DRAFT DATED 1/17/2012

BYLAWS OF

WASHINGTON STATE YOUTH SOCCER ASSOCIATION

ARTICLE 1. DEFINITIONS

1.1 Annual General Meeting (AGM). The annual meeting of the Council during which directors are elected, as described in Section 6.3.1.
1.2 Annual Player Fee Meeting (APFM). The annual meeting of the Council during which the player fee is set and members of the Member Advisory Committee are elected, as described in Section 6.3.2.
1.3 Conflict of Interest Policy. The document, adopted by the Board of Directors, which sets forth the organization's policy on conflicts of interest.
1.4 Council. The group of individuals as described in Section 6.1.
1.5 Governing Documents. The set of documents that pertain to the governance of the organization, including without limitation: Articles of Incorporation, Bylaws, Governing Policies and Procedures.
1.6 Member Association Representative (MAR). The representative from a Member Association, as described in Section 5.7.
1.7 Operating Documents. The set of documents that pertain to the operation of soccer within the organization, including without limitation: operating policies, procedures and rules.
1.8 Soccer Operations Committee (SOC). The standing operating committee described in Section 11.2.3(a).
1.9 Membership Advisory Committee (MAC). The standing advisory committee as described in Section 11.2.4
1.10 Dissolution. The process a nonprofit corporation undergoes when it decides to cease operations. This process is defined by the Washington Nonprofit Corporations Act (chapter 24.04 RCW) and federal tax law with respect to 501(c)(3) organizations.

ARTICLE 2. AFFILIATION

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

ARTICLE 3. AUTHORITY

Washington Youth Soccer has authority to take the actions set forth in the Governing and Operating Documents, including without limitation its Articles of Incorporation, Bylaws,

Policies, Procedures and Rules.

ARTICLE 4. GEOGRAPHY OF OPERATIONS AND OFFICES

4.1 Geography of Operations

Washington Youth Soccer shall have as its geography of operations the entire state of Washington.

4.2 Districts

Washington Youth Soccer shall have within its borders geographical subdivisions which shall be designated as "Districts". The boundaries of the Districts shall be established by the Board of Directors. The Board of Directors shall create new districts, and shall modify, apportion or reapportion the Districts from time to time as the need arises. Each District shall be assigned an identifying number.

4.3 Offices

The principal office of Washington Youth Soccer 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 5. MEMBERSHIP

5.1 General

5.1.1 The voting members of Washington Youth Soccer shall consist of incorporated organizations engaged in youth soccer within the State of Washington which agree to be bound by the Governing and Operating documents of Washington Youth Soccer, and which shall be admitted as voting members in accordance with the Bylaws of Washington Youth Soccer.

5.1.2 The voting members of Washington Youth Soccer are Member Associations that meet the following criteria:

(a) Are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

(b) Are Washington non-profit corporations in good standing with the State of Washington;

(c) Are administrative and coordinating organizations for Washington Youth Soccer programs that contain clubs and/or teams in which individuals under nineteen (19) years of age learn and play soccer in Washington Youth Soccer leagues.~~; and~~

~~(d) Demonstrate the ability to provide Washington Youth Soccer opportunities, including recreational play, for all youth up to age 19 within their geographic boundary.~~

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5.1.3 Washington Youth Soccer offers organizations and individuals participatory access to Washington Youth Soccer programs and services through a paid membership in Washington Youth Soccer. This is separate from being a voting member.

5.1.4 In accordance with the requirements of the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. Sec 220501 et seq) and the USSF, Washington Youth Soccer and its Member Associations will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

5.1.5 All Member Associations shall support and promote the mission, purpose, and activities of Washington Youth Soccer. No Member Associations of Washington Youth Soccer or their directors, officers, employees, volunteers and committee members shall engage themselves in a Washington Youth Soccer 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 Executive Committee. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

5.2 Responsibilities of Member Associations

5.2.1 All Member Associations or organizations seeking to become Member Associations are responsible for ensuring that their bylaws, policies, procedures and rules include the following:

(a) Shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension by USSF;
(b) Provide and coordinate opportunities for every player within its geographic boundaries to participate in Washington Youth Soccer activities;
(c) Acknowledge that the USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of said organizations to the extent applicable under state law, and shall provide that said organizations will abide by the USSF articles, bylaws, policies and requirements, including those on interplay;
(d) Provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities organized or sponsored by said organizations may be appealed first to Washington Youth Soccer Appeals Committee and then to the USSF's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision;
(e) Provide for becoming and remaining a Member Association, which affiliation may be voluntarily modified or discontinued only by a majority vote of the members of said organization;
(f) Provide it shall be governed by the Governing and Operating Documents of Washington Youth Soccer in the administration and conduct of youth soccer programs within its ~~territory~~geographic boundaries, and by the rules and regulations of US Youth
Soccer as may be applicable pursuant to the membership of Washington Youth Soccer in US Youth Soccer; and
(g) Adopt Washington Youth Soccer Code of Ethics.

5.2.2 A Member Association or an organization seeking to become a Member Association shall maintain ~~recognition of~~ federal tax exempt status under Section 501(c)(3) of the Code as well as Washington non-profit corporation status with the State of Washington.

5.2.3 All Member Associations are required to comply with and have the responsibility to follow and enforce the Governing and Operating Documents of Washington Youth Soccer for itself and its members.

5.2.4 Each Member Association shall annually register withWashington Youth Soccer, every player, coach, trainer, manager, and administrator ~~and official~~ that is sponsored, financed, coached, organized or administered by that Member Association who will be participating in Washington Youth Soccer activities, as required by USSF.

5.2.5 As administrative and coordinating organizations for Washington Youth Soccer programs, Member Associations may structure their soccer operations and program delivery as they see fit in order to maximize implementation of Washington Youth Soccer's mission, exempt purpose and goals as set forth in Washington Youth Soccer Governing and Operating Documents.

5.3 Admission

5.3.1 Application to become a Member Association shall be submitted to Washington Youth Soccer on forms provided by Washington Youth Soccer, accompanied by two copies of the applicant's articles of incorporation, bylaws, and other governing documents together with:

(a) A precise narrative description of the applicant's geographical boundaries (map included);
(b) Current ~~team~~ player registration records;
(c) A statement of the reason for forming a new Member Association;
(d) A statement of anticipated impact on existing Member Association(s);
(e) A written concurrence from a majority of Member Associations within the affected District. Notification for the proposal must be submitted to each Member Association, with a copy provided to the District. Each Member Association must then hold a vote on concurrence within sixty (60) days of receipt of the proposal;
(f) A fee as set by the Board of Directors;
(g) Articles of Incorporation and Bylaws which are consistent with Washington Youth Soccer's Articles of Incorporation and Bylaws;
(h) A copy of the Member Association's application for exemption or letter of determination from the Internal Revenue Service; and
(i) Articles of Incorporation that shall provide that, upon dissolution of such Member Association, all assets of the Member Association remaining after payment of, or provision for payment of, all debts and liabilities of the Member Association, shall be distributed to an organization or organizations, as determined by the Member Association's board of directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which the Member Association is organized.

5.3.2 Acceptance as a Member Association shall be by majority vote of the Board of Directors in office and shall specify voting rights, registration requirements and requirements for the payment of the fees as applicable. Denial as a Member Association shall include stated reasons.

5.3.3 Member Associations joining Washington Youth Soccer before or during their playing season must submit player registration fees and insurance fees no later than thirty (30) days after their acceptance. They will be entitled to voting rights upon such payment.

5.3.4 Member Associations joining Washington Youth Soccer after their playing seasons may elect not to pay registration fees and insurance fees for the remainder of the seasonal year. If this option is exercised, teams are not eligible to participate in Washington Youth Soccer events; however, Washington Youth Soccer Board waiver to this requirement may be granted for individual teams for which the Member Association submits player and registration fees to Washington Youth Soccer, but such payment would not grant voting rights to the Member Association.

5.4 Continuation as a Member Association

5.4.1 In order to continue as a Member Association, Member Associations shall:

(a) Provide annually to Washington Youth Soccer a copy of the documents submitted to the Internal Revenue Service during that year and such documents as Washington Youth Soccer may from time to time reasonably request;
(b) Make copies of ~~those~~ such documents available to its members and maintain current versions of ~~the~~ such documents on ~~their~~ the association's website;
(c) Meet the criteria established in Article 5.1.2;
(d) Meet the responsibilities established in Article 5.2; and
(e) Ensure that their governing documents meet the requirements of sections 5.3.1(g) and (i).

