Come Play on Our Team!
www.WashingtonYouthSoccer.org
PHONE (253) 4-SOCCER · FAX (253) 925-1830 · TOLL FREE 1-877-424-4318

Washington Youth Soccer
500 S. 336th Street, Suite #100
Federal Way, WA 98003-6389

Board of Directors

Doug Andreassen
President

Steve Scranton
Vice President

Tom Ament
Secretary

Wade Foley

Paula Griffin

Bill Hurme

Patrick Madden

James Maiocco

William Nuttall

Jan Phillips

Chuck Porter

Mark Schuur

Exequiel Soltero

Dan Vaughn

Sylvia Young

District Commissioners

Mike Todd
District 1 Commissioner

Brad Masters
District 2 Commissioner

Perry Woodford
District 3 Commissioner

Kasey O' Leary
District 4 Commissioner

Mike Terris
District 6 Commissioner

Brian Cregg
District 7 Commissioner

Washington Youth Soccer Office

Terry Fisher
CEO

Washington Youth Soccer
Board of Directors Meeting
September 24, 2011 @ 9:00 AM

Meeting called to order at 9:00 am by President Doug Andreassen

Roll Call

Terry Fisher (attached) Quorum.

Approval of Minutes

May 13, 2011 minutes approved as presented (attached)

Reports:

Financials – presented by Chuck Porter (attached)

Board of Directors Meeting Calendar – presented by Terry Fisher (attached)

Fundraising Overview – presented by Bill Hurme. Discussion of how the board could help our membership address field needs across the state through a fundraising campaign. A motion was approved to fund a preliminary session to frame a capital campaign. Combining forces with Seattle Sounders FC was viewed as essential to a decision to move forward in this activity.

Old Business:

Membership Definition – presented by Doug Andreassen/John Murphy/Yolanka Wulff. John Murphy, former chairman of California Youth Soccer Association – North and current US Youth Soccer board member-at-large, discussed experience of defining membership and challenges of addressing US Club Soccer growth.

Bylaws Document Revision – presented by Yolanka Wulff (attached). Discussion about current state of bylaws and the process to approve and publish governing policies.

New Business:

District 1 Bylaw Change Proposal – presented by Yolanka Wulff. The Board of Directors received a set of proposed bylaw changes from the District 1 Commissioner. The proposed changes are being considered

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by the Board of Directors.

VUSA Field Loan Request – presented by Terry Fisher. The board received a request for a field development loan and looks forward to continued information on the project's progress.

Executive Session

Good of the Game - Board of Directors received a $10,000 donation from the estate of former WYS President Gerald Larson with gratitude.

Adjournment:

Meeting was adjourned at 1:30pm.

Next meetings:

November 12, 2011 - Federal Way @ 9:00AM
January 27, 2012 – Holiday Inn Renton @ 6:00PM
January 28, 2012 – Annual Player Fee Meeting

2011 Board of Directors

Date: September 24, 2011

Executive Board	Representative	By Phone	Attended	Not Attended
President	Doug Andreassen		X	
Vice President	Steve Scranton			X
Treasurer				
Secretary	Tom Ament		X	
Board Member	Bill Hurme		X	
Board Member	William Nuttall	X		
Board Member	Jan Phillips		X	
Board Member	Chuck Porter			X
Board Member	Exequiel Soltero		X	
Board Member	Sylvia Young		X	
Board Member	Daniel Vaughn		X	
Board Member	James Maiocco		X	
Board Member	Paula Griffith		X	
Board Member	Wade Foley			X
Board Member	Patrick Madden		X	
Guest	Judy Andrews		X	
Guest	Yolanka Wulff		X	
Guest	John Murphy		X	
Guest	Hillary Beehler		X	

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Washington Youth Soccer Office

Terry Fisher
CEO

Washington Youth Soccer
Board of Directors Meeting
May 13, 2011 @ 6:00PM at the Holiday Inn Renton

Meeting called to order at 6:00 pm by President Doug Andreassen

Roll Call

Terry Fisher (attached)

Approval of Minutes

March 19, 2011 approved as presented (attached)

Reports:

Financials – Presented by George Maitland.
Notice to create a line item "Field Fund". Motion for all funds as repaid to be put back in Field Fund Allocation - Motion Passed.

