

# **Amended and Restated Bylaws of Snoqualmie Valley Youth Soccer Association**

**April 30, 2024**

**Amended October 13, 2025**

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# **Article 1. The Association**

## **1.1. Name**

The name of the corporation shall be Snoqualmie Valley Youth Soccer Association, hereinafter referred to as SnVYSA, a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code and existing under the laws of the State of Washington.

## **1.2. Affiliation**

SnVYSA is a member of Washington State Youth Soccer Association (“Washington Youth Soccer”), which in turn is a member of United States Soccer Federation (the “Federation” or “USSF”) and its affiliated entity, United States Youth Soccer Association (“US Youth Soccer”). To the extent allowed under applicable Washington law, the articles of incorporation, Bylaws, policies, and requirements of the Federation, US Youth Soccer, and Washington Youth Soccer shall prevail over any contrary provision in these Bylaws or any other SnVYSA rule, regulation, or policy.

## **1.3. Purpose**

The purpose of SnVYSA shall be as set forth in the Articles of Incorporation of SnVYSA, generally being:

- a) To develop and train players, coaches, and referees the game of soccer to focus on the youth of the communities we serve; and
- b) Model sportsmanship, physical fitness, and mental alertness to our youth through the playing of the game.

## **1.4. Function**

SnVYSA shall pursue its purpose by functioning as a coordinating and governing body for its members. To achieve this, SnVYSA shall endeavor to:

- a) Promote and further develop the game of youth soccer to the community and public in a positive manner.
- b) Represent SnVYSA and its purpose and functions in all matters of youth soccer as a member association of Washington Youth Soccer and its affiliated organizations.
- c) Provide supervised programs and camps and clinics to the youth of the communities we serve under nineteen (19) years of age to learn and play soccer.
- d) Keep participants and the public in the communities we serve informed about SnVYSA programs and activities.
- e) Create a Code of Conduct for SnVYSA that must be agreed to and adhered to by all

members with appropriate disciplinary procedures for noncompliance.

- f) Provide a qualitatively graded level of soccer competition within the area of jurisdiction of SnVYSA.
- g) Organize and govern SnVYSA level league play including tournaments and other competitive events.
- h) Coordinate and manage appropriate higher-level league play with other youth soccer associations and Washington Youth Soccer.
- i) Recruit and coordinate coaches, volunteers, and referees for the supervision, support, and management of SnVYSA level league teams.
- j) Organize, promote, and conduct coach, player, and referee development and training.
- k) Secure, prepare, and maintain SnVYSA community fields for its programs, camps and clinics, practices, and matches in coordination with field owners.
- l) Procure, distribute, maintain, and inventory equipment that is necessary to support teaching and playing the game of soccer.
- m) Prescribe and enforce consistent rules and procedures for team formation and playing of the game within SnVYSA jurisdiction, while adhering to the guiding principles and laws of FIFA, the Federation, US Youth Soccer, and Washington Youth Soccer.
- n) Raise money for SnVYSA through donations, volunteer hours, and other fundraising activities to support the funding of the purposes and functions of SnVYSA as defined by these Bylaws and the Board.
- o) Manage the operations and books and records of SnVYSA with integrity and appropriate standards of care.

## **1.5. Jurisdiction**

The geographical boundaries of SnVYSA are established by the Washington Youth Soccer Board. Any modifications, apportioning, or reapportioning of these geographical boundaries shall be the responsibility and authority of the Washington Youth Soccer Board. The geographical boundaries of SnVYSA coincide with the Riverview and Snoqualmie Valley School district boundaries and serve the players and families that either attend schools or live within these boundaries. SnVYSA has jurisdiction, control, and responsibility over its General Members for all organized youth soccer events and activities within their geographical boundaries.

## **1.6. Offices**

The principal office of SnVYSA shall be designated as P.O. Box 1435, North Bend, WA. 98045 within the State of Washington, or other such offices as the Board may designate, or as the business of the corporation may require from time to time. Any permanent change of address for the principal office shall be recorded as required by law.

## **Article 2. The Members**

### **2.1. Classes**

The Association shall have one class of members, “General Members”.

