

BYLAWS  
OF  
COWLITZ YOUTH SOCCER ASSOCIATION

A Non-Profit Corporation

PREAMBLE

Cowlitz Youth Soccer Association (“CYSA”) is an affiliated member of the Washington State Youth Soccer Association (“WSYSA”) and, by extension, the United States Youth Soccer Federation (“Federation”). As such, CYSA is bound by the bylaws, policies, and regulations of WSYSA and the Federation to the extent required under the law of the State of Washington, and shall abide by the Federation articles, bylaws, policies, and requirements where not in conflict with state law.

ARTICLE I. OFFICES

The principal office of the corporation in the State of Washington shall be located in Cowlitz County. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Washington a registered office and a registered agent whose office is identical with such registered office, as required by the Washington Non-profit Corporation Law. The registered office may, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSES

Section 2.1 Purposes and Powers. This corporation is organized exclusively for charitable, literary and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations, all within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954. The specific purposes for which this corporation is organized are:

Section 2.1.1 To provide an organized soccer program for the youth of Cowlitz County and to promote, stimulate and expand public interest and understanding of soccer within the Cowlitz County and in the State of Washington.

Section 2.1.2 To encourage all individuals regardless of sex, race, color, creed, religion, or national origin to participate in the programs, functions and activities of the corporation. In providing this program and opportunity for young people to participate in sports, the corporation shall further the public interest in youth sports, specifically soccer, and shall also help to promote positive social values.

Section 2.1.3 To form teams in such a way as to promote evenly matched competitions.

Section 2.2 Amateur Organization. CYSA shall be considered an amateur organization. All CYSA players must be amateurs. Amateur players are defined as players who are not paid.

Section 2.3 Tax Exempt Status. This corporation is intended to qualify as a tax-exempt charitable, scientific research and/or educational organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954. The affairs of the corporation shall be conducted in such a manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, commissioners, officers, or other private persons. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set for in this Article II.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or attempting to influence legislation. The corporation shall not directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted:

(a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future legal code.

Section 2.4 Rules. The corporation shall have authority to enact Rules and Regulations consistent with these Bylaws and the Articles of Incorporation for the conduct of competitions, and the operations of the corporation.

## ARTICLE III. MEMBERS

Section 3.1 General Membership. The membership of CYSA (“Members”) shall consist of the following:

- (a) Current players, parents and/or legal guardians of that fiscal year. The parent and/or legal guardian of a player who signs the parental authorization/registration forms shall be the voting member for that player.
  
- (b) Members of the Board of Directors and CYSA Committees/Clubs.

3.1.1 Member in Good Standing. A member must be in good standing in order to enjoy the rights, privileges, and responsibilities of membership in CYSA. A member in good standing is defined as a member who is current in their financial obligations, has no founded disciplinary actions, and is compliant with all the policies of CYSA. A member not in good standing may not vote.

3.1.2 CYSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

3.1.3 All members of CYSA, whether entities or individuals, shall support the mission, purpose and activities of Washington Youth Soccer and CYSA.

3.1.4 CYSA shall have jurisdiction over its members, including its clubs and committees, as well as associated individuals and teams.

Section 3.2 Club/Committee Membership. Club/Committee membership in CYSA must be approved by the board of directors.

Section 3.2.1 Letter of Application. Any club/committee seeking membership in CYSA shall submit a letter of application to the secretary of CYSA at least 90 days prior to the opening of registration for the season the club/committee first wishes to participate as a member. Such letter shall include the following:

- (a) the name of the club/committee
- (b) the current geographical boundaries
- (c) the names of the officers
- (d) the ages of the club’s/committee’s teams
- (e) copies of the organizational documents

- (f) a sworn statement signed by the club's/committee's authorized representative that the applicant will adhere to CYSA's rules, bylaws, and articles of incorporation.

Section 3.2.2 Review of Application. A Letter of Application shall be first submitted to the Operations Committee. The Operations Committee shall review the application and make a recommendation to the Board of Directors within 30 days as to whether or not the applicant shall be admitted to membership. The Board of Directors shall vote on the application at their next regularly scheduled meeting or within 60 days of the recommendation by the Operations Committee, whichever is sooner.

Section 3.2.3 Majority Vote. A majority vote of the Board of Directors present shall be required for admission to CYSA.

Section 3.6 Termination of Membership. Membership in CYSA may be terminated whether voluntarily or involuntarily.

Section 3.6.1 Voluntary Termination. Subject to the approval of Washington State Youth Soccer and Region 5, any member club/committee may terminate its membership by giving notice to the secretary not later than March 1 of the year preceding the year of termination. Such Notice of Termination shall be effective on March 1 of the year following. Any Notice given after March 1 shall not be effective until March 1 of the second following year unless otherwise allowed by the Board of Directors.