Nomination Committee – Presented by Doug Andreassen.
Dan Vaughn
James Maiocco
Doug Andreassen
Patrick Madden
Wade Foley
Paula Griffen

Governing Documents – Presented by Steve Scranton.
Due to the number of documents, discussion on of how will the Board of Directors approve each document.

Operating Documents – Prepared by Hillary Beehler and Perry Woodford. (attached)
An overview document regarding the SOC Operating Documents for the AGM presentation was discussed.

Technology Committee – Presented by Larry Mana'o.
Discussion on website development with American Eagle and office requires an upgrade of technology and antivirus software.

Old Business:

Kent Youth Soccer Association Field Loan – Presented by Terry Fisher.

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Washington Youth Soccer Office

Terry Fisher
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Loan to be approved with a signage stating "Financing provided by Washington Youth Soccer" on site.

New Business:

Membership Criteria and Thresholds – Presented by Todd Lincoln. Washington Youth Soccer to consider a membership threshold.

Tiered Fees – Presented by Chuck Porter (attached)
Presented topic that will be covered at the AGM breakout session regarding a tiered fee system.

Budget Model Update – Presented by Chuck Porter. (attached)
Balance Sheet and Summary Year to Date Income Statement presented.

West Seattle Field Request Fund – Presented by Terry Fisher.

Executive Session:

Good of the Game:

Adjournment:

Meeting was adjourned at 9:15 pm.

Next Meeting Dates:

May 14, 2011- AGM
September 24, 2011 - @ 9:00AM
November 12, 2011 - @ 9:00AM

Washington State Youth Soccer Assoc.

Balance Sheet

	4/30/2011	8/31/2010
Current Assets		
Cash and Cash Equivalents	1,474,453	1,226,673
Accounts Receivable	89,666	46,186
Prepaid Expenses	8,320	8,320
Total Current Assets	1,572,440	1,281,180
Property and Equipment, net of accumulated depreciation of $285,743 and $368,124	7,253	27,507
Other Assets		
Deposits	7,000	7,000
Note Receivable	400,478	433,510
Referee Fund	-	222,287
Total Other Assets	407,478	662,797
Total Assets	1,987,171	1,971,484
Liabilities and Net Assets		
Current Liabilities		
Bank Overdraft	-	-
Accounts Payable	36,605	159,494
Paid Time Off Payable	8,306	8,306
Accrued Expenses	13,200	-
Deferred Revenue	-	-
Total Current Liabilities	58,111	167,799
Other Liability, Referee Fund	-	222,287
Net Assets		
Unrestricted		
Designated	945,593	945,593
Undesignated	983,467	622,073
Total Net Assets	1,929,060	1,567,666
Total Liabilities and Net Assets	1,987,171	1,971,484
	-	

A = Actual YTD B = Budget YTD
V = Variance

Washington State Youth Soccer Assoc.

5/12/2011

Summary Year to Date Income Statement/ Annual Budget 2010/2011

For the Eight Months ending 4/30/2011
Presented (000 Omitted)