5.4.2 Member Associations are entitled to vote as provided for in Washington Youth Soccer Governing and Operating Documents and participate in any programs and benefits offered by Washington Youth Soccer to its Member Associations, except as set forth in Section 5.5 below.

5.5 Suspension, Fines and Termination as a Member Association

5.5.1 Definition of Suspension and Termination

5.5.1.1 Suspension means the loss of voting rights and participation in any programs and benefits offered by Washington Youth Soccer to its Member Associations for a designated period of time.

5.5.1.2 Termination means permanent loss of ~~voting member status~~membership.

5.5.2 Suspension, Fines and Termination

5.5.2.1 A Member Association failing to pay any fees due Washington Youth

Soccer shall be provided notice of the delinquency. If those fees are not paid within thirty (30) days after the date specified in the notice of delinquency, the delinquent Member Association shall automatically be suspended from being a member of Washington Youth Soccer. Unless otherwise provided by the Board of Directors, the Member Association shall be automatically terminated as a member of Washington Youth Soccer if the Member Association has failed to pay the fees owed for a period of ninety (90) days after the date specified in the notice of delinquency. The Washington Youth Soccer Chief Executive Officer shall notify the Member Association of the suspension and the date upon which their member status will be terminated if the fees remain unpaid.

5.5.2.2 The Board of Directors may fine, require remediation, suspend, or terminate the status of (or any combination thereof) any Member Association if the Board determines that 1) the conduct of the Member Association is adverse to the best interests of soccer or Washington Youth Soccer, or 2) the Member Association has not complied with the requirements of being a member of Washington Youth Soccer, US Youth Soccer or USSF. The Board shall adopt procedures for remediation, and a process for utilizing the MAC. The Board may fine, suspend or terminate a Member Association only after a hearing, reasonable notice to the Member Association of the time and place of the hearing, and providing the Member with a reasonable opportunity to present evidence in support of the Member's position. Hearing procedures shall be set forth in the Governing Documents.

~~5.5.2.2.1 The MAC, in coordination with staff, shall identify Member Associations that are in violation of the terms of membership and make recommendations to the Board as to whether to proceed with a hearingor remediation.~~

~~5.5.2.2.2 The Board may fine, suspend or terminate a Member Association only after a hearing, reasonable notice to the Member Association of the time and place of the hearing, and providing the Member with a reasonable opportunity to present evidence in support of the Member's position. Hearing procedures shall be set forth in the Governing Documents.~~

5.5.2.3 Notwithstanding Article 5.5.2.1 of this bylaw, the Member whose suspension is in effect on the last day of the seasonal year is terminated as of the first day of the next seasonal year unless the Board of Directors otherwise provides.

5.5.2.4 A suspension or other disciplinary action imposed by Washington Youth Soccer, in accordance with these Bylaws, shall be recognized by all Members of the USSF as provided for in the USSF bylaws.

5.5.2.5 Any Member Association that initiates legal action against Washington Youth Soccer before exhausting all administrative remedies shall be suspended.

5.5.2.6 If the membership of a Member Association is terminated, Washington Youth Soccer shall immediately undertake actions to replace that organization. That replacement organization may include an organization established and temporarily operated by Washington Youth Soccer.

5.5.3 Reinstatement from suspension

5.5.3.1 A suspended Member Association may submit a written request for reinstatement ~~to the MAC~~. ~~The MAC shall consider the request and make a recommendation to the Board of Directors regarding whether to reinstate the Member Association.~~ The Board of Directors shall consider the request ~~recommendations of the MAC~~ and may reinstate the membership of a suspended Member Association on reasonable terms that the Board considers appropriate.

5.6 Authority of Member Associations

Member Associations shall have jurisdiction, control and responsibility over their members (including but not limited to clubs, 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 are followed.

