

BYLAWS OF
THURSTON COUNTY YOUTH SOCCER ASSOCIATION

ARTICLE 1. AFFILIATION

Thurston County Youth Soccer Association (hereinafter TCYSA or the Association) shall be affiliated with, and shall operate under the authority of, the Washington State Youth Soccer Association (hereinafter Washington Youth Soccer) as a Member Association as defined and set forth in the Washington Youth Soccer Bylaws. As a Member Association of Washington Youth Soccer, TCYSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Associations.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

2.1 Geography of Operations.

TCYSA geography of operations shall consist primarily of Thurston County, Washington.

2.2 Offices.

The principal office of TCYSA shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors (hereinafter Board) 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

3.1 General

The membership of TCYSA (hereinafter “Member Clubs”) shall consist of clubs primarily engaged in providing youth soccer opportunities within Thurston County, Washington. Each member club must agree to be bound by the bylaws, procedures and rules of Washington Youth Soccer and TCYSA. All Member Clubs, Executive Officers, and Board Members shall support and promote the mission, purpose, and activities of the Thurston County Youth Soccer Association.

3.1.1 The relationship between and amongst Member Clubs shall follow the letter and the spirit of these Bylaws and any other defining relationship document(s) as approved by the TCYSA board or its committees, including, but not limited to, the RCL Addendum, Codes of Ethics, rules governing participation in competition, and disciplinary decisions.

3.1.2 TCYSA shall not admit any club subject to suspension under the bylaws of the Washington Youth Soccer or under the bylaws of the USSF.

3.1.3 TCYSA and its Member Clubs will not discriminate against any individual, including but not limited to discrimination on the basis of race, color, religion, age, gender, sexual orientation, gender identification or national origin.

3.1.4 No Member Clubs of TCYSA, or individuals associated with such Member Clubs, shall at any time act on behalf of TCYSA, or utilize TCYSA resources to secure an advantage for another organization or for their own personal or business gain absent explicit approval from the TCYSA Board. Any individual acting on behalf of TCYSA, or utilizing TCYSA resources, shall possess an affirmative obligation to disclose any potential conflict of interest. TCYSA shall take all steps necessary to eliminate and/or mitigate any conflict of interest. Any conflict of interest shall be declared in a disclosure statement to the Board, either voluntarily or upon the request of the Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

3.2 Jurisdiction.

TCYSA shall have jurisdiction over its Member Clubs, as well as all individuals, coaches, administrators and teams of any Member Club. Any team from a non-member club shall also be subject to jurisdiction of TCYSA upon participation in a TCYSA league.

3.3 Admission as a Member.

These bylaws will apply to all current and future Member Clubs of TCYSA. The current Member Clubs are Blackhills Football Club, Chinqually Booster Soccer Club, Olympia United Soccer Club, Prairie Soccer Club, Rochester Youth Soccer Club, Tenino Youth Soccer Club and Tumwater Soccer Club. Any club desiring to apply to become a Member Club of TCYSA shall agree to adhere to the TCYSA bylaws in effect at the time and follow the requirements set forth by TCYSA in its application policies.

3.4 Continuation of Membership.

3.4.1 All Member Clubs shall be entitled to all rights of membership under the TCYSA Bylaws, except that TCYSA shall have the ability to suspend said rights with due process pursuant to Article 3.5.

3.4.2 Each Member Club shall:

- (a) Upon obtaining membership, provide to TCYSA copies of the Member Club's articles of incorporation (if applicable), bylaws and other governing documents, and

(b) Submit proposed changes to any such documents to TCYSA for review at least 30 days prior to adoption of any such changes.

3.4.3 TCYSA shall coordinate the running of spring, summer and fall soccer seasons for the benefit of the TCYSA member clubs. At the sole discretion of TCYSA, other soccer leagues may be conducted. The Member Clubs shall pay for the actual costs of the TCYSA league. TCYSA may bill Member Clubs in advance. At the discretion of the TCYSA Board, any Member Club failing to meet any financial obligations may be denied the opportunity to register teams for any TCYSA league.

3.4.4 At its sole discretion, and under its own terms, TCYSA may allow teams from non-member clubs to play in the TCYSA leagues and shall bill teams from non-member clubs the costs, as established by TCYSA, associated with playing in the league.

