

# **BYLAWS OF NORTH COUNTY YOUTH SOCCER ASSOCIATION**

## **ARTICLE 1. AFFILIATION**

North County Youth Soccer Association (hereinafter NCYSA) shall be affiliated with 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, NCYSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Associations. The Association shall be a non-profit organization.

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

### **2.1 Geography of Operations.**

NCYSA shall operate in Snohomish County and with Skagit and Island Counties through intertie agreements.

### **2.2 Offices.**

The principal office of NCYSA shall be located at its principal place of business, or such other place as designated within the State of Washington as designated by the Board of Directors.

## **ARTICLE 3. CLUB MEMBERSHIP**

### **3.1 General.**

3.1.1. The membership of NCYSA (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 NCYSA, and which shall be admitted to membership in accordance with the bylaws of NCYSA.

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. NCYSA and its Member Clubs will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

3.1.4. No Member Clubs of NCYSA, or individuals associated with such Member Clubs shall engage themselves in a NCYSA 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. NCYSA shall have jurisdiction over its Member Clubs, as well as associated individuals and teams. This shall include:

- a. All players and parents of players for whom an annual registration fee has been paid.
- b. All team coaches, assistant coaches, and referees.
- c. All officers and directors of Member Clubs.
- d. All officers, directors, appointed chairpersons and/or committee members operating under NCYSA Bylaws.

3.3 Admission as a Member.

Clubs desiring to apply to become Member Clubs of NCYSA shall follow the requirements set forth by NCYSA 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 NCYSA Bylaws and Operating Procedures is entitled to all rights of membership. Those Member Clubs in arrears to NCYSA or suspended for cause shall not have these rights.

3.4.2. Member Clubs shall:

- (a) Provide to NCYSA copies of the Member Club's copies of articles of incorporation (if applicable), bylaws and other governing documents, and
- (b) Submit changes to those documents to NCYSA for review no later than ninety (90) days after 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, 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 NCYSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the NCYSA, or seriously damaging the interest of the NCYSA, shall face suspension or expulsion.

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

### 3.6 Jurisdiction of Member Clubs.

Member Clubs 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 NCYSA 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 NCYSA or affiliates. Each member clubs shall maintain its own 501 C (3) status with the Internal Revenue Service.

### 3.8 Membership Conflict.

The articles of incorporation (if applicable), bylaws and governing documents of any Member Club shall not conflict with those of NCYSA.

### 3.9 Member Club Representative.

3.9.1. 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 NCYSA Board of Director Meetings. The MCR should be knowledgeable of the feelings and policy of their Member Club's membership, with voting based on this knowledge.

3.9.2. The MCR shall attend all NCYSA meetings for discussion and voting on all matters for which the MCR is eligible to vote, as provided within these Bylaws.

## **ARTICLE 4. BOARD OF DIRECTORS**

### 4.1 Composition.

The Board of Directors consists of the Officers (Executive Board) and the Member Club Representatives (MCRs). The affairs of the corporation shall be managed by the Board of Directors.

### 4.2 Authority.

The responsibilities and authority of the NCYSA shall include, but not limited to electing the Officers.

### 4.3 Annual General Meeting (AGM).

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

## **ARTICLE 5. OFFICERS**

### 5.1 Nominations.

5.1.2 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.

## 5.2 Election of Officers

5.2.1 Election of Officers shall be held at the AGM. The Association Board of Directors shall elect the officers for the open positions.

5.3 Member Clubs may propose alternate names of candidates for officers... 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, as well as the nominee's resume.

## 5.4 Number and Qualifications.

The officers of the corporation shall be a President, a Vice President of Organization, a Vice President of Competition, a Vice President of Development, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. 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.

## 5.5 Election and Term of Office.

Open positions for 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 for two (2) years.

## 5.6 Officers Duties.

The officers shall be responsible or shall delegate responsibility for the following duties:

5.6.1 President. The President shall supervise all activities of NCYSA and the work of the Board of Directors.

- a) The President shall be the general representative of NCYSA in all matters, including public relations.
- b) The President shall execute all instruments on behalf of NCYSA, call and preside at all meetings of the Board of Directors and perform such duties usually inherent in such office.
- c) In the event the President is not able to perform his/her tasks, the Vice President of Organization shall serve in his/her behalf. If the Vice President of Organization is unable to serve, the Board shall appoint one of the Vice Presidents to serve.
- d) Oversight of office and paid personnel.
- e) Risk Management

#### 5.6.2 Vice President of Organization

- a) NCYSA nominating committee.
- b) Changes in NCYSA Articles of Incorporation and By-Laws.
- c) Changes in the NCYSA playing rules and/or regulations.
- d) Registration committee.
- e) Appoint or act as NCYSA Registrar.