	Programs																		General Overhead								
Acct Name	Recreational Registration			Recreational Cup			Premier & Select Registration			Founders, Challenge, State Championships Cups			Community Programs			Total Programs			Administrative			Marketing, Sponsorships, & Communications			Total Manage/ General		
							State, RCL, Portland Metro Leagues & Elite Player						TOPSoccer, Schools Program, Soccer Across WA														
Income	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V
Registration $12.07	1,164	1,292	(128)				205	228	(23)				5	-	5	1,374	1,520	(146)							-	-	-
Fees				57	52	5	364	374	(10)	511	428	83				931	854	78							-	-	-
Coaching Clinics	64	55	9													64	55	9							-	-	-
Sponsorship/Marketing																-	-	-				29	100	(71)	29	100	(71)
Sounders																-	-	-				43	30	13	43	30	13
Communications																-	-	-				7	4	3	7	4	3
Interest																-	-	-	16	23	(8)				16	23	(8)
Other	19	19	(0)	5	5	1				5	5	1				29	28	1	11	1	10	-	-	-	11	1	10
Total Income	1,246	1,366	(119)	62	56	6	569	602	(33)	516	433	83	5	-	5	2,398	2,456	(58)	27	24	2	80	134	(55)	106	159	(52)
Expense	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V	A	B	V
Registration	367	435	(68)				65	77	(12)				31	30	0	462	542	(80)							-	-	-
Fees	12	20	(8)	39	40	(1)	329	411	(82)	80	107	(27)				459	578	(119)							-	-	-
Coaching Clinics	37	40	(3)													37	40	(3)							-	-	-
Sponsorship/Marketing																-	-	-				74	101	(28)	74	101	(28)
Insurance	36	25	11													36	25	11							-	-	-
WA Youth Soccer Payroll & Benefits	234	216	18	23	21	2	181	167	14	60	56	5	121	111	10	620	571	49	32	30	2	106	98	8	138	128	10
Meetings & Volunteers																-	-	-	70	140	(70)				70	140	(70)
Facilities																-	-	-	57	51	6				57	51	6
Operating Costs																-	-	-	120	114	7				120	114	7
Professional Fees																-	-	-	57	73	(16)				57	73	(16)
Other	22	12	10													22	12	10	4	5	(1)				4	5	(1)
Total Expenses	708	748	(40)	61	61	0	575	655	(80)	141	163	(22)	152	142	10	1,636	1,768	(132)	342	413	(72)	180	199	(19)	521	612	(91)
Net Income (Loss)	539	618	(79)	1	(5)	6	(6)	(53)	47	375	270	106	(147)	(142)	(5)	762	688	74	(315)	(389)	74	###	(65)	(35)	(415)	(454)	39
General Overhead Allocation	99	120	(20)	19	23	(4)	79	95	(16)	33	40	(7)	56	68	(11)	288	346	(58)	(239)	(270)	31	(49)	(76)	27	(288)	(346)	58
Total Net Income (Loss)	439	498	(59)	(18)	(27)	9	(85)	(148)	63	342	230	112	(203)	(210)	6	475	343	132	(76)	(119)	43	(51)	11	(62)	(127)	(108)	(19)

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Terry Fisher
CEO

Meeting Dates for Board of Directors and Soccer Operations Committee

Soccer Operations Committee	Board of Directors
	September 24, 2011
November 5, 2011	November 12, 2011
January 21, 2012	January 27, 2012

Annual Player Fee Meeting
January 28, 2012

May 12, 2012	May 18, 2012

Annual General Meeting
May 19, 2012

August 25, 2012	September 22, 2012
November 3, 2012	November 10, 2012

BYLAWS OF

WASHINGTON STATE YOUTH SOCCER ASSOCIATION

ARTICLE 1. 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 requirement applicable to State Association members in each organization.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

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

2.2 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.

2.3 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 3. MEMBERSHIP

REPLACE IN ENTIRETY WITH PROPOSED NEW ARTICLE 3

ARTICLE 4. COUNCIL

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¶
3.1.1. The membership of the WSYSAWashington Youth Soccer shall consist of incorporated organizations engaged in youth soccer within the State of Washington which agree to be bound by the bylaws, procedures and rules of the WSYSAWashington Youth Soccer and which shall be admitted to membership in accordance with the bylaws of the WSYSAWashington Youth Soccer.¶
¶
3.1.2. Individual players, coaches, trainers, managers, administrators and officials are members of the WSYSAWashington Youth Soccer through their association with said member organizations or with WSYSAWashington Youth Soccer committees, or as elected officers of the WSYSAWashington Youth Soccer. ¶
¶
3.1.3. The membership of the WSYSAWashington Youth Soccer and the members of the WSYSAWashington Youth Soccer shall be open to any soccer players, coaches, trainers, managers, administrators and officials not subject to suspension under the bylaws of the WSYSAWashington Youth Soccer or under the bylaws of the USSF, and to any amateur soccer organization in its territory. ¶
¶
3.1.4. The WSYSAWashington Youth Soccer will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin. ¶
¶
3.1.5. No members of WSYSAWashington Youth Soccer shall engage themselves in a WSYSAWashington Youth Soccer position or function in an effort to secure an advantage for another organization 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 Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation. ¶
¶
3.2 . Jurisdiction.¶
WSYSAWashington Youth Soccer shall have jurisdiction over all its member organizations, including districts, associations, clubs, teams, as v ...