3.5 Discontinuation of Membership.

3.5.1 Member Clubs failing or refusing to follow the TCYSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by TCYSA, or seriously damaging the interest of TCYSA, may be placed on probation, be suspended or be expelled. TCYSA may determine the appropriate remedies given the seriousness of the non-compliance, with the ultimate goal of bringing Member Clubs back into compliance in lieu of suspension or expulsion.

3.5.2 Upon any failure to comply with the membership requirements, a Member Club may, at the discretion of TCYSA, be placed on probation for a period not less than 30 days and not longer than 12 months. In the event any Member Club is placed on probation, TCYSA shall conduct a hearing within 30 days of providing notice of the probation, with the goal of determining what actions are necessary by the Member Club to come into compliance. In the event said club fails to come into compliance within the probationary period, TCYSA may extend the probationary period or take action to suspend membership privileges or expel the noncomplying club. During the probationary period the Member Club may not exercise its voting privileges as part of TCYSA.

3.5.3 Definition of Suspension and Expulsion. Suspension means the loss of voting rights and participation in any programs and benefits offered by TCYSA to its Member Clubs for a designated period of time. A Member Club does not pay any fees to TCYSA during the period of suspension. Expulsion means permanent loss of membership.

3.5.4 TCYSA may suspend or expel a Member Club only after a hearing at a TCYSA meeting, TCYSA will provide 14 days notice to the Member Club of the time and place of the hearing. The Member will have an opportunity to present evidence in support of the Member's position at the hearing.

3.5.5 A suspended Member Club may submit a written request for reinstatement. TCYSA shall consider the request and may reinstate the membership of a suspended Member Club on reasonable terms that the Board considers appropriate.

3.5.6 Notification of suspension or expulsion shall be made in writing and mailed and emailed to the subject club within 7 days of the actions taken.

3.5.7 Suspension or expulsion shall require a two-thirds (2/3) vote of the Directors present at a meeting of the TCYSA Board at which a quorum is present.

3.6 Jurisdiction of Member Clubs.

Under the direction of TCSYA, Member Clubs shall have responsibility to supervise all games of youth soccer involving properly registered teams, as well as associated activities, within their specific area of administrative government as approved by the TCYSA Board.

3.7 Responsibilities of Member Clubs.

Member Clubs shall be responsible for the conduct of players, parents, coaches, trainers, managers, administrators and officials of their entire membership, and shall take all reasonable measures to insure that no actions on or off the field bring disfavor upon TCYSA or Washington Youth Soccer.

3.8 Membership Conflict.

The articles of incorporation (if applicable), bylaws and governing documents of any Member Club shall not conflict with those of TCYSA or Washington Youth Soccer.

3.9 Member Club Representative

3.9.1 The Member Club Representative (hereinafter MCR) shall be an elected or appointed individual from each Member Club who will represent that Member Club and serve as a director on the Board of Directors of TCYSA at all TCYSA Board meetings. The MCR should be knowledgeable of the operations and policies of their Member Club's membership, with voting based on this knowledge, as well as be responsible to exercise the fiduciary duties of directors of nonprofit corporations in Washington State, including the duty of loyalty to the corporation.

3.9.2 The MCR shall attend all TCYSA meetings for discussion and voting on all matters for which the MCR is eligible to vote, as provided within these Bylaws.

ARTICLE 4. ANNUAL GENERAL MEETING

4.1 Annual General Meeting (AGM).

The AGM shall be held for the purpose of reporting on the past year’s activities, and electing the Executive Officers.

4.1.1 Date. The AGM shall take place during the first quarter of each fiscal year. Notification of and agenda for this meeting shall be mailed or emailed to Member Clubs and all members of the Board at least seven (7) days prior to the AGM date.

4.1.2 Voting. Each Board member shall have votes at the AGM and all other meetings of the Board per the following list:

- (a) Executive Officers shall have one vote each;
- (b) MCRs shall have votes based on the player registration of their Member Club. This determination shall be based on registered players of record for the prior Seasonal Year, per the following schedule:

Less than 500 players	one (1) vote
500-999 players	two (2) votes
1000 or more players	three (3) votes

- (c) The voting strength (including Executive Officers and MCRs) of any one club shall be limited to no more than 33% of the total eligible votes, provided there are at least three (3) or more clubs in the Association. For purposes of voting strength, Executive Officers of TCSYA who are Board members or employees of a Member Club shall count towards the 33% threshold.
- (d) For purposes of this section, “player” shall be defined as any individual who registers with the Member Club to participate in any soccer season. However, regardless for how many seasons or programs an individual registers, in no event shall any individual be counted as more than one player in any playing year in one club as defined by Washington Youth Soccer, which is currently September 1st through August 31st.

