

**YAKIMA YOUTH SOCCER ASSOCIATION
BYLAWS**

(REVISED 4/3/2008)

ARTICLE I

Name Registered Office and Agent

Section 1.01- Name of the Corporation

The name of the Corporation shall be the Yakima Youth Soccer Association (hereinafter referred to as the YYSA or Association).

Section 1.02

The registered office shall be at 313B South 11th Avenue, Yakima, Washington 98902. The name of the registered agent at the address shall be Thorner, Kennedy & Gano, Attorneys at Law. The YYSA may, by action of the Board of Directors, change the location of the registered office as long as the location remains within Yakima County, Washington.

ARTICLE II

PURPOSE

Section 2.02

The Yakima Youth Soccer Association is a nonprofit Corporation organized for the following educational, developmental, and charitable purposes:

- 1) To promote, establish and govern youth soccer within Yakima County.
- 2) Establish uniform Rules and regulations applicable to youth soccer in Yakima County consistent with the principals and laws of the Federation Internationals de Football, the United States Soccer Association, the United States Youth Soccer Association, and the Washington State Youth Soccer Association.
- 3) To foster through instruction and competition, the soccer skills of players, coaches and referees,
- 4) To promote the concept of team play & good sportsmanship.
- 5) To organize local invitational soccer tournaments which may involve players regionally, within the state of Washington, nationally or internationally.
- 6) To provide opportunities, through soccer, for the participants to learn about the cultures of other countries.

7) To award scholarships and grants for schools, camps and clinics.

ARTICLE III

DURATION

Section 3.01 - Duration

The duration of the YYSAs shall be perpetual.

ARTICLE IV

MEMBERSHIP

Section 4.01 Members

All players, coaches, parents or legal guardians of players, and persons interested in youth soccer may become members of YYSAs.

Section 4.02 - Membership, Classes and Qualifications

The membership of the YYSAs shall consist of four classes of members having the qualifications set forth below:

Class I: Duly registered players.

Class II: Parents and legal guardians of duly registered players.

Class III: Team representatives.

Class IV: Individuals interested in youth soccer.

Section 4.03 - Classes III Membership Defined

Class III members shall be the person designated as coach on the official Washington State Youth Soccer Association team registration form. However, Class II members, (parents and legal guardians) may elect a person other than the coach as team representative by a majority vote. If a person other than the coach is to be designated team representative a letter stating that fact signed by a majority of a team's Class II members shall be forwarded to the YYSAs registrar. In any such election for team representative the parent(s) or legal guardian(s) shall have one vote for each of their duly registered players, Thus, the total votes cast cannot exceed the stated number of registered players on the YYSAs Team registration form or Team update form.

Section 4.05 - Selection of Class IV Members

Any individual whose background, experience or interest indicates his or her support for the stated purpose of the YYSAs shall be eligible for membership. Membership shall be

conferred upon an interested individual by the sponsorship of any three (3) Class II, III or IV members at any regular or special business meeting of the YYSAs. The sponsoring members shall present the interested individual and briefly outline that person's background, experience, and interests. Nothing in this paragraph shall be construed to allow either the Council or Board of Directors to vote for or against the membership of an interested individual except as provided for in Section 4.06.

Section 4.03 - Voting Rights

Class I and Class IV members shall have no voting rights. The voting rights of Class II members are limited to those set forth in section 4.03 Class III members shall be entitled to vote on any matter properly submitted to the Council. In the event one person is the team representative for more than one team, (s)he shall be allowed one vote for each team (s)he represents.

Section 4.06 - Termination of Membership

Any membership rights in the Association are terminated upon failure to pay current YYSAs registration fees. The Grievance Committee may censor or suspend a member for violations of the YYSAs Code of Ethics or conduct prejudicial to the best interests of the Association. The Grievance Committee may also recommend the expulsion of a member to the Board of Directors, who shall then approve or disapprove the recommendation, provided that the member shall be entitled to a hearing before the Board of Directors before any such action be taken. Nothing in this section shall be constructed to allow the removal of a member of the Board of Directors in any manner inconsistent with Section 6.05 of these Bylaws.

ARTICLE V

COUNCIL

SECTION 5.01 - Council Membership

The Council shall consist of the President of the Association and all Class III members.

SECTION 5.02 - Rights and Responsibilities of the Council

Each member of the Council shall be entitled to vote on the following matters:

- 1) YYSAs player registration fee.

