

Bylaws of Tri-Cities Youth Soccer Association

Article 1. The Association

1.1. Name

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

1.3. Purpose

The purpose of this Association is to promote the game of soccer and to provide opportunities for youth under the age of 19 who register with us to play affiliated soccer at a level commensurate with their ability and interest. We will emphasize sportsmanship, skill, teamwork, fitness and achievement through the playing of the game, and provide educational opportunities to further develop players, coaches, referees, and administrators.

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 Washington Youth Soccer, the State sanctioning body for youth soccer.
- Collecting fees from participants in sufficient amounts to pay Washington Youth Soccer registration fees and cover the Association’s costs of operations and Member Club’s fees as applicable.
- 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 of the laws of FIFA (Federation Internationale de Football Association), US Soccer, US Youth Soccer, and Washington Youth Soccer.
- Organizing and governing Association-level league play.
- Coordinating higher-level league play with other youth soccer associations and Washington Youth Soccer.
- 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. Composition

The general membership of T-CYSA shall consist of the following: all properly registered players in good standing for whom the annual fee has been paid, their parents or legal guardians, all team coaches and assistant coaches, all officers and directors of T-CYSA, and all officers and directors of all associate organizations.

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

General Members communicate their interests in the Association through their participation in Member Clubs, which vote through their Delegates as described in section 2.3.4. 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 four (4) youth soccer teams, or association dedicated to support the needs of the soccer community (for example, an association of referees or coaches) comprised of not less than twenty (20) members, whose majority of players or members are drawn from within the greater Tri-Cities area including Richland, Kennewick, Pasco, West Richland, Finley, Burbank, Connell, Plymouth, and Patterson may become a "Member Club" upon proper application and administration, as these bylaws provide. Unincorporated clubs shall be administered directly through T-CYSA.

2.3.2. Application and Admission Process

A club qualified to join the T-CYSA 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 T-CYSA 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 officers.
- 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 those of Washington Youth Soccer.

Upon receiving a letter application, the President of T-CYSA shall submit the Application to the Board of Directors. The Board of Directors may approve the application only upon a vote of two-thirds majority of the Directors at a meeting for which there is a quorum.

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 majority of the T-CYSA Board of Directors at a meeting for which there is a quorum; or
- A vote of the majority of the voting members (including those representing the Member Club that is the subject of removal) at the AGM or other special meeting called for that purpose for which there is a quorum.

Upon removal of a Member Club, a temporary Board of Directors for the association of teams within the club will be chosen by the Association Board. The teams within that club become the direct responsibility of the Association for the remainder of the seasonal year.

Upon 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 a different name as the removed Member Club.

2.3.4. Voting Rights

- One vote per properly sanctioned team.
- No paid employee of T-CYSA or a Member Club shall be qualified to vote.
- The person representing each team (each of whom is a “delegate” of a member club) must be one of the following:
 - The registered head coach of the team.
 - The registered assistant coach assigned to the team, with written authorization by the head coach to represent the team.
 - A parent of a registered player assigned to the team with written authorization by the head coach to represent the team.

2.4. Member Meetings

2.4.1. Annual General Meeting

T-CYSA shall hold an Annual General Meeting (the “AGM”) in November each year for the purpose of conducting the following business:

- The President’s progress report.
- The Treasurer’s report of T-CYSA finances.
- Election of the members of the Executive Committee.
- Approval of amendments, if any, to these bylaws or other governing documents of the Association.
- General discussion from the floor.
- Adjournment.
- If the Annual General Meeting is not held in the month of November, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

Each Member Club shall hold its own meeting anytime within ninety (90) days following the close of the T-CYSA 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 Member Clubs may call a special meeting of the 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 T-CYSA Board of Directors and the Presidents of all the Member Clubs. Such notices shall be signed by each President calling the meeting and shall specify the date, time, location, and purpose of the meeting.

2.4.3. Meeting Chair

The President of T-CYSA shall serve as the Chair of all general and special meetings, 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 shall be given as stated in section 2.4.2, by:

- Giving written notice directly by mail, fax, electronic transmission, or personal delivery to each member of the T-CYSA Board of Directors, and Presidents of all Member Clubs; and
- For the benefit of all interested General Members, publishing notices online, sending electronic transmission for the general distribution, or both.