ARTICLE 5. BOARD OF DIRECTORS

5.1 Composition.

All governing authority shall lie with the Board of Directors (“Board”). The Board of Directors shall be comprised of the Executive Officers and Member Club Representatives.

5.2 General Powers.

All authority of TCYSA shall be vested in the Board unless otherwise specified in these Bylaws. The affairs of the corporation shall be managed by the Board.

5.3 Number.

The Board shall consist of one MCR per club and not less than five nor more than eight Executive Officers, the specific number to be set by resolution of the Board. The number of Executive Officers 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.

5.4 Qualifications.

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

5.5 Election of Executive Officers

5.5.1 Nominations by the Board: The Nominating Committee shall prepare a list of candidates to fill the open positions for the Executive Officers at the upcoming election. The list will endeavor to include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board. Nominations may be accepted during the AGM at the discretion of the Board.

5.5.2 Nominations by Member Clubs: Member Clubs may propose alternate names of candidates for open positions of the Executive Officers. Nominations made by Member Clubs shall meet the criteria prescribed for the Executive Officers by the Board. Any Member Club wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name and a statement of the nominee's qualifications at least 7 days prior to the AGM.

5.5.3 Diverse Representation: The Board shall make reasonable efforts to nominate candidates who fairly represent the diversity of the Member Clubs, and to avoid concentrations of representation from any one club.

5.5.4 Elections

5.5.4.1 Election of Executive Officers shall be held at the AGM. The Board shall elect the Executive Officers for the open positions each year.

5.5.4.2 Each Board Member may cast no more than his/her allotted votes for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available and in the order of the Executive Officer positions listed on the slate.

5.6 Term of Office.

Unless an Executive Officer dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later. An Executive Officer may hold a position no more than two (2) consecutive terms without vacating office for at least one year. The President may serve no more than two (2) terms. Terms shall be staggered so that approximately one half of the positions come up for election each year. The Board will decide the timing of reelection of any new Executive Officers created under Article 5.3. Executive Officers defined in these bylaws will be elected on odd and even years according to the following schedule:

President	Odd
Vice President	Even
Secretary	Even
Treasurer	Even (beginning 2024)
Director of Competition	Odd

The term of office shall begin the month after the election and run for two years. For example, if the election is held in May, the term of office shall begin on June 1 and continue until May 31 two years later.

5.7 Regular Meetings.

The President of the Board shall specify the date, time and place for the holding of regular meetings. Such date, time and place will be announced at the preceding regular meeting. No other notice of regular meetings will be required.

5.8 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by 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 within Thurston County 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 provided all persons participating in the meeting can hear each other at the same time and can provide input. Participation by such means shall constitute presence in person at a meeting.

5.10 Place of Meetings.

Meetings shall be held at a place within Thurston County designated by the Board, or by any persons entitled to call a meeting.

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 five (5) days before the meeting. Notices in writing may be delivered, mailed, or emailed 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.

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, which includes electronic communication, , 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 quorum for the AGM or any other Board Meeting shall consist of at least one half of the Executive Officers and either at least one half of the MCRs or at least three fifths of the total weighted votes of the MCRs. The voting power of Directors is provided in section 4.1.3 of these Bylaws.

5.14 Manner of Acting.

Any act which garners the majority of the votes as cast by the Directors present at a meeting at which there is a quorum shall be deemed 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 of all of the directors then in office setting forth the action is provided to the Secretary by email, by mail, by fax or by personal delivery. 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 email to the President, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.18 Removal.

At a meeting of the Board called expressly for that purpose, one or more directors may be removed from office, with or without cause, by two-thirds of the votes cast by directors then in office. A director may vote on such motion notwithstanding the fact that it relates to his/her position as a director.