#### 5.6.3 Vice President of Competition

- a) All recreational league play for NCYSA and Association inter-tie teams.
- b) Act as Liaison for all NCYSA tournaments.
- c) Appoint or act as NCYSA Scheduler/Scorekeeper.
- d) Liaison to the WYS Tournament Committee.
- e) NCYSA Disciplinary Committee.
- f) Carry out all decisions and actions taken by the Disciplinary Committee.
- g) NCYSA Scheduling Committee.

#### 5.6.4 Vice President of Development

- a) Player development and clinics. Player development shall include NCYSA oversight of select/competitive teams within its jurisdiction.
- b) Coach development and clinics.
- c) Field Development.
- d) Those aspects of referee development and clinics not managed by State Referee Committee.

#### 5.6.5 Secretary

- a) Prepare and publish minutes in a timely fashion for all meetings of the Board of Directors and compile Executive Board minutes for presentation at Board of Director meetings.
- b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- c) Be the custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents and the execution of, which on behalf of the corporation, under its seal is duly authorized.
- d) In general, perform all duties inherent to the office of Secretary and such other duties as from time may be assigned to him/her by the President or by the Board of Directors.

#### 5.6.6 Treasurer

- a) Have charge and custody of, and be responsible for all funds and securities of the corporation.
- b) Receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation as shall be selected by the Board of Directors.
- c) In general, perform all of the duties inherent to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In addition, it shall be the duty of the Treasurer to pay any and all registration fees to the WYS on a timely basis.

- d) Prepare a monthly expense report to be distributed at the regular monthly meeting.
- e) File corporation taxes.
- f) File necessary forms to maintain corporate status and 501C status.

#### 5.7 Resignation.

Any officer 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.

#### 5.8 Removal.

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

#### 5.9 Vacancies.

A vacancy in the position of an officer may be filled by the affirmative vote of a majority of the Board of Directors though less than a quorum of the Board. An officer who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

#### 5.10 Compensation.

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

#### 5.11 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.

#### 5.12 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: MEETINGS**

#### 6.1 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.

#### 6.2 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 officers, 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.

#### 6.3 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 on-line communication by which all persons participating in the meeting may have input.

#### 6.4 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.

#### 6.5 Notice of Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any one third (1/3) of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding meetings provided all members of the Board of Directors are given at least seven (7) days notice.

#### 6.6 Waiver of Notice.

6.6.1. 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.

6.6.2 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.

#### 6.7 Quorum.

A quorum shall consist of fifty one percent (51%) of the total potential votes at the time of the meeting. If less than such a majority is present at a meeting, a majority of the votes present may adjourn the meeting to another time with notice.

#### 6.8 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.

#### 6.9 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?

6.10 Voting. Each Association Board of Director member shall have votes per the following:

(a) Officers shall have one vote each

(b) MCR 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:

Each club shall be entitled to one (1) vote per one hundred (100) players, or faction thereof, determined on the basis of registered, active players, as of the previous playing season. If a member club is not represented at three (3) consecutive meetings, that club shall lose the right to vote on association issues.

(c) Any club that loses its right to vote must submit to the NCYSA board of directors for approval, a plan for insuring attendance at NCYSA meetings as prescribed in these Bylaws. The right to vote can only be reinstated after such approval.

(d) Proxies according to our current Bylaws

(e) Manner of Acting

(f) Presumption of Assent

#### 6.11 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.

6.12 The AGM shall take place during the last quarter of each year. Notification and agenda of this meeting shall be completed to Member Clubs and all Officers thirty (30) days prior to the AGM date.

### **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. 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.

## 7.2 Standing Committees.

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

- (a) Registration Committee
- (b) Scheduling Committee
- (c) Disciplinary Committee
- (d) Nominating Committee
- (e) Audit Committee

## 7.3 Resignation.

Any member of any committee may resign at any time by delivering notice which will take effect immediately to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee.

## 7.4 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, 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.

## 8.2 Finances

The fiscal year of the NCYSA shall begin at 12:01 a.m. on June 1 and end at 11:59 p.m. on May 31 of each year. The treasurer, with the support of the officers, shall prepare a proposed budget for each fiscal year. The proposed budget shall be submitted to the Board of Directors for review and approval before June 1 of each year.

8.3 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.

8.4 Insurance.

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

**ARTICLE 9. 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 Board at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors and the Officers on

July 2, 2013

  
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Sandy Baker, Secretary