The meeting notice shall specify the date, time, location, and purpose of the meeting.

2.4.5. Quorum

A quorum for any Annual General Meeting or special general meeting of the general membership shall consist of not less than fifteen percent (15%) of the voting members.

The voting members are the voting members of the Association Board of Directors (defined in section 4.2) and the Delegates of the Member Clubs (defined in section 2.3.4).

The act of the majority of voting members present at a meeting at which there is a quorum shall be the act of the members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or Washington law.

Article 3. Executive Committee

3.1. 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 the annual budget for Board approval.
- Perform such other functions and duties as the Board of Directors may delegate from time to time.
- Follow the bylaws in approving new Member Clubs.
- Ensure that all Member Clubs are billed for T-CYSA club services, e.g., fields, overhead, registration services, etc.

3.2. Composition

The members of the Executive Committee shall consist of each of the Association's elected officers, those being the President, the Vice President of Development, the Director of Marketing and Communications, the Vice President of Competition, the Vice President of Administration, the Treasurer, and the Secretary. No Member of the Executive Committee may serve simultaneously as either an Officer of, or member of the Operating Board of, any Member Club.

3.3. Nominations Process

The Candidate Search Committee shall solicit candidates, and receive input concerning their qualifications, for open positions on the Executive Committee starting not less than sixty (60) days before the date of the AGM, and shall then post candidate profiles on the T-CYSA website at least ten (10) days before the date of the AGM. Regardless of whether candidates are identified early and their profiles posted, nominations of any individual may be made and seconded by Delegates "from the floor". Every candidate running for a "contested office" shall be afforded the opportunity to speak at the AGM in support of his or her candidacy. The Chair of the Candidate Search Committee or his or her designee shall serve as the "inspector of the election" and, as such, shall tally votes and announce the results.

3.4. Elections

The members who serve on the Executive Committee shall be elected at the AGM to serve for two-year (2) terms each, staggered in the following manner:

- AGM held in odd years
 - President
 - Vice President of Development
 - Director of Marketing and Communications
- AGM held in even years
 - Vice President of Competition
 - Vice President of Administration

- Treasurer
- Secretary

3.5. Term and Term Limits

Members of the Executive Committee shall hold office for a term of two (2) calendar years starting on the first day of January in the year immediately subsequent to the AGM at which they are elected. A Member of the Executive Committee shall not be elected or appointed to serve in the same position on the Executive Committee for more than four (4) consecutive years.

Article 4. The Board of Directors

4.1. 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.
- Add and 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.
- Set and collect fees associated with membership.
- Properly register all members of T-CYSA through Washington Youth Soccer.
- Maintain fields and structures located on T-CYSA property.
- Maintain and oversee bylaw changes.
- Appoint the following:
 - Up to four (4) General Directors to serve as non-voting members of the T-CYSA Board of Directors.
 - A successor to complete the term of any member of the Executive Committee or General Director who resigns or is removed from office before his or her term expires.

4.2. 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; the Head Referee and the Director of Tournaments; and up to four (4) General Directors as the Board of Directors may appoint from time to time. The Head Referee, the Director of Tournaments, and the General Directors are ex officio (non-voting) members.

4.3. Job Responsibilities

In addition to attending and participating in meetings of the Board of Directors, each member of the Board of Directors, including Member Club Presidents and General Directors but excluding members of the Executive Committee, shall, as the Board may direct, assume key responsibility for chairing or overseeing the chair of at least one (1) Program Group or Service Team.

4.4. Removal

Members of the Board of Directors and officers (other than the President of a Member Club) may be removed from office by a vote of two-thirds of the members of the Board of Directors at a regularly or specially scheduled meeting of the Board of Directors.

4.5. Vacancies

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

4.6. Meetings of the Board of Directors

The President of T-CYSA shall preside over all meetings of the Board of Directors, which shall be conducted according to Robert's Rules of Order newly revised. All meetings of the Board of Directors shall be open to General Members and 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 majority of the members of the Board of Directors in attendance, 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 shall be kept confidential. Decisions of the Board of Directors made in an Executive Session may be made public upon a motion approved by a majority of the members of the Board of Directors attending the Executive Session.