Section 3.6.2 Involuntary Termination. A member which fails or refuses to follow the Rules, Bylaws, or Articles of Incorporation of CYSA or which ignores or attempts to circumvent a decision rendered by the CYSA Board of Directors, or, in the opinion of the Board of Directors, seriously damages the interests of CYSA may be suspended or expelled from CYSA.

- (a) Any violation of the membership requirements of these bylaws by a member shall require a probationary hearing by the Board of Directors within thirty (30) days. This will be to determine what actions are necessary by the member to come into compliance with these bylaws. A probationary period of up to ninety (90) days may be established for the member to take such actions as to come into compliance with these bylaws. All member privileges will be suspended if compliance is not met.
- (b) Notification of suspension or expulsion shall be made in writing with a thirty (30) day notice.

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

#### ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers. All authority of CYSA 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.

Section 4.2 Number. The Board shall consist of not less than five nor more than eleven directors with the specific number to be set by resolution of the Board. The number of directors 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.

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

4.4 Election of Directors.

4.4.1 Applications for Board of Directors.

4.4.1.1 Interested candidates shall fill out an application for Board of Directors. Applications will be found on the CYSA website. Applications must be submitted to CYSA offices no later than thirty days prior to the Annual General Meeting.

4.4.1.2 The Operations Committee shall review the applications and, if said application is complete, shall publish the names of the candidates no later than twenty days before the Annual General Meeting.

4.4.1.3 There shall be no applications from the floor of the Annual General Meeting.

4.4.2 Elections.

4.4.2.1 Elections of Directors shall be held at the Annual General Meeting.

4.4.2.2 Each member in attendance at the Annual General Meeting shall receive a ballot with the names of the candidates. Each member may cast one vote for as many persons as there are Directors to be elected and no more than one vote per candidate. The candidates with the most votes shall be considered elected up to the number of positions available.

4.4.2.3 If the Board of Directors determines that a specific skill set is needed on the Board and it was not filled by the candidate elected, the Board, in the best interest of the organization, may select one of the unelected candidates who possess these requisite skills to serve the Board. This placement shall create an additional Board seat for a one-year term.

4.5 Term of Office. Unless a director dies, resigns, or is removed, he or she shall hold office for a term of three years or until his or her successor is elected, whichever is later. Terms shall be staggered so that approximately one third of the positions come up for election each year.

4.6 Annual General Meeting. The Annual General Meeting (AGM) shall be held for the purpose of reporting on the past year's activities and for electing the Board of Directors.

4.6.1 Date. The AGM shall take place during the second quarter of each year at a date, time, and place designated by the Board.

4.6.2 Notification. Notification of the AGM shall be made to the members sixty (60) days prior to the date of the AGM. Notice shall be provided by email.

4.6.3 Agenda. The agenda shall be posted thirty (30) days prior to the AGM date.

#### 4.7 Meetings

4.7.1 Annual Meeting. The annual meeting of the Board shall be held immediately following the AGM each year for the purposes of electing officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

4.7.2 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.

4.8 Special Meetings. Special meetings of the Board or a committee may be called by or at the request of the president of the Board, the chair of a committee, or any two members of the Board or committee. The person or persons authorized to call special meetings of the Board or committee may fix any place, either within or without the State of Washington, as the place for holding any special meeting.

4.8.1 Notice of Special Meetings. Notice of special board meetings shall be given to a Director, in writing or by personal communication with the Director, not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed 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.

4.8.2 Waiver of Notice.

4.8.2.1 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 and 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.

4.8.2.2 By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.9 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 given that all persons participating in the meeting shall be able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.10 Place of Meetings. All meetings shall be held at the principal office of the corporation or at another place, within or outside the State of Washington, designated by the Board, by any persons entitled to call a meeting, or by a waiver signed by all Directors.

4.11 Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.12 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.

4.13 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. The dissent or abstention must be entered before the adjournment of the meeting or forwarded 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.

4.14 Action by Board Without a Meeting. Any action required to be taken at a board meeting may be taken without a meeting by e-mail or other electronic communication setting forth the action so taken and allowing each Director and officer to record his or her vote thereon. Any such actions shall be confirmed at the next regularly scheduled board meeting.

4.15 Cowlitz Youth Soccer Association Board of Directors reserves the right to resolve financial, registration, and other issues that are not resolved in a timely manner by individual committees or clubs.

4.16 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary 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. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.17 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 the Directors then in office.

4.18 Vacancies. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors through 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.

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

4.20 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. Annually, each Director shall sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that Director may have.

4.21 Code of Ethics. The Board of Directors shall adopt the Washington Youth Soccer Code of Ethics that comports with applicable state and federal requirements. Annually, each Director



shall sign a Code of Ethics Statement in which he or she agrees to act according to the Code of Ethics.

4.22 Voting. Each member of the Board shall be given one vote on any motion or resolution brought before the Board. Only Board members shall be given a vote on motions or resolutions brought before the Board.