5.19 Vacancies.

5.19.1 A vacancy in the position of Executive Officer may be filled by the affirmative vote of a majority of the remaining directors, even if it is 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. If a vacancy is an MCR position, the member club will appoint a replacement. The fact that a Member Club has not appointed a replacement, or an MCR fails to cast a vote for any measure, shall not prevent a vote from being taken provided there is a quorum present.

5.19.2 The Board may declare an Executive Officer position vacant after there have been 3 unexcused absences from regular Board meetings. The Board may appoint someone to fill the unexpired term of the vacant position at any regular meeting.

5.20 Compensation.

The directors shall receive no compensation for serving as a director but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation. Nothing herein shall preclude the Board from providing reasonable compensation to a director for services which are in addition to his or her service as a director.

5.21 Conflict of Interest.

The Board shall adopt the Washington Youth Soccer Conflict of Interest Policy that comports with applicable state and federal requirements. Each director agrees to abide by such policy, and disclose any conflict to the TCYSA Board. Each director shall, disclose any actual or potential conflicts that director may have.

5.22 Code of Ethics.

The Board shall adopt the Washington Youth Soccer Code of Ethics that comports with applicable state and federal requirements.

ARTICLE 6. EXECUTIVE OFFICERS

6.1 Number and Qualifications.

The Executive Officers shall be a President, a Vice President, a Secretary, a Treasurer, and a Director of Competition. 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. A maximum of two offices may be held by the same person, except the offices of President and Secretary, which may not be held by the same person. Any Executive Officer filling two executive roles will be limited to one vote at Board meetings and at the AGM. If an MCR is also filling an Executive role, their voting at the AGM will be limited to the votes they are entitled to as an MCR.

6.2 Election and Term of Office.

The Executive Officers shall be elected by the Board of Directors at the AGM as provided in Sections 5.5 and 5.6 of these Bylaws. Unless an Executive Officer dies, resigns, or is removed from office, he or she shall hold office until the AGM at which the Executive Officer position falls due for election under the two-year cycle or until his or her successor is elected, whichever comes later.

6.3 Resignation

Any Executive 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 President.

The President shall, subject to the Board's approval, supervise and control all of the assets, business and affairs of the corporation. The President shall prepare agendas and preside over meetings of TCYSA. In his/her capacity as Chair of the Board, the President shall vote only in the case of a tie. The President shall represent, or appoint a representative to represent, the Association at external meetings. The President shall also be the Washington Youth Soccer Member Association Representative (MAR), or appoint a representative, for WYS meetings and, subject to prior instruction by the Board where feasible, represent TCYSA on matters covered at such meetings. 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. The President will be an authorized signer on the bank account(s) of TCYSA.

6.5 Vice President.

In the event of the death of the President or his or her inability to attend meetings of the Board, 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 perform such other duties as from time to time may be assigned by the President or the Board. The Vice President will be an authorized signer on the bank account(s) of TCYSA.

6.6 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 and email address of each director; (e) sign with the President, or Treasurer or other Executive Officer authorized by 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.

6.7 Treasurer.

The Treasury function shall comply with the requirements of Washington Youth Soccer in order to adopt best practices and qualify for insurance coverage for losses. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with

such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies 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. The Treasurer will be an authorized signer on the bank account(s) of TCYSA.

6.8 Director of Competition.

The Director of Competition shall (a) lead and coordinate Association administered competitions, including leagues and tournaments; (b) track team performance in leagues and competitions to assess team strength and competitiveness; (c) make recommendations to the Board on the organization of league competition, including the creation of special divisions or mandating variations of FIFA laws of the game where local circumstances justify such variations; (d) acquire and manage the distribution of medals/trophies in TCYSA leagues where standings are kept and the Board approves the award of medals/trophies.

ARTICLE 7. COMMITTEES

7.1 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more directors. Such committees may have other members appointed by the Board who are not directors; however, such committee members shall not have a right to vote if the committee has the authority of the Directors in the management of the corporation delegated to it. 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 the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto

of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him or her by law.

7.2 Standing Committees.

7.2.1 The Board may establish the following governance committees as standing committees:

- (a) Disciplinary Committee
- (b) Nominating Committee
- (c) Audit Committee
- (d) Development Committee

7.3 Quorum; Manner of Acting.

A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

7.4 Resignation.

Any member of any committee may resign at any time by delivering written notice thereof to the President, 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.

