

BYLAWS
OF
COWLITZ YOUTH SOCCER ASSOCIATION

ARTICLE 1. AFFILIATION

Cowlitz Youth Soccer Association (hereinafter CYSA) shall be affiliated with Washington State Youth Soccer Association (hereinafter Washington Youth Soccer) as an association member. CYSA shall operate under Washington Youth Soccer, the United States Youth Soccer Association (hereinafter US Youth Soccer) and the United States Soccer Federation (hereinafter USSF). As a member of USSF, US Youth Soccer and Washington Youth Soccer, CYSA shall act to be in compliance with all bylaws, rules, policies, regulations and requirements applicable to member associations.

CYSA shall annually register its players with Washington Youth Soccer. CYSA and its members have a duty of loyalty to CYSA and to Washington Youth Soccer and shall support and promote the mission, purpose, activities and decisions of CYSA and Washington Youth Soccer. No Members of CYSA or their Directors, officers, employees, volunteers or committee members shall engage themselves in a CYSA position or function in an effort to secure an advantage for another organization or individual, 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 from that position or function or recommend an investigation.

CYSA acknowledges that the Washington Youth Soccer and USSF articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of CYSA to the extent applicable under such Washington Youth Soccer and USSF documents and state law, and CYSA will abide by the Washington Youth Soccer and USSF articles, bylaws, policies and requirements, including those on interplay.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

2.1 Geography of Operations.

CYSA shall have as its geography of operations Cowlitz County, WA.

2.2 Offices

The principal office of CYSA shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors may designate. The

corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 3. AUTHORITY

CYSA shall have jurisdiction over, control of, and responsibility for, CYSA members (including but not limited to clubs, committees, teams, players, coaches, trainers, managers, administrators, volunteers and officials) to:

- a) Administer all games and activities of youth soccer involving properly registered teams; and
- b) Ensure that the Governing and Operating Documents of Washington Youth Soccer, as defined in Washington Youth Soccer's Bylaws, are followed.

Further, CYSA has authority to take the actions set forth in the Governing and Operating Documents by CYSA, including without limitation its Articles of Incorporation, Bylaws, Policies, Procedures and Rules.

ARTICLE 4. MEMBERSHIP

4.1.1 General

The membership of CYSA (hereinafter "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) A Member must be in good standing, as defined by these bylaws, and the CYSA Policies and Procedures, in order to enjoy the rights, privileges and responsibilities of membership in CYSA. A Member who is not in good standing may not vote. No Member in arrears to CYSA or suspended shall have these rights. "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.
- (c) The club/committee members of CYSA shall consist of those clubs/committees engaged in youth soccer within the CYSA's geographical boundaries designated in Section 2.1 and listed in Section 4.1.1, and which agree to be bound by the Governing and Operating documents of CYSA, and which shall be admitted as legal members in accordance with the Bylaws of CYSA.
- (d) Members of the Board of Directors, and Committee Members

(e) Membership shall consist of the following clubs/committees: Castle Rock, Kalama, Kelso, Longview, Timber Barons, and Registration. Membership shall be open to any club/committee not subject to suspension under the bylaws of USSF or Washington Youth Soccer. Each such club/committee member shall appoint a representative to serve as the voting member for that club/committee.

4.2.1 CYSA and its club/committee members shall annually register their players with Washington Youth Soccer.

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

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

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

4.6 Discontinuation of Membership

4.6.1. 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, to determine what actions are necessary by the Member to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Member to take such actions and shall provide for suspension of all membership privileges if not satisfied.

4.6.2. Members failing or refusing to follow the CYSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the CYSA, or seriously damaging the interest of the CYSA, face suspension or expulsion.

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

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

4.7 Annual General Meeting (AGM)

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

4.7.1 Date.

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

(b) Notification of this meeting shall be made to the Members thirty (30) days prior to the AGM date. Notice shall be provided in the manner described in section 4.9 of these by laws.

(c) The Agenda shall be posted 30 days prior to the AGM date.

4.7.2 Quorum. A quorum shall consist of at least the President or Acting President and one half of the Board of Directors. The vote of a majority of the votes entitled to be cast by the members represented at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

4.8 Special Meetings

The President, the Board, or not less than 3/4 of the members entitled to vote at such meeting may call special meetings of the members for any purpose.

