

## **BYLAWS OF THE SOUTH WHIDBEY YOUTH SOCCER CLUB**

### **ARTICLE 1: NAME**

The name of this organization shall be the South Whidbey Youth Soccer Club, and the corporation is herein referred to as “South Whidbey Youth Soccer club” or the “SWYSC”.

### **ARTICLE 2: ARTICLES OF INCORPORATION**

The Articles of Incorporation were filed with the Secretary of State of Washington on July 22nd, 1991, and the Articles of Amendment were filed with the Secretary of State of Washington, October 15, 2012. The Articles of Incorporation are supplemented by these bylaws; however, nothing in these bylaws shall take precedence over the Articles of Incorporation and subsequent Articles of Amendment.

### **ARTICLE 3: MISSION STATEMENT**

SWYSC seeks to promote the growth and development of our players, coaches, and the local soccer community. We work hard to provide a fun, fair, and safe environment that maximizes participation and improves players’ skills while developing sportsmanship, teamwork, and self-confidence.

### **ARTICLE 4: OFFICES**

The registered office of the SWYSC shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office. The SWYSC may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

### **ARTICLE 5: MEMBERSHIP**

The members of the SWYSC shall consist of persons elected by the SWYSC Board of Directors. Each member of the SWYSC shall be entitled to one vote on all matters submitted to a vote of the SWYSC’s members. Except as provided in the Articles of Incorporation, the election of a person as a director, subsequent to his election of a member (or as a director/member) and prior to the end of his three-year membership term, shall not extend the length of his membership term.

### **ARTICLE 6: BOARD OF DIRECTORS**

.1 General Powers

The affairs of the SWYSC shall be managed by a Board of Directors. At each annual meeting of the members, directors shall be elected by the members for a term of one year, to succeed the directors whose terms expire at such meeting. The directors named in the Articles of Incorporation, and all directors elected before the first annual meeting of members, shall hold office until the first annual meeting of members and until successors are elected. Nothing contained herein shall prohibit a person from becoming elected as a director for successive terms.

In addition to the powers and authority expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the SWYSC and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members or by the officers of the SWYSC.

## .2 Number

The Board shall consist of not less than 7, the specific number to be set by the Board. The number of Directors may be changed from time to time by amendment of these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

## .3 Qualifications

Directors shall represent a range of community interests. Directors shall fully understand the mission and goals of the SWYSC and shall fully subscribe to those goals. Directors shall have such qualifications and duties as the Board may prescribe by resolution or amendment to these Bylaws, or as assigned by the President or Executive Committee.

## .4 Election of Directors

1. Initial Directors – The initial Directors named in the Articles of Incorporation will serve until the first annual meeting of the members and until successors are elected.
2. Successor Directors – Successor Directors shall be elected at an annual meeting of the Board held each January.
3. Term of Office – Unless a Director dies, resigns or is removed, he or she shall hold office for a term of one (1) year or until his or her successor is elected, whichever is later.
4. Successive Terms – A Director may serve up to 3 successive terms including any portion of an appointed term. Subsequently they may not serve again for one calendar year.

## .5 Resignation

Any Director may resign at any time by delivering written notice to the Organization, or by giving oral or written notice at any regularly scheduled meeting of the Board. Any such resignation shall take effect at the time specified. If no time is specified then it will take effect at the meeting it is presented at.

## .6 Termination

Any Director, elected or appointed, may be removed, with or without cause, by two-thirds (2/3) of the votes cast by Directors present in person (not by proxy) at a meeting of the Board of Directors at which a quorum is present.

## .7 Vacancies

A vacancy in the position of Director, whether caused by resignation, death or otherwise, 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. Persons interested in applying for a vacancy shall submit a written statement of intent to do so at or prior to the meeting held to elect a new board member.

## .8 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Organization at the discretion of the Board.

# ARTICLE 7: MANNER OF ACTING

## .1 Quorum

Each Director shall have one vote. A simple majority of the Directors in office shall constitute a quorum for the transaction of business at any Board meeting. 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. A Director of the Organization 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.