5.7 Member Association Representative

5.7.1 The Member Association Representative (hereinafter "MAR") shall be an elected or appointed individual from each Member Association who will represent, act for, and be the voting representative for the Member Association at all Washington Youth Soccer Council Meetings.

5.7.2 The MAR shall attend all Washington Youth Soccer Council meetings for discussion and voting on all matters for which the MAR is eligible to vote, as provided within these Bylaws.

5.8 Prohibition on Transferring Membership

5.8.1 A Member Association's membership in Washington Youth Soccer is not transferable or assignable from one organization to another.

ARTICLE 6. COUNCIL

6.1 Composition

The Council consists of the Board of Directors, the District Commissioners, and the Member Association Representatives (MARs), collectively, Council Members. The Board President presides over the meetings of the Council.

6.2 Authority

The responsibilities and authority of the Washington Youth Soccer Council shall be action on the following matters:

(a) Approval of Washington Youth Soccer player registration fee, based on a preliminary budget approved by the Board;

(b) Election of Directors at the Annual General Meeting; and

(c) Election of MAC members at the Annual Player Fee Meeting.

6.3 Meetings

6.3.1 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.

6.3.1.1 The AGM shall take place during the second quarter of each calendar year. Notification and agenda of this meeting shall be mailed to Member Associations and all members of the Council thirty (30) days prior to the AGM date.

6.3.1.2 All Member Associations, Washington Youth Soccer Committee Chairs, and Washington Youth Soccer Board of Directors shall submit an annual report covering their respective activities no later than one month prior to the AGM date, or as requested by the Secretary, for inclusion in the Washington Youth Soccer Annual Report.

6.3.2 Annual Player Fee Meeting (APFM).

6.3.2.1 Washington Youth Soccer Council shall conduct an annual meeting for the purpose of approving the player fee and electing the members of the MAC. The procedures for nomination and election of the members of the MAC shall be approved by the Council and set forth in the Governing Documents

6.3.2.2 The APFM shall take place during the first quarter of each year. Notification and agenda of this meeting shall be mailed to Member Associations and all members of the Council thirty (30) days prior to the APFM date.

6.3.2.3 The Council shall vote on whether or not to approve the player fee proposed by the Board of Directors. If the proposed player fee is approved, it shall be incorporated into the annual budget. If the proposed player fee is not approved, the player fee shall remain at its existing level.

6.3.3 Special Meetings. Any member of the Washington Youth Soccer Council may submit a request to the Board of Directors for a special meeting of the Council. Such a request must include the written concurrence of at least one-third (1/3) of the Council Members and one-third (1/3) of the total Council votes. The Board shall determine whether to call such a meeting after considering the importance and urgency of the issue, the length of time until the next scheduled Council meeting, and the costs of such a meeting. If the Board calls such a meeting, the Board shall schedule a meeting date, provide at least thirty (30) days notice of the meeting to Council Members by mail, and inform Council Members what, if any, expenses will be reimbursed for those attending the meeting.

6.3.4 Voting. Each Council Member shall have votes per the following list:

(a) Directors shall have one vote each.
(b) District Commissioners shall have one vote each.

(c) MARs shall have votes based on the Washington Youth Soccer player registration of their Member Association. This determination shall be based on Washington Youth Soccer registered players of record for the prior Seasonal Year, per the following schedule:

0	to	1000	players	one (1) vote
1001	to	2500	players	two (2) votes
2501	to	3500	players	three (3) votes
3501	to	4500	players	four (4) votes
4501	to	5500	players	five (5) votes
5501	to	6500	players	six (6) votes
Over		6500	players	seven (7) votes

6.3.5 Quorum. A quorum shall consist of at least the President or Acting President; one half of the Board of Directors; one half of the District Commissioners; and one half of the MARs or, if at least one half of the MARs are not present, three fifths of the total weighted votes of the MARs.

ARTICLE 7. BOARD OF DIRECTORS

7.1 General Powers

All authority of Washington Youth Soccer 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.

7.2 Number

The Board shall consist of not less than 13 nor more than 19 Directors, 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.