4.1 Composition.
The Council consists of the Board of Directors, the District Commissioners, and the Member Association Representatives (MARs), collectively, Council Members.

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

4.2.1. Approval of Washington Youth Soccer player registration fee, based on a preliminary budget approved by the Board.

4.2.2. Election of Directors at the Annual General Meeting.

4.3 Meetings.

4.3.1.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.

4.3.1.1. The AGM shall take place during the second 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 AGM date.

4.3.1.2. 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.

4.3.2. Annual Player Fee Meeting (APFM).

4.3.2.1 Washington Youth Soccer Council shall conduct an annual meeting for the purpose of approving the player fee.

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.

4.3.3 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 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

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meeting to Council Members by mail, and inform Council Members what, if any, expenses will be reimbursed for those attending the meeting.

4.3.4 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 player registration of their Member Association. This determination shall be based on registered payers of record for the prior Seasonal Year, per the following schedule:

1000		and below	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

4.3.5 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.

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Deleted: 4.3.45 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 three fifths of the total weighted votes of the MARs.

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ARTICLE 5. BOARD OF DIRECTORS

5.1 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.

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5.2 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

5.3 Qualifications.

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

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5.4 Election of Directors.

5.4.1 Nominations by the Board.

5.4.1.1 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 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.

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

5.4.2 Nominations by the Membership

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5.4.2.1 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.

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Deleted: 5.4.2.1 Member Associations and District Commissioners may propose alternate names of candidates for open positions on the Board. Nominees 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, 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, as evidenced by hardcopy or electronic notification, and shall be submitted no later than 30 days prior to the AGM.

5.4.2.2 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.

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

5.4.3 Elections

5.4.3.1 Elections of Directors shall be held at the AGM. The Council Members shall elect the Directors for the open positions each year.

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5.4.3.2 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.

Deleted: <#> Each Council Member shall receive a ballot with the names of the candidates. Each Member may cast no more than their allotted votes for any one candidate. The nominees with the most votes receiving a number of votes equal to a simple majority of the quorum shall be considered elected up to the number of positions available.¶

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5.4.3.3 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.

5.4.3.4 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 Board may appoint one of the candidates or anyone else they believe is most qualified to fill the needs of the Board to a one-year term.

5.4.3.3 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 select one of the unelected candidates who possesses these requisite skills to serve on the Board for a one-year term. This placement shall create an additional Board seat for a such one year term, notwithstanding Section 5.2 of these Bylaws.

Deleted: <#>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 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.¶
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5.5 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.

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 therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

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 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.

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 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.

5.12 Waiver of Notice.

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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 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.

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.

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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 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.

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 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.

5.22 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.

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ARTICLE 6. OFFICERS

6.1 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.

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, 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.

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 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.

6.6 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. 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.

6.7 Vice President.

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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 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.

6.9 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 7. EXECUTIVE DIRECTOR

7.1 Board of Directors as Employer.
The Board of Directors shall hire an 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.

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7.2 Committee Membership.

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

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7.2.2 The Chief Executive Officer shall serve as a member of the Soccer Operations Committee.

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ARTICLE 8. DISTRICT COMMISSIONERS AND DISTRICT BOARDS

8.1 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 I.R.C. section 501(c)(3). 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.

8.2 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:

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8.2.1 Serve as a member of the Council

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8.2.2 Serve as a member of the Soccer Operations Committee

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8.2.3 Serve in the other capacities designated in the District Commissioner Roles and Responsibilities.

8.3 Compliance with Washington Youth Soccer Rules, Policies and Procedures.
Each District shall comply with the Rules, Policies and Procedures of Washington Youth Soccer as set forth in those documents.

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ARTICLE 9. COMMITTEES

9.1 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.

9.2 Standing Committees.

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9.2.1 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

9.2.2 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 Chief Executive Officer and the District Commissioners shall serve as members of the Soccer Operations Committee.

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9.3 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.

9.4 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.

9.5 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.

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ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.1 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 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.

10.2 Fiscal Year.
The fiscal year of the 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.

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10.3 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.

10.4 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.

10.5 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.

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ARTICLE 11. 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 and the Council on _____, 200__.

_____
Secretary