### **2.2. Qualification**

- a.) Without discrimination, every coach, manager, referee, administrator, player, parent or legal guardian of a player, or any other adult person participating and furthering the purpose and functions of SnVYSA and who is in good standing with SnVYSA shall be a “General Member” for the “Seasonal Year” (as established by Washington Youth Soccer) in which they participate.
- b.) General Members under the age of nineteen (19) years old shall have no rights, including voting rights, nor duties or obligations in the management or in the property of SnVYSA.
- c.) A person shall only count as a one (1) General Member regardless of the number of ways they may qualify.
- d.) General Members shall not be required to be affiliated with another organization to qualify as members of SnVYSA.

### **2.3. Good Standing**

An individual shall be in good standing with SnVYSA if they have met the following criteria:

- a) are current on all financial obligations incurred and due to SnVYSA.
- b) are clear of any suspensions, removals, or disciplinary actions by SnVYSA, Washington Youth Soccer or any of Washington Youth Soccer affiliated organizations.
- c) are in conformity with the Bylaws, rules, policies, and procedures of SnVYSA and the organizations SnVYSA is affiliated with.

### **2.4. General Membership Meetings**

A General Membership Meeting is any meeting of the General Members of SnVYSA, including Special General Membership Meetings. The President shall serve as the Chair of all General Membership Meetings and Special General Membership Meetings.

#### **2.4.1. Annual General Membership Meeting**



SnVYSA shall hold an Annual General Membership Meeting at the beginning of each fiscal year, at a time and place, either in person or remote, and determined by the Board for the purpose of conducting the following business:

- President's report on the condition of SnVYSA business.
- Treasurer's report on the financial statements and bank balances for the prior fiscal year.
- Approval of the prior fiscal year Annual General Membership Meeting minutes.
- Adoption of material Bylaw amendments or material amendments to the Articles of Incorporation, if any.
- Adoption of material financial expenditures, if any.
- Election of Directors.

a.) Notice of Annual General Membership Meetings

Notice of each General Membership Meeting shall be delivered personally, electronically, or by mail to each General Member at the last recorded address not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting, setting forth the place, date, and time of the meeting. Notice may be published online to the website and other social media platforms as available. In lieu of the above methods, notice may be given in such form as may be authorized by the General Members, from time to time, at a regularly convened General Membership Meeting.

2.4.2. Special General Membership Meetings

a.) Called by Board

Special General Membership Meetings of the General Members may be called at any time by the Board or by the President or Secretary at their discretion to address business that cannot be delayed until the next General Membership Meeting.

b.) Called by General Member

The President or Secretary shall call a Special General Membership Meeting if at least ten (10) General Members request a meeting and have provided the specific purpose in the request for such meeting. The meeting shall be called no later than ten (10) days after the request by the General Member(s) is received by the President or Secretary.

c.) Notice of Special General Membership Meetings

- i. Notice of a Special General Meeting shall be delivered personally, electronically, or by mail to each General Member at the last recorded address provided by such General Member not less than ten (10) days prior to the date of the meeting.
- ii. Notice of the meeting shall set forth the place, date, time, and purpose of the meeting.

- iii. Notice may be published online to the website and other social media platforms as available.
- iv. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting.

#### 2.4.3. Quorum

- a.) At any General or Special General Membership Meeting, a quorum of at least 10 General Members must be present to conduct business.
- b.) Absentee votes and proxy votes are not allowed.
- c.) If a quorum is not present, no business shall be conducted.

#### 2.4.4. Voting Rights

- a.) Only General Members or Directors shall be entitled to make motions and vote at General Membership Meetings.
- b.) Each General Member shall have one (1) vote, except for the President who shall only exercise his/her vote in the case of a tie.
- c.) A majority vote of the General Members present is necessary to carry a motion except for when voting on the following occurs:
  - i. Bylaws/Article of Incorporation  
Adoption of material Bylaw amendments or material changes to the Articles of Incorporation shall require a sixty percent majority vote of those General Members in attendance.
  - ii. Election of Directors  
If there shall be more candidates than open Director positions, the election shall take place by ballot. The ballots will be tallied by the Secretary and the candidate that receives the most votes for the open Director position will be elected. Any General Member may make a nomination from the floor of the meeting prior to the election.
  - iii. Financial Expenditures  
Adoption of material financial expenditures shall require a sixty percent majority vote of those General Members in attendance.