4.7. 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.

4.8. Quorum

A quorum for any meeting of the Board of Directors shall consist of not less than sixty percent (60%) of all the Directors then in office. 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.

4.9. 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 5. The Officers

5.1. President

The responsibilities of the President of T-CYSA shall include:

- 1) Oversee all activities of T-CYSA and the Board of Directors.
- 2) Serve as chairperson of the Annual General Meeting, all Board of Directors Meetings and any special meetings of the board or the members.
- 3) Ensure that all bylaws, rules of competition and guidelines of T-CYSA are executed at all times.
- 4) Establish committees and appoint administrators as required.
- 5) Hiring, supervising, and providing all performance evaluations for the Office Manager and all other paid staff within T-CYSA. Performance evaluations for all paid staff will be presented to the Board of Directors on a yearly basis.
- 6) Appoint and oversee the Registrar and Facility Manager(s).

5.1.1. Registrar

The responsibilities of the Registrar shall include:

- 1) Maintain membership database, official team rosters, and all information required by Washington Youth Soccer.
- 2) Implement procedures for the registration of Association members in accordance with T-CYSA bylaws and guidelines and Washington Youth Soccer regulations.
- 3) Maintain mailing lists of members, coaches, and Board members.
- 4) Prepare a membership summary yearly for the AGM and T-CYSA newsletter.

5.1.2. Facility Manager(s)

The responsibilities of the Facility Manager(s) shall include:

- 1) Control over field orientation and removal of damaged fields from use.
- 2) Repair and lining of fields for league and tournament play.
- 3) Participation in meetings with the City of Pasco regarding the care of complex fields.
- 4) Quarterly reports to the Board on field conditions.

5.1.3. Office Manager/Paid Staff

The Office Manager and paid staff are part-time employees of T-CYSA. The Board of Directors approves hiring of all part time staff and sets general guidelines on the responsibilities and operation of these positions within the T-CYSA organization. Although any Board Member may request the service of the staff, the President is the direct supervisor and will prioritize staff responsibilities. The Office Manager shall order equipment and supplies for recreational teams and the T-CYSA Complex.

5.2. Vice President of Administration

The responsibilities of the Vice President of Administration shall include:

- 1) Preside over T-CYSA business in the temporary absence of the President.
- 2) Maintain a current copy of the T-CYSA bylaws and guidelines.
- 3) Present a draft schedule of important T-CYSA activities for the year at the May Board meeting.
- 4) Oversee the registration of all T-CYSA players, and serve as alternate Registrar.
- 5) Oversee the T-CYSA Registrar and Facility Manager(s), who may be volunteers or employees of T-CYSA.
- 6) Oversee improvements and special projects at the T-CYSA Complex.

5.3. Vice President of Development

The responsibilities of the Vice President of Development shall include:

- 1) Schedule and coordinate all State License coaching clinics.
- 2) Appoint and oversee Coaching Director(s) for the Recreational City Clubs.

- 3) Schedule and coordinate additional development opportunities for players and coaches.

5.3.1. Coaching Director(s)

The responsibilities of the Coaching Director(s) for the Recreational City Clubs shall include:

- 1) Advise and assist the Vice President of Development with the organization and implementation of coaching and player development programs.
- 2) Develop and implement technical curriculum activities such as Center of Excellence Youth Camps, U12 Development Training Programs, and Coaching Workshops.
- 3) Advise the Board on appropriate age group competition formats within the Association.
- 4) Recommend coaching priorities for different age groups and skill levels.
- 5) Communicate and link Washington Youth Soccer and US Youth Soccer player and coach development initiatives to T-CYSA.

5.4. Vice President of Competition

The responsibilities of the Vice President of Competition shall include:

- 1) Oversee all T-CYSA competition, with an emphasis on recreational league play and tournaments.
- 2) Appoint and oversee the T-CYSA Head Referee and judicial functions (Recreational Rules and Protest Committee) as required.
- 3) Schedule recreational league play.
- 4) Update T-CYSA's recreational rules of competition so that they conform to Washington Youth Soccer's recreational rules of competition as needed.