4.9 Notice of Meetings

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting either personally, by mail, by facsimile transmission or by electronic transmission not less than ten nor more than fifty days before a special meeting, written notice stating the place, date and time of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time upon the written request of not less than 3/4 of the members entitled to vote at the meeting it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request and if the Secretary shall neglect or refuse to use such notice the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail property addressed to the member at his or her address as it appears on the records of the corporation with posted there on prepaid.

ARTICLE 5. BOARD OF DIRECTORS

5.1 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.

5.2 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.

5.3 Qualifications

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

5.4 Election of Directors

5.4.1 Nominations by the Membership and Board of Directors

5.4.1.1 Members may propose alternate names of candidates for open positions on the Board. Nominations made by Members shall meet the criteria prescribed by the Board. Any Member wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name, contact information, and a statement of how the nominee meets the criteria prescribed by the Board. Nominees must submit a nomination application which is created by the Nomination Committee and written acceptance of their nomination to CYSA offices no later than thirty days prior to the AGM.

5.4.1.2 The Nominating Committee shall review the nomination application and, if said application it is complete, shall publish the name of the candidate no later than twenty days before the AGM.

5.4.1.3 There shall be no nominations from the floor at the AGM.

5.4.2 Elections

5.4.2.1 Elections of Directors shall be held at the AGM.

5.4.2.2 Each Member 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 nominees with the most votes shall be considered elected up to the number of positions available.

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

5.5 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. A Director may hold no more than two consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one third of the positions come up for election each year.

5.6 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.

C 06/21/10; R 05/29/15;
R 07/16/18; R 10/15/18

5.7 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.

5.8 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 Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

5.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment 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.

5.10 Place of Meetings

All meeting 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.

5.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten 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 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 property addressed with postage thereon prepaid.

5.12 Waiver of Notice

5.12.1 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.

5.12.2 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.

5.13 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.

5.14 Manner of Acting

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

5.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.16 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 constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

5.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise

specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.18 Removal

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

5.19 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.

5.20 Compensation

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

5.21 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.

5.22 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. OFFICERS

6.1 Number and Qualifications

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board. 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 the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 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.

6.3 Resignation

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary or 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 the time is not specified, upon delivery thereof any, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 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, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.5 Vacancies

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

6.6 President

6.6.1 The President shall, subject to the Board's oversight, have fiduciary oversight and supervision, to oversee all of the assets, business and affairs of the corporation. 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 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. The President does not have control over the assets of the individual club/committees who elect to retain their 501(c)(3) status.

6.7 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 from time to time may be assigned to them by the President or the Board.

6.8 Secretary

The Secretary shall: a) keep the minutes of the meetings of the Board, and minutes which may be maintained by committees of the Board; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of the corporate records of the corporation; d) keep records of the post office and email address 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; 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.

.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for 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; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; provide financial reports regarding the financial status of the corporation to the Board at all Board meetings and upon request of the Board; 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 of the Board.

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. Advisory committees may have other members that are not Directors. Committees composed of Directors only shall have and exercise 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

7.2.1 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) Coaches Liaison Committee

7.2.2 The Board shall establish the Oversight Committees as standing committee:

a) Oversight Committee. The Board shall establish a committee to oversee and manage the game of soccer and related activities. The Oversight Committee has the authority to establish its own standing committees as set forth in the operating procedures. The standing committees under the Operating Committee are:

- i. Castle Rock
- ii. Kalama
- iii. Kelso
- iv. Longview
- v. Timber Barons
- vi. Registration
- vii. Any other Committee deemed necessary by either the Oversight Committee or the Board of Directors

7.3 Quorum; Manner of Acting

A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present for a Governance Committee and the Committee Chair or Co-Chair is present for an Operations Committee.

The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

7.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.5 Removal of Committee Member

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

ARTICLE 8. ADMINISTRATIVE PROVISIONS

8.1 Books and Records

8.1.1 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 reports; e) Budget; and f) minutes of the proceedings of the Board, and such documents as Washington Youth Soccer may from time to time request.

8.1.2 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 of Directors and all tax identification numbers and/or any account numbers shall be redacted. If actual copies are requested, copy fees will apply.

8.2 Fiscal Year

The fiscal year of the 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.

8.3 Annual Review or Audit

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

8.4 Rules of Procedure

The rules of procedure at meetings of the Board, 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.

8.5 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 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 membership at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors on _____, _____.

Secretary