall also be the Washington Youth Soccer Member Association Representative (MAR), or appoint a representative, for WYS meetings and, subject to prior instruction by the Board where feasible, represent the TCYSA on matters covered at such meetings. 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. The President will be an authorized signer on the bank account(s) of the TCYSA.

## 6.4 Vice President.

In the event of the death of the President or his or her inability to attend meetings of the Board, 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 by the President or the Board. The Vice President will be an authorized signer on the bank account(s) of TCYSA.

## 6.5 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 and email address of each Director; (e) sign with the President, or Treasurer or other Executive Board Member authorized by 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.

#### 6.6 Treasurer.

The Treasury function shall comply with the requirements of Washington Youth Soccer in order to adopt best practices and qualify for insurance coverage for losses. 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. The Treasurer will be an authorized signer on the bank account(s) of the Association.

#### 6.7 Registrar.

The Registrar shall: (a) Coordinate player registrations with the Clubs; (b) Ensure that the age of each player registered with TCYSA is verified by the Club; (c) Maintain an up to date file on all players, teams, and coaches; (d) Direct the Club Registrars in the processing of registration and transfer of players, and the maintenance and update of team rosters; (e) Maintain liaison with the WSYSA Registrar; (f) Handle all transfers to and from teams, and to and from clubs and Associations as required and within deadlines; (g) Establish a deadline date for the registration of all clubs within the Association and submit dates for the Annual Calendar; (h) Ensure that all Club and Association members who work with children, such as, but not limited to, the Board of Directors, Head and Assistant Coaches, and Team Managers, fill out and submit to Washington Youth Soccer, a Risk Management application; (i) Maintain a liaison and work with the Washington Youth Soccer Risk Manager and provide him/her with all the completed Risk Management applications in a timely manner.

#### 6.8 Director of Competition and Development.

The Director of Competition and Development shall: (a) Lead and coordinate player and coach development policy and practices; (b) Develop and deliver materials and programs to enhance the capability of players and coaches in pursuit of the Association's goals; (c) Lead and coordinate Association administered competitions, including leagues and tournaments; (d) Make recommendations to the Board on the organization of league competition, including the creation of special divisions or mandating variations of FIFA laws of the game where local circumstances justify such variations.

### **ARTICLE 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 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 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.

## 7.2 Standing Committees.

7.2.1 The Board may establish the following governance committees as standing committees:

- (a) Disciplinary Committee
- (b) Nominating Committee
- (c) Audit Committee

## 7.3 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.

## 7.4 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.

## 7.5 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 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, correct and adequate records of accounts and finances, minutes of the proceedings of the Board, 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.

#### 8.2 Fiscal Year.

The fiscal year of the TCYSA shall begin at 12:00 a.m. on March 1, and end at 11:59 p.m. on the last day of February of the following year.

#### 8.3 Annual Review or Audit.

The Board may 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.

#### 8.4 Rules of Procedure.

The rules of procedure at meetings of the Board and committees 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.

#### 8.5 Insurance.

TCYSA shall provide Directors and Officers Liability Insurance covering Directors and Committee Chairs for performing acts and responsibilities directly related to TCYSA. All Board members will be RMA cleared.

### **ARTICLE 9. PAID POSITIONS**

#### 9.1 Positions.

The Association reserves the right to establish paid positions to meet the needs of the Association in accomplishing its goals and objectives. This may include, but is not limited to, an Association Manager, Bookkeeper, and/or Director of Coaching/Player Development. The Board of Directors must approve the establishment of each paid position and a description of the duties and responsibilities of the position. The Board shall also establish the level of compensation for each position.

#### 9.2 Voting Rights.

Any person in a paid position shall be an independent contractor to the Association and cannot be a voting member of the Association.

#### 9.3 Supervision.

An Executive Board Member shall be appointed as the supervisor of each paid independent contractor as determined by the Board of Directors.

#### 9.4 Recruitment.

All paid positions must undergo an open recruitment process for hiring. The Board of Directors has final approval of the hiring of the person to fill a position.

9.5 Contract.

A contract specifying the duties and responsibilities of the position, and the level of compensation, must be developed for any paid position. Any contract cannot exceed a period of two (2) years.

**ARTICLE 10. DISSOLUTION**

If the Association is dissolved all assets remaining after payment of debts will be divided amongst the member clubs in proportion to the number of individual players registered with those clubs in the playing year immediately preceding the year in which the dissolution occurs. To qualify for distributions under this provision, member clubs must have been affiliated with the Association for at least three years immediately prior to the dissolution. Member Clubs admitted to TCYSA as a result of an effective merger of Associations will be credited for prior Association membership. Member clubs qualifying under this provision may decide not to take distributions as herein provided and to allocate the funds to the organization which succeeds to the responsibilities of this Association. Such decision must be unanimous, be approved by the boards of each of the individual clubs and be attested in writing by two officers of each club, one of whom is the President or Secretary. Any disputes regarding the distribution or valuation of assets will be referred to Washington Youth Soccer for arbitration.

**ARTICLE 11. AMENDMENTS**

Amendments to these bylaws may be affected only at the Annual General Meeting upon affirmative vote of a 60% majority of voting members present. Any proposed amendment to these bylaws must be submitted in writing to the Board of Directors and to all member clubs not later than thirty days (30) preceding the Annual General Meeting. Any case in which these bylaws are in conflict, or become in conflict with the bylaws of Washington Youth Soccer, the latter shall take precedence and these bylaws shall be amended no later than the next Annual General Meeting to eliminate the cause of conflict.

The foregoing Bylaws were adopted by the members of TCYSA on:

\_\_\_\_\_, 2011.

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Secretary