7.3 Qualifications

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

7.4 Election of Directors

7.4.1 Nominations by the Board

7.4.1.1 The Nominating Committee shall prepare a list of candidates to fill the open positions at the upcoming election. The list shall include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board. The Nominating Committee shall notify nominees at least sixty (60) days prior to the AGM. Nominees must submit a nomination packet, which includes a resume, a statement of function and written acceptance of their nomination to Washington Youth Soccer offices at least 45 days prior to the AGM.

7.4.1.2 The Nominating Committee shall publish the list and nomination packets of candidates for election at least 45 days before the AGM.

7.4.2 Nominations by the Membership

7.4.2.1 Member Associations and District Commissioners may propose alternate names of candidates for open positions on the Board. Nominations made by Member Associations and District Commissioners shall meet the criteria prescribed by the Board. Any Member Association or District Commissioner wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name, a statement of the nominee's criteria, as well as the nominee's resume, statement of function and written acceptance of nomination. The nomination proposal shall be supported by at least 5% of the Council Members, as evidenced by hardcopy or electronic notification, and shall be submitted no later than 30 days prior to the

AGM.

7.4.2.2 The Nominating Committee shall review the nomination proposal and, if the proposal packet is complete, shall publish the name of the candidate no later than 20 days before the AGM.

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

7.4.3 Elections

7.4.3.1 Elections of Directors shall be held at the AGM. The Council Members shall elect the Directors for the open positions each year. The election shall be by secret ballot.

7.4.3.2 Each Council Member shall receive one ballot with the names of the candidates for each vote to which such Member is entitled. ~~Each Member may cast no more than their allotted votes for any one candidate.~~ The nominees receiving the greatest number of votes (but equal to or greater than a simple majority of the quorum) shall be considered elected up to the number of open positions.

7.4.3.3 If there are more nominees than open positions, and an insufficient number of nominees receive votes equal to or greater than a simple majority of the quorum to fill those positions, then a run-off election will be held between the nominees with the most plurality votes. The number of nominees for the run-off election will be one more than the still unfilled positions. The run-off nominees receiving the greatest number of votes (but equal to or greater than a simple majority of the quorum) shall be considered elected to the still unfilled positions.

7.4.3.4 If a nominee running unopposed does not receive votes equal to or greater than a simple majority of the quorum or if a position remains unfilled after a run-off election, the nominee(s) is not eligible to be appointed. The Board may conduct a search and appoint a person they believe is most qualified to fill the needs of the Board to a one-year term.

7.4.3.5 If the Board of Directors determines that a specific skill set needed on the Board was not filled by the nominees elected, the Board, in the best interest of the organization, may conduct a search and appoint someone who possesses these requisite skills to serve on the Board for a one-year term. This placement shall create an additional Board seat for such one year term, notwithstanding Section 7.2 of these Bylaws. Candidates that were not elected are not eligible to be appointed.

7.5 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of 3 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.

7.6 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~~Board. 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.

7.7 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.

7.8 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.

7.9 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.

7.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

7.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to all Directors 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 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.

7.12 Waiver of Notice

7.12.1 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.

7.12.2 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.

7.13 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.

7.14 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.

7.15 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.

7.16 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 be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

7.17 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.

7.18 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. Notice shall be provided in accordance with Section 7.11 of these Bylaws except that such notice shall include the purpose of the meeting.

7.19 Vacancies
A vacancy in the position of Director 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.

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

7.21 Conflict of Interest
The Board of Directors shall adopt a 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.

7.22 Code of Ethics
The Board of Directors shall adopt a 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 8. OFFICERS

8.1 Number and Qualifications
The officers of the corporation shall be a President, a Vice President, a Secretary and a 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 that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

8.2 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.

8.3 Resignation
Any officer may resign at any time by delivering written notice to the President, the 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 and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.4 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.

8.5 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.

8.6 President

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board and the Council. 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 from time to time.

8.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall be the Acting President and 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.

8.8 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board and Council, 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 address of 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.

8.9 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 moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in 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; 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.

ARTICLE 9. CHIEF EXECUTIVE OFFICER

9.1 Board of Directors as Employer

The Board of Directors shall hire a Chief Executive Officer who shall serve as the chief executive officer of Washington Youth Soccer with direct responsibility for all staff functions. The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate and may be removed at any

time with or without cause by the Board of Directors without prejudice to his/her contract rights.