- 2) Election of the Board of Directors.
- 3) Any other matters submitted to the council by a majority vote of the Board of Directors. Additionally, the Council retains for itself the power to alter, amend or repeal these Bylaws or to adopt new Bylaws.

SECTION 5.03 - Annual Meetings

An annual meeting of the Council shall be held on the fourth Monday in the month of February each year beginning with 1995 to coincide with the Mandatory Coaches Meeting for the purpose of election directors and the transaction of other such business as may come before the meeting. If the day fixed for the meeting is a legal holiday in the State of Washington, the meeting shall be held on the next business day. If the election of directors is not held on the day designated for the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the Council as soon thereafter as is convenient.

SECTION 5.04 - Special Meetings

Special meetings at the Council for any purpose not expressly prohibited by statute, the Articles of incorporation, or these Bylaws, may be called by the President of YYSAs, a majority of the Board of Directors or not less than 25% of the Class III members.

Section 5.05 - Notice of Meetings

Written notice of the time, place, and purpose of each meeting of the Council shall be served either personally or by mail on all current Class III members of the YYSAs at least 20 days and no more than 60 days before the meetings. If mailed, the notice of the meeting shall be deemed delivered when deposited in the U.S. Mail, addressed to the member at his address as it appears on YYSAs records. In the case of a special meeting the notice shall also state the general nature of the business to be transacted and by whose request the meeting was called.

Section 5.06 - Quorum

A quorum for all YYSAs Council meetings shall consist of the President or Vice-President and those Class III members present.

Section 5.07 - Proxies

At any Council meeting, Class III members entitled to vote may vote by proxy executed in writing by the member and dated within 30 days of the meeting.

Section 5.08 - Open Meetings

Council meetings may be attended by the general public.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01 - Powers and Qualifications

The powers, property and affairs of the Corporation shall be managed, directed and controlled by the Board of Directors. Any member of the YYSAs may be elected to the Board of Directors except those holding a Class I membership and those who serve on the governing body of any other local non-affiliated youth soccer organization.

Section 6.02 - Numbers and Terms

The Board of Directors shall consist of twenty-one (21) members and shall be constituted as set forth below:

1) Nine (9) Directors will be elected each year to one (1) year terms. They will represent and be chosen from individuals who are coaches, parents or legal guardians of duly registered players in the upcoming year's playing divisions as follows:

A) Three (3) representatives from the U6, U7 or U8 divisions.

B) Two (2) representative from the U9 or U10 divisions.

C) Two (2) representative from the U11 or U12 divisions.

D) Two (2) representative from divisions above U12.

If there are no nominees to fill any of the above positions representing the appropriate age group, the position will be filled at large.

2) The remaining twelve (12) directorships shall be elected at large, Six (6) elected each year to two (2) year terms.

3) The officers of the YYSAs shall be elected from the members of the Board of Directors.

4) Each director, including those elected to fill a vacancy, shall hold office until the expiration of one term for which (s)he was elected and until a successor has been elected and qualified.

Section 6.03 - Vote at the Election for Directors

At each meeting of the members of the YYSAs for the election of director, each Class III member of the YYSAs

shall have the right to vote for as many nominees as there are vacancies on the Board of Directors. Cumulative voting is prohibited.

Section 6.04 - Resignation

Any Director may resign at any time by delivering a written resignation to the President or Secretary of the YYSAs such resignation shall be effective upon receipt unless otherwise provided by the terms thereof.

Section 6.05 - Removal

1) A position on the Board of Directors shall be vacant if that director shall be absent four or more meetings during the year, regardless of whether excused by the President or Executive Committee. A position may be vacant, subject to the discretion of the executive committee, if that director shall be absent, unexcused, for three or more meetings during the year.

2) The year shall run from March 1 to, and including, March 1 of the following year

Any Director may be removed with or without cause at any time by the affirmative vote of a majority of the Class III members of the YYSAs present at the meeting of the Council, the notice of which shall have specified the proposed removal.

Section 6.06 - Vacancies

In case of any vacancies among the Directors, the remaining Directors shall elect a successor to fulfill the unexpired portion of the term by the affirmative vote of a majority of such Board members present at a meeting of the Directors, the notice of which shall have specified the proposed election.