7.5 Removal of Committee Member.

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

ARTICLE 8. ADMINISTRATIVE PROVISIONS

8.1 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, 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.

8.2 Fiscal Year.

The fiscal year of the TCYSA shall begin at 12:00 a.m. on March 1, and end at 11:59 p.m. on the last day of February of the following year.

8.3 Annual Review or Audit.

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

8.4 Rules of Procedure.

The rules of procedure at meetings of the Board and committees shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation or any resolution of the Board.

8.5 Insurance.

TCYSA shall provide Directors' and Officers' Liability Insurance covering Directors and Committee Chairs for performing acts and responsibilities directly related to TCYSA. All Board members will be RMA cleared.

ARTICLE 9. PAID POSITIONS

9.1 Positions.

The Association reserves the right to establish paid positions to meet the needs of the Association in accomplishing its goals and objectives. This may include, but is not limited to, an Association Manager, Bookkeeper, Registrar, and Director of Player Development. The Board of Directors must approve the establishment of each paid position and a description of the duties and responsibilities of the position. The Board of Directors has final approval of the hiring of the person to fill a position, and shall have the sole discretion to establish the level of compensation for each position.

9.2 Voting Rights.

Any person in a paid position shall be an independent contractor or an employee to the Association as determined by the Board and consistent with regulatory requirements. Any independent contractor or employee cannot be a voting member of the Association.

10 Washington Youth Soccer

10.1 TCYSA shall support and promote the mission, purpose, and activities of Washington Youth Soccer. Directors, officers, employees, volunteers and committee members shall not 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 Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

10.2 TCYSA commits as follows:

10.2.1 It is open to any youth soccer players, coaches, trainers, managers, administrators from member clubs not subject to suspension by USSF;

10.2.2 It provides and coordinates opportunities for every player within its geographic boundaries to participate in Washington Youth Soccer activities;

10.2.3 It acknowledges that the USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of said organization 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;

10.2.4 It provides 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 organization 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;

10.2.5 It provides for becoming and remaining a Member Association, which affiliation may be voluntarily modified or discontinued only by a majority vote of the members of TCYSA;

10.2.6 It shall be governed by, follow and enforce the Governing and Operating Documents of Washington Youth Soccer in the administration and conduct of youth soccer programs within its territory, 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;

10.2.7 It adopts Washington Youth Soccer Code of Ethics.

10.2.8 It 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.

10.2.9 It shall register annually with Washington Youth Soccer every player, coach, trainer, manager, administrator who is sponsored, financed, coached, organized or administered and who will be participating in Washington Youth Soccer activities, as required by USSF.

10.2.10 It shall 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 request and it shall make copies of those documents available to its members and maintain current versions of the document on its website.

Article 11. DISSOLUTION

If the Association is dissolved, all assets remaining after payment of debts will be divided amongst the Member Clubs in proportion to the number of individual players registered with those clubs in the playing year immediately preceding the year in which the dissolution occurs. To qualify for distributions under this provision, Member Clubs must be 501(c)(3) (or any successor provision) qualified, have been affiliated with the Association for at least three years immediately prior to the dissolution and satisfy the TCYSA Board that the assets will be used exclusively to accomplish the purposes for which TCYSA was organized. Member Clubs qualifying under this provision may decide not to take distributions as herein provided and to allocate the funds to the organization which succeeds to the responsibilities of this Association. Such decision must be unanimous, be approved by the boards of each of the individual clubs and be attested in writing by two officers of each club, one of whom is the President or Secretary. Any disputes regarding the distribution or valuation of assets will be referred to Washington Youth Soccer for arbitration.

Article 12. AMENDMENTS

Amendments to these bylaws may be affected only upon affirmative vote of a 60% majority of directors present at any Board Meeting at which there is a quorum. Any proposed amendment to these Bylaws must be submitted in writing to the Board and to all Member Clubs not later than thirty days (30) preceding the meeting at which the vote will be taken. Any case in which these Bylaws are in conflict, or become in conflict with the bylaws of Washington Youth Soccer, the latter shall take precedence and these Bylaws shall be amended no later than the next Annual General Meeting to eliminate the cause of conflict.

The foregoing Bylaws were adopted by the vote of a 60% majority of directors present at a meeting of the Board of Directors of TCYSA held on ___^{May 7}___, 2023.



Secretary