## Article 3. The Board

### 3.1. Board Members

The members of the Board of SnVYSA include six (6) Officer Directors and six (6) Non-  
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Officer Directors. The Board shall have no fewer than one (1) Board member and no more than twelve (12) Board members unless an increase is approved by the General Members as described in Article 3.4 (Number).

a.) Officer Directors:

- i.) President,
- ii.) Executive Vice President,
- iii.) Vice President of Development,
- iv.) Secretary,
- v.) Treasurer,
- vi.) Registrar & Scheduler

b.) Non-Officer Directors:

- i) Cascade FC Director of ~~Operations~~, Coaching
- ii) Carnation Club Representative,
- iii) Duvall Club Representative,
- iv) Fall City Club Representative,
- v) North Bend Club Representative,
- vi) Snoqualmie Club Representative,

### 3.2. Authority

The Board of Directors ("the Board") shall have all the rights, powers, privileges, and limitations of liability of Directors of a nonprofit corporation under the Non-Profit Corporation Act of Washington.

### 3.3. Duties and Powers

The Board shall be responsible for conducting the affairs of SnVYSA and have the following duties and powers to include, but not be limited to, the following:

- a) Bring any topic to the Board for discussion and decision. No Board member, by role, or position or any other capacity, shall have the power to stop a topic from being brought to the Board for discussion and decision.
- b) Appoint such standing committees as it shall determine appropriate and to delegate such duties and powers to them as the Board shall deem advisable and which it may properly delegate.
- c) Appoint Officers and prescribe the powers and duties of each.
- d) Fill vacant offices with new Officers.
- e) Adopt such rules and regulations for the conduct of its meetings and the management of SnVYSA programs as it may deem proper, provided such rules and regulations do not conflict with these Bylaws and any affiliated organizations.

- f) Discipline, suspend or remove any Director, Officer, Committee Member or General Member of SnVYSA according to Article 7.1 (Removals).
- g) Enforce these Bylaws, the rules and regulations adopted by the Board and any other policy, procedure, and or rule adopted by the Board.
- h) Approve the budget and any non-budgeted expenditures.

### **3.4. Number**

Each Director on the Board shall be General Members of SnVYSA. The number of Directors fixed at the Annual General Membership Meeting may be increased at any General Membership Meeting or Special Meetings of the General Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all General Members present. Directors are not required to be residents of the State of Washington.

### **3.5. Composition**

The Board shall be composed of those Directors that are elected by the General Members and any Directors as may be appointed by the Board to fill a vacancy pursuant to Article 7.3 (Vacant Offices) of these Bylaws.

### **3.6. Employed and Contracted Directors**

A Director of the Board may also be a paid employee and/or independent contractor responsible for non-Director duties with approval and a majority vote by the Board. However, the Director(s) that are being voted to be approved as a paid employee or independent contractor shall remove themselves from the vote to avoid a conflict of interest. An annual contract with SnVYSA shall be required to be signed by any employee or independent contractor outlining the term, duties, compensation, and benefits, if applicable which shall be reviewed and approved by the Executive Committee and then approved by the Board. Directors that are also paid as an employee or independent contractor are not compensated for their duties and responsibilities as a Board member.

### **3.7. Standard of Care**

Each Director shall perform their duties in good faith and in the manner such Director believes to be in the best interest of SnVYSA. Each Director shall exercise such care, including reasonable inquiry, as would as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

### **3.8. Election and Term of Directors**

Directors of the Board shall be elected at the Annual General Membership Meeting by the General Members and shall serve a term of one (1) year, unless a Director dies, resigns, or is removed or until their successor is elected, whichever is later. Directors shall commence their term of office immediately following the close of the Annual General Membership Meeting.

### **3.9. Board Meetings**

- a.) The Board shall conduct all affairs of SnVYSA at a meeting involving the Board and shall report to the General Members on a periodic basis. Any meeting of the Board may be in person or remote based on a decision by the Board.
- b.) The decision to allow a guest attendee or speaker that is not a Board member to attend a Board meeting shall be the decision of the Board.
- c.) The Secretary shall record, and make available to the public, the minutes of all meetings of the Board.
- d.) The President of the Board shall serve as the Chair and preside over all meetings.

#### **3.9.1. Monthly Board Meetings**

- e.) The Board shall meet monthly on a day and time set by the Board, as dictated by the needs of SnVYSA, and at the call of the President, or by a majority of the Board, unless otherwise established by majority vote, but no less than six (6) meetings a year.