Section 6.07 - Meetings of the Board of Directors

The Board of Directors shall meet a minimum of nine (9) times per year to transact the business of the Association. Meetings shall be held at dates and times as shall be determined by the Board of Directors. Monthly meetings shall last no longer than three (3) hours.

Section 6.08 - Special Meetings

Special meetings of the Board of Directors may be called by the President of the Association or upon the written request of one third (1/3) of the qualified

Directors.

Section 6.09 - Notice

Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be mailed, or delivered personally to each Director, addressed to him at his residence or usual place of business, not less than seven (7) days before the day on which the meeting is to be held.

Each such notice shall state the purpose of the meeting, and the time, place and date of such meeting. Notice of a meeting of the Board of Directors and not be given to a Director who shall waive such notice in writing, whether before or after such meeting, or if he shall be present at the meeting. Any such written waiver of notice shall be deemed equivalent to the giving of notice.

Section 6.10 - Quorum

At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 6.11 - Voting

Each Director, except the President of the Association, shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors. At all meetings of the Board of Directors, except as otherwise expressly required by law or by the Bylaws, all matters shall be decided by vote of a majority of the votes cast at the meetings, a quorum being assembled. The President shall vote only in case of a tie. Any persons filling a vacant Board position during the year will not be granted voting privileges until they have attended two (2) Board of Directors Meetings.

Section 6.12 - Action by Board of Directors Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the Directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and

effect as a unanimous vote of the Directors.

Section 6.13 - Compensation

The Directors of the Association shall serve as such without salary, but the Board of Directors may authorize the payment by the Association of reasonable expenses incurred by the Directors In the performance of their duties and reasonable compensation for special services rendered by any Director.

ARTICLE VII

COMMITTEES

Section 7.01 - Executive Committee

The executive Committee shall be constituted as set forth below

- 1) The President of the Association
- 2) One other officer of the Association
- 3) At least three non-officer members of the Board of Directors.

Section 7.02 - Executive Committee Authority

The Executive Committee shall have and exercise the power of the Board of Directors, to the extent allowed by law, in the interim between meetings of the Board, subject to confirmation or rejection by the Board at its next business meeting.

Section 7.03 - Standing Committees

Delete.

Section 7.04 - Other Committees

The Board of Directors from time to time may establish other committees, which shall have such duties as the Board of Directors from time to time may be determined. The scope and authority of these committees shall be determined by the Board of Directors.

Section 7.05 - Appointment and Removal of Committee Members

The members of the Executive Committee and other committees shall be elected by the President of the Association subject to the approval of the Board of Directors. Each committee shall be composed of at least one (1) member of the Board of Directors and such other Class, III and IV members of the Association as are deemed necessary. Any member of the Executive Committee, or other

committee may be removed by the affirmative vote of the Board of Directors.

Section 7.06 - Notice of Meetings

Notice, including time and place of all committee meetings shall be given by the Committee Chairman to the members at least (7) seven days prior to such meeting. Each committee shall keep regular minutes at its proceedings, and shall report briefly on its activities at each Board of Directors meeting.

Section 7.07 - Quorum Majority Vote

At meetings of the Executive Committee or any other committee, a majority of the members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting in which a quorum is present shall be the act of the committee, except otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.

ARTICLE VIII

OFFICERS

Section 8.01 - Title and Qualifications

The Officer of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Registrar and other such officers as the Board of Directors may from time to time designate. Officers must be elected from those members qualified as Directors of the Association. An individual may not hold more than one office concurrently.

Section 8.02 - Elections and Terms

The Officers of the Association shall be elected annually by the Board of Directors. Unless an officer resigns, dies, or is removed, (s)he shall hold office until his or her successor has been chosen and qualified.

Section 8.03 - President

The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the Council and have other such powers and duties may be approved and assigned by the Board of Directors. The President shall also:

1) Be YYSAs representative to District #6, which duty may be delegated subject to the approval of the Board of Directors.

2) Be YYSAs representative to the WSYSA Annual General Meeting, which duty may be delegated subject to the approval of the Board of Directors.

3) Appoint Executive, Standing and/or Special Committee and Chairmen thereof, as the needs of YYSAs may indicate, subject to the approval of the Board of Directors.

4) Sign orders on the Treasury.

Section 8.04 - Vice-President

The Vice-President shall possess the powers and discharge the duties of the President in the latter's absence or disability, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the President.