## ARTICLE V. OFFICERS

5.1 Number. The officers of the corporation shall be a president, vice president, secretary and treasurer. Each officer shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board. Such officers and assistant officers will hold office for such period, have 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 the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.2 Election and Term of Office. The 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 until the next annual meeting of the Board or until his or her successor is elected, whichever comes later.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the president, vice president, secretary of the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if a time is not specified, upon delivery thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever, in its judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.6 President. The president shall be the principle executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board, and shall be authorized to vote solely for the purpose of breaking any tie vote by the board members.

5.6.1 Authority. The president shall

a) sign, with the secretary or any other proper officer of the corporation authorized by the board, any deeds, mortgages, bonds, contract, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these bylaws, or by statute to some other officer or agent of the corporation.

b) perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

5.7 Vice President. 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 or 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 may be assigned to them by the president or the Board.

5.8 Secretary. The secretary shall:

a) keep the minutes of the meetings of the Board and keep copies of minutes submitted 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 and email addresses of the members and each director and each officer;

e) sign with the president or other officer authorized by the president or the board, deeds, mortgages, bonds, contracts, or other instruments;

f) perform all duties incident to the office of secretary and such other duties that may be assigned to him or her by the president or the board.

5.9 Treasurer. The treasurer shall:

- a) acquire a bond on behalf of the Board of Directors;
- b) have charge and custody of and be responsible for all funds and securities of the corporation;
- c) be a signor on each bank account of each committee that has an account under the CYSA Federal ID number and 501(c)(3);
- d) receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all monies in the name of the corporation in its banks, trust companies or other depositories selected in accordance with the provisions of these bylaws;
- e) sign with the president, or other officer authorized by the president or the Board, deeds, mortgages, bonds, contracts, or other instruments;
- f) provide financial reports regarding the financial status of the corporation to the Board at all board meetings and upon request of the Board;
- g) perform all of the duties incident to the office of treasurer and such other duties from time to time as may be assigned him/her by the president.

## ARTICLE VI. COMMITTEES

6.1 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the Board members in office, may designate and appoint one or more standing or temporary committees. Such committees shall be chaired by a Director and may have other members that are not directors. The Scope of Authority for each committee must be submitted to the Board.

6.1.1 Authority. Committees shall have and exercise authority of the Board in the management of the corporation as delegated by the Board and subject to the limitations as may be prescribed by the Board.

6.1.2 Limitations of Authority. 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 Board member 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;
- 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.

6.1.3 Responsibility. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual board member of any responsibility imposed upon it, him, or her by law.

6.1.4 Bank Accounts. Any committee that has a bank account for the receipt and distribution of funds must:

- a) give monthly financial report and copy of bank statements to the CYSA treasurer;
- b) put the CYSA treasurer as a signor on all bank accounts
  - b.1) refusal or oversight in adding the CYSA treasurer to the bank account will require the committee to apply for their own Federal ID and 501(c)(3) status.

6.2 Standing Committees. The Board shall establish the following governance committees as standing committees:

- a) Finance Committee
- b) Nominating Committee
- c) Audit Committee
- d) Strategic Planning Committee
- e) Fundraising Committee
- f) Operations Committee

6.3 Quorum. A majority of the number of committee members composing any committee shall constitute a quorum as long as at least one Director is present for any governance committee and the committee chair or co-chair is present for the operations committee.

6.4 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the president, secretary, or the chairperson of such committee, or by giving oral

or written notice at any committee meeting. Any resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery of the notice. Unless specified, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Removal of a Committee Member. The Board, by resolution adopted by a majority of Directors in office, may remove from office any member of any committee elected or appointed to it.

## ARTICLE VII ADMINISTRATIVE PROVISIONS

### 7.1 Books and Records.

7.1.1 CYSA shall have the following documents kept at its registered office and post a current copy of the following documents on its website:

- a) Articles of Incorporation
- b) Bylaws
- c) Rules and Regulations
- d) current Treasury Report
- e) Budget
- f) minutes of the proceedings of the Board
- g) such documents as Washington Youth Soccer may request from time to time.

7.1.2 Current records of accounts and finances and/or copies of the documents submitted to the Internal Revenue Service shall be made available to members or Directors for review by written request to the board. All tax identification numbers and/or any account numbers shall be redacted. If actual copies are requested, copy fees will apply.

7.2 Fiscal Year. The fiscal year of CYSA shall begin at 12:00 a.m. on September 1 and end at 11:59 p.m. on August 31 of the following year.

7.3 Annual Review or Audit. The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year. 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.

7.4 Rules of Procedure. The rules of procedure at meetings of the Board 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.

7.5 Insurance. CYSA shall provide Directors and officers liability insurance covering Directors, officers, and committee chairs for performing acts and responsibilities directly related to CYSA.

#### ARTICLE VIII 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 membership at least 30 days prior to such a vote for comment.

The foregoing bylaws were adopted by the Board of Directors on \_\_\_\_\_

Signed

Secretary