#### **3.9.2. Annual Board Meetings**

The Board shall hold an Annual Board Meeting at the beginning of each fiscal year, at a time and place, either in person or remote, and determined by the Board for the purpose of conducting the following business:

- Approval of the prior month's meeting minutes.
- Treasurer's report on financial statements and bank balances.
- President report on the condition of the business.
- Board member reports.
- Review of end of season survey results.
- Goals and objectives for new fiscal year.
- Old Business and New Business
- Adoption of material Bylaw amendments or material amendments to the Articles of Incorporation, if any.
- Approve Budget for new fiscal year, if not approved in December of prior fiscal year.
- Appointment of Officers.

### 3.9.3. Special Board Meetings

Special Board Meetings may be called at any time by the President or Secretary at their discretion to address business that cannot be delayed until the next Board meeting or the Secretary at the request of three (3) Directors, shall issue a call for the Special Board Meeting. Notice of the Special Board Meeting shall include the purpose of the meeting. No business other than that specified in the notice of the meeting shall be transacted at any Special Board Meeting.

#### a.) Notice of Special Board Meetings

Notice of a Special Board Meeting shall be given by the President or Secretary personally, electronically, or by mail to each Director at least forty-eight hours (48) before the date appointed for the meeting to the last recorded address of each Director. Notice of the meeting shall set forth the place, date, time.

### 3.9.4. Conducting Board Business Without a Meeting

Time sensitive business matters that cannot wait until the next Board meeting may be handled in email if all the following conditions are met:

- a.) All Directors agree in advance to vote in this manner.
- b.) All Directors vote on the issues; and
- c.) The vote is unanimously approved by all Directors. If one Director votes “No” or does not vote, there is no action.
- d.) The vote must occur within 60 days of the first Director’s email consent. In no event may the period between the date of the first email consent by a Director and the date on which all Directors have executed their email consent be more than sixty (60) days.

The Secretary shall document the business conducted and whether the motion passed or not in the next scheduled Board meeting minutes.

### 3.9.5. Quorum

A quorum for any meeting of the Board shall consist of a majority of all the Directors on the Board. If a quorum is not present, no business shall be conducted.

### 3.9.6. Voting Rights

Only members of the Board may make motions and vote at a meeting of the Board. Each Director shall have one (1) vote, except for the President who shall only exercise his/her vote in the

case of a tie. A majority vote of the Directors in attendance is necessary to carry out a motion.

## Article 4. Executive Committee

### 4.1. Executive Committee Members

The Executive Committee Members shall include the following Directors:

- a.) President,
- b.) Executive Vice President,
- c.) Vice President of Development,
- d.) Secretary,
- e.) Treasurer,
- f.) Registrar & Scheduler,
- g.) Cascade FC Director of ~~Operations~~Coaching.

### 4.2. Authority

The Executive Committee shall demonstrate the same Standard of Care as the Board and shall have and may exercise all the authority of the Board in the management of the business affairs of SnVYSA, but in no event will the Executive Committee have authority over the Board.

### 4.3. Duties and Powers

The Executive Committee shall be responsible for managing the business affairs of SnVYSA to include but not be limited to those outlined below, except for those outlined in Article 5.2.1. (Exemption of Powers of Committees).

#### 4.3.1 Duties of the Executive Committee

- a.) Accountable to the Board.
- b.) Responsible for implementing the decisions of the Board.
- c.) Perform such other functions and duties as the Board may delegate from time to time.
- d.) Responsible for reviewing all sensitive matters associated with General Members and identifying the steps required to take to resolve the issue while keeping the Board informed and obtaining Board approval, if required.
- e.) Oversee the strategic planning and decision-making activities of SnVYSA.
- f.) Conduct thoughtful research on new strategies and investments to mitigate risks and liabilities to SnVYSA.
- g.) Ensure the strategies and plans of SnVYSA are implemented and followed.

- h.) Manage the financial budgeting and major financial investment decisions to ensure SnVYSA has enough financial resources to meet its goals.
- i.) Manage and oversee human resource decisions and conformity with regulations.
- j.) Manage and coordinate any agent relationships required to implement goals, strategies, and regulations for SnVYSA.
- k.) Manage Committees and Advisory Councils as deemed appropriate by the Board where there is no conflict