Section 8.05 - Secretary

The Secretary shall have the general powers and duties usually vested in the office of secretary of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the President, including the duty to:

1) Keep the minutes of the Board of Directors and Council meetings, with the time and place of the holding of such meetings, the names of those present, and the proceedings there of indicated in the records.

2) Provide that proper notices are given in accordance with the provisions of these Bylaws: and

3) Act as custodian of all records and documents of the Association.

Section 8.06 - Treasurer

The Treasurer shall be responsible for all funds and securities of the Association and shall have the general powers and duties usually vested in the office of Treasurer of a corporation and shall have such other powers and duties not inconsistent with those Bylaws as may be assigned to him or her from time to time by the Board of

Directors or the President, including the powers and duties to:

- 1) Care for, receive and give receipts for monies due and payable to the Association.
- 2) Deposit all monies received in the name of the Association in such banks, trusts companies or other depositories as from time to time may be designated by the Board of Directors.
- 3) Have charge of the disbursement of monies of the Association In accordance with the directions of the Board of Directors.
- 4) Enter regularly in the books to be kept by the Treasurer or under his or her direction for that purpose a complete and correct account of all monies received and disbursed by the Association.
- 5) Render a statement of the financial accounts of the Association to the Board of Directors at such times as may be requested.
- 6) Exhibit the books of account of the Corporation and all securities, vouchers, papers and documents of the corporation in his or her custody to any member or designee of the Board of Directors upon request: and
- 7) Submit a full financial report to the members of the Association at the annual council meeting.

Section 8.07 - Registrar

The Registrar shall be responsible for the registration of teams and individual players The Registrar's duties shall include but not be limited to:

- 1) Providing standard rules and guidelines for the formation of teams including player movement between teams.
- 2) Receiving and acting as custodian for all registration material received from affiliates:
- 3) Verifying players' ages and insuring that teams are composed of players of the proper age level.

Section 8.06 - Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 8.09 - Vacancies

A vacancy In any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IX

Deposits, Checks, Loans, Contracts

Section 9.01 - Deposits of Funds

All funds of the Association not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors from time to time may determine.

Section 9.02 - Checks, etc.,

All checks, drafts, endorsements, notes and evidences if indebtedness of the YYSAs shall be signed by the President and Treasurer when the amount of the check exceeds \$100.00.

Section 9.03 - Loans

No loans or advances shall be contracted on behalf of the Association and no note or other evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions, and may include authorization to pledge, for security for loans or advances, any and all securities and other personal property at any time held by the Association.

Section 9.04 - Contracts

The President, Vice-President, or any other officer authorized by the Board of Directors, may, in the name of and on behalf of the Association, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

ARTICLE X

MISCELLANEOUS

Section 10.01 - Fiscal Year

The fiscal year of the Association shall begin on March 1 of each year and shall end on February 28 or February 29.

Section 10.02 - Association Color

The colors of the YYSAs shall be red, white, and black.

Section 10.03 - Affiliation

The YYSAs shall maintain its affiliation with the Washington State Youth Soccer Association.

Section 10.04 - Open Meetings

Except when complaints or charges are brought against a member of the Association, it shall be the policy of the YYSAs that meetings of the Board of Directors and committee meetings shall be open to any interested member. In the event complaints or charges are brought against a member, the presiding officer or committee chairperson may order the meeting closed to all members except those directly affected.

Section 10.05 - Distribution of Assets

In case of dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment all liabilities of the Association, distribute the remaining assets of the Association to the Washington State Youth Soccer Association so long as that organization qualifies for exemption under the provisions of section 501 (c) (3) of the Internal Revenue Code as now stated or as may be hereafter amended.

However, if, at the time this provision takes effect, the Washington State Youth Soccer Association does not exist, or no longer qualifies as a non-profit organization under the United States Internal Revenue Code Section 501(c) (3) as it now exists or is hereinafter amended, then the assets shall be distributed to a non-profit organization to be determined by the YYSAs Board of Directors.

In the event that the United States Internal Revenue Code Section 501(c) (3) is repealed or does not exist at the time this provision takes effect, then the assets shall be distributed to an organization chosen by the YYSAs Board of Directors that would, more likely than not, have qualified as a non-profit organization under the United States Internal Revenue Code Section 501(c) (3) if the United States Revenue Code Section 501(c) (3) still existed at the

time this provision takes effect.

Section 10.06 - Relation to Articles of incorporation

These Bylaws are subject to and governed by the
Articles of Incorporation.