## .2 Proxy

Proxy voting shall not be allowed.

## .3 Conflict of Interest

A Director who has a conflict of interest on a particular item which arises in the business of the SWYSC is responsible for bringing this conflict to the attention of a member of the Board of Directors and excusing her or himself from voting on that issue. All members of the Board of Directors are subject to the SWYSC Conflict of Interest Policy.

## .4 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 then seated. Such an action shall require a 2/3rds majority to pass. 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 same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. This shall include votes of the Board of Directors taken by electronic means such as e-mail.

## ARTICLE 8: MEETINGS

### .1 Annual Meeting

One meeting per year shall be designated as the Annual Meeting for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. 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. The annual meeting shall be the regularly scheduled meeting each January.

### .2 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of the monthly regularly scheduled meetings. No other notice of such meetings is required except that all Directors will receive timely notice of those meetings.

### .3 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 by a simple majority of the Directors then seated, 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 within the South Whidbey School District boundaries as the place for holding any special Board or committee meeting called by them. 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 days before the meeting. Notices in writing may be delivered, emailed or mailed to the Director at his or her address shown on the records of the SWYSC. The business to be transacted at and the purpose of any special meeting must be specified in the notice of such a 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.

### .4 Meetings by Telephone or Computer

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 Place of Meetings

All meetings shall be held at a place designated by the Board, or by any persons entitled to call a meeting, unless there is a change of location, in which case all Directors shall receive notice of the meeting place.

.6 Waiver of Notice – 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.

.7 Waiver of Notice – 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.

## ARTICLE 9: OFFICERS

.1 Number

The officers of the corporation shall be a President, one or more Vice Presidents, Secretary and Treasurer, each of whom shall be elected by a simple majority of the Directors present at the annual meeting. No officer shall hold more than one office at a time.

2. Duties and Expectations

1. President

- a. The President shall be the chief executive officer of the SWYSC and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the SWYSC. The President shall have the authority, on behalf of the SWYSC, to execute all written contracts and other instruments and documents; provided, however, that any contracts or instruments which obligate the SWYSC to pay any sum exceeding \$300 may

be executed by the President only upon the prior affirmative vote of a majority of the whole Board of Directors. 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 agent of the SWYSC or are required by law to be otherwise signed or executed by 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.

2. Vice President

- a. 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 of 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 of the Board.

3. Secretary

- a. The Secretary shall: (a) keep the minutes of 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 Organization; (d) keep records of the post office address of each Director and each officer; (e) execute any documents in any manner related to periodic reports required to be filed with federal, state or local governments; 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.

4. Treasurer

- a. 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 cost of such surety will be bore entirely by the SWYSC. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the SWYSC; receive and give receipts for moneys due and payable to the SWYSC from any source whatsoever, and deposit all such moneys in the name of the SWYSC in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; 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.

.3 Election and Term of Officer

The officers of the SWYSC 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. No officer may serve in the same elected office more than two (2) consecutive terms.

#### .4 Resignation

Any officer may resign at any time by written notice to the SWYSC, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein. If none is specified then it will take effect at the meeting presented.

#### .5 Removal

Any officer, elected or appointed, may be removed by the Board by a vote of a simple majority whenever it is in the Board's judgment that the best interests of the SWYSC will be served.

#### .6 Delegation

If any officer of the SWYSC is absent, or unable to act or fails to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

#### .7 Vacancies

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

#### .8 Other Officers

The Board of Directors may elect or appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

### ARTICLE 10: EXECUTIVE COMMITTEE

#### 10.1 Duties and Expectations

The Executive Committee shall consist of the four officers and an additional Board member elected to the Executive Committee by a simple majority of the Board. All Executive Committee meetings shall be open to any Board member who wishes to attend but only the Executive Committee members shall have a vote. A simple majority of the Executive Committee shall constitute a quorum.