9.2 Committee Membership

9.2.1 The Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee, the Nominating Committee, Council and the Board of Directors.

9.2.2 The Chief Executive Officer shall serve as an ex-officio, non-voting member of the Soccer Operations Committee.

ARTICLE 10. DISTRICT COMMISSIONERS AND DISTRICT BOARDS

10.1 Formation of Nonprofit Corporation

Each District created by the Board of Directors shall form as a Washington non-profit corporation and shall obtain federal tax exempt status under section 501(c)(3) of the Code. Each District nonprofit corporation shall establish its own board of directors and be responsible for conducting the business and administering the affairs of the District.

10.2 Election of District Commissioner

Each District shall select a District Commissioner. The District Commissioner shall have the following roles and responsibilities with respect to Washington Youth Soccer:

(a) Serve as a member of the Council;
(b) Serve as a member of the Soccer Operations Committee; and
(c) Serve in the other capacities designated in the District Commissioner Roles and Responsibilities.

10.3 Compliance with Washington Youth Soccer Governing and Operating Documents

Each District shall comply with the Governing and Operating Documents of Washington Youth Soccer as set forth in those documents including but not limited to ensuring that their governing documents meet the requirements of section 5.3.1(g) and (i) of these Bylaws.

ARTICLE 11. COMMITTEES

11.1 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, each of which shall consist of two or more Directors. Such committees shall be chaired by a Director. Such committees may have other members that are not Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation as delegated by the Board, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the

corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

11.2 Standing Committees

11.2.1 The Executive Committee is a standing governance committee and shall consist of the officers of the Board.

11.2.2 The Board shall establish the following governance committees as standing committees:

(a) Finance Committee
(b) Nominating Committee
(c) Audit Committee
(d) Fundraising Committee

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

(a) Soccer Operations Committee. The Board shall establish a committee to oversee and manage the game of soccer and related activities. The Soccer Operations Committee has the authority to establish its own standing committees as set forth in the operating procedures. The members of the Soccer Operations Committee shall include, but not be limited to, the District Commissioners and the Chief Executive Officer. The Chief Executive Officer shall be an ex-officio, non-voting member.~~The Chief Executive Officer and the District Commissioners shall serve as members of the Soccer Operations Committee.~~

11.2.4 The Board shall establish the following advisory committees as standing committees:

(a) Membership Advisory Committee. The Membership Advisory Committee is a standing governance committee whose purpose is to help Member Associations maintain their legal requirements to be voting members of Washington Yout Soccer. The MAC is an advisory committee to the Board, made up of representatives from the Member Associations as set forth in the committee description ~~shall be made up of representatives from 14 Member Associations-2 from each District. Each Member Association on the committee must be in compliance itself. The committee's role is to review Member Associations that the Board or staff believe to be out of compliance, assess the shortcomings, and recommend to the Board as to whether the Member Association should be fined, remediated, suspended or terminated. The final decision rests with the Board but with input from the committee.~~ In accordance with the provisions of Section 11.1, two Directors shall sit on this committee.

11.3 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. 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.

11.4 Resignation
Any member of any committee may resign at any time by delivering written notice thereof to the President, the 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 otherwise specified there, the acceptance of such resignation shall not be necessary to make it effective.

11.5 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 by it.

11.6 Conflict of Interest
Each committee member shall, on an annual basis, sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that the committee member may have. The Disclosure Forms shall be submitted to the Board of Directors.

ARTICLE 12. ADMINISTRATIVE PROVISIONS

12.1 Books and Records
The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board and Council, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

12.2 Fiscal Year
The fiscal year of Washington Youth Soccer shall begin at 12:00 a.m. on September 1, and end at 11:59 p.m. on August 31, of the following year.

12.3 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.

12.4 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.

12.5 Insurance
Washington Youth Soccer shall provide Directors and Officers Liability Insurance covering Directors, Officers, District Commissioners, MARs and Committee Chairs for performing acts and responsibilities directly related to Washington Youth Soccer.

ARTICLE 13. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds of the number of Directors in office. Any proposed changes to the Bylaws shall be published to the members of the Council at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors on _____, 20__.

Secretary, Washington Youth Soccer