5.4.1. Head Referee

- 1) Schedule and coordinate classes to train and certify referees.
- 2) Appoint Referee Coordinators for the Recreational City Clubs to coordinate referees for home matches.
- 3) Maintain a list of licensed referees.

5.5. Director of Marketing and Communications

The responsibilities of the Director of Marketing and Communications shall include:

- 1) Administer T-CYSA interactions with the news media.
- 2) Coordinate team photographs for all T-CYSA teams.
- 3) Compile and distribute a newsletter to coaches, players and registered families reporting on T-CYSA activities at least three (3) times per year.
- 4) Maintain an Internet website to help communicate accurate and timely information to Association members and increase the interest, support, and participation of other soccer organizations.

5.6. Treasurer

The responsibilities of the Treasurer shall include:

- 1) Oversee the paying of bills and requests for reimbursement, which will be the responsibility of the Office Manager.
- 2) Present financial reports at the monthly Board meeting and a yearly report at the Annual General Meeting.
- 3) Prepare a financial summary for the newsletter at least once a year.
- 4) Prepare and maintain the Association tax-exempt status report and income tax filings.
- 5) Prepare an annual budget.
- 6) Approve the time cards of the Office Manager and other paid staff.
- 7) Coordinate T-CYSA money-making activities and special projects.
- 8) Maintain and enforce adequate accounting procedures to safeguard the assets of T-CYSA.

5.7. Secretary

The responsibilities of the Secretary shall include:

- 1) Record all minutes of the Board of Directors meetings, special meetings and the Annual General Meetings and submit a copy to the T-CYSA office.
- 2) Record bylaw changes and updates and submit to Washington Youth Soccer.
- 3) Chair the Candidate Search Committee.
- 4) Maintain a current copy of the bylaws of each Member Club.

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:

- Obtain 501(c)(3) status if incorporated.
- Provide an annual financial statement to the Association treasurer.
- Promote participation in the Association's soccer programs to the youth of the Member Club's assigned community.
- Recruit volunteers from among the families of participants in sufficient numbers to support the Association's soccer programs.
- 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.
- Member Clubs may not amend their bylaws without prior approval of a majority of the Association's Board of Directors.

6.3. Registration of participants

- Every participant of all Member Clubs must be properly registered through T-CYSA and Washington Youth Soccer prior to participation in any Member Clubs. Member Clubs are responsible for setting their own registration fees that would be charged in addition to the original registration fee by T-CYSA for properly registered players.
- Players must remain with their registered club for the duration of the season unless a petition is approved by the Association Board of Directors.

Article 7. The Committees

7.1. Standing Committees

7.1.1. 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.

7.1.2. Candidate Search Committee

The “Candidate Search Committee,” to be chaired by the Association Secretary and composed of other volunteers recruited from among the Member Clubs, shall identify, interview, and recruit qualified candidates who, if elected, will serve on the Executive Committee of the Association.

7.2. Special Committees

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

Article 8. Financial and Miscellaneous Matters

8.1. Fiscal Year

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

8.2. Use of Trademarks and 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; 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.

8.3. Fundamental Activities

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

8.4. 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 Washington Youth Soccer. Any individual whose Washington Youth Soccer clearance is revoked regardless whether due to a Washington Youth Soccer 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.

8.5. 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 T-CYSA, Washington Youth Soccer, and US Soccer. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to T-CYSA for all expenses incurred by T-CYSA 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 T-CYSA officials and employees in responding to and defending such allegations.

8.6. 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 9. General Provisions

9.1. Notices

Any "notice" required in these bylaws may be effected in any manner authorized by Washington State law, including, if applicable, by electronic mail and other means of electronic communication.

9.2. Amendments

These bylaws may be amended only by, first, a vote of two-thirds majority of the Board of Directors in attendance at meeting at which a quorum is present, and second, a vote of majority of the members voting at the Annual General Meeting or another special general meeting called for the purpose of approving the amendments. All amendments of these Bylaws must be approved by the Board of Directors of Washington Youth Soccer.

I HEREBY CERTIFY AS SECRETARY OF THE ASSOCIATION THAT THE ASSOCIATION ADOPTED THESE AMENDED AND RESTATED BYLAWS AT A SPECIAL GENERAL MEETING HELD ON _____.

Name: _____

Title: _____

Diagram 1. Board Structure