The Executive Committee shall, between meetings of the Board of Directors, have only the powers and duties of the Board of Directors that are delegated to it by the Board. The committee will not have the

authority of the Board of Directors to amend, alter or repeal the Bylaws, elect, appoint or remove any members of any committee or any trustee or officer of the SWYSC; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the SWYSC or revoke proceedings; adopt a plan for distribution of SWYSC assets; or amend or repeal any resolution of the Board of Directors. Creation of the Executive Committee shall be at the discretion of the Board of Directors as needed.

The Executive Committee shall meet on call of the President as frequently as business requires. Meetings of the Executive Committee may be called upon with five (5) days notice given to each member of the committee by mail, telephone call, fax or e-mail. In emergency situations, the Executive Committee may act without the necessity of a formal meeting of a majority if the committee approves of the action in writing.

## ARTICLE 11: BOARD COMMITTEES

### .1 Standing or Temporary Committees

1. 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 have one or more Directors as members. Such committees shall have and exercise the authority of the Directors in the management of the SWYSC, subject to such limitations as may be prescribed by the Board.
2. 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 SWYSC; (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 SWYSC not in the ordinary course of business; (f) authorize the voluntary dissolution of the SWYSC; 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.
3. Chairs of a Board committee may, at their discretion, appoint community members that are not Directors of the Board to the committee as needed to advance the mission of the SWYSC.
4. A simple majority of all members of the committee in attendance at a meeting constitute a quorum for a decision.
5. Minutes of committee meetings will be recorded, approved and delivered to the Executive Committee and Board of Directors.
6. Decisions of committee members constitute recommendations to the Board of Directors and are subject to Board review, adjustment, amendment, approval or disapproval.
7. A majority of Directors that serve as chairs of a committee may remove any committee member elected or appointed to the committee with or without cause.
8. Any member of any committee may resign at any time with written notice to the SWYSC or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein.

## ARTICLE 12: ADMINISTRATIVE AND FINANCIAL PROVISIONS

### .1 Fiscal Year

The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

### .2 Statement of Indemnity

The SWYSC shall indemnify any present or former officer or Board member to the full extent authorized by the State of Washington. The SWYSC shall not indemnify or hold harmless against any and all losses arising out of the Director's acts or omissions judged to be intentional misconduct or a knowing violation of law, or any transaction in which it is judged that a Director personally received a benefit in money, property or services to which the Director is not entitled. The SWYSC shall maintain Directors and Officer insurance coverage.

### .3 Loans Prohibited

No loans shall be made by the South Whidbey Youth Soccer Club to any officer, director or to any member.

### .4 Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by the resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

### .5 Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally, by mail or by electronic means (such as e-mail or facsimile). If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

### .6 Books and Records

The SWYSC shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the SWYSC are the property of the SWYSC and may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time. The SWYSC will ensure that an annual independent review of the SWYSC's financial records and procedures is conducted, the purpose of which is to ensure compliance with known existing legal, regulatory, and financial reporting requirements.

### .7 Depositories

The monies of the SWYSC shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or order for payment of money signed by such persons and in such manner, as may be determined by resolution of the Board of Directors, or by these Bylaws.

.8 Rules and Procedures

The rules of procedure at meetings of the Board of Directors shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedures so far as applicable.

.9 Amendments

The Articles of Incorporation and/or Bylaws may be adopted, altered, amended or repealed by the Board at any meeting held no less than fourteen (14) days after written notice of proposed change has been received by each Director. Amendments, alterations or repeals may be made to the Bylaws at any time by a two-thirds (2/3) vote of the Directors seated.

.10 Dissolution

The South Whidbey Youth Soccer Club can be dissolved by a two-thirds (2/3) vote of the Directors seated. Notice of the intent to dissolve the SWYSC must be delivered to each Director in writing sixty (60) days prior to the meeting to vote on such a resolution. Upon dissolution the Secretary will promptly notify the Secretary of State of the State of Washington of the action and will cancel all insurance coverage. Public notice of such intent to dissolve the corporation shall be published to all residents of the South Whidbey School District sixty (60) days prior to the meeting date set for such action. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing Bylaws were adopted by the Board of Directors of the South Whidbey Youth Soccer Club on January 14, 2013.

---

Secretary of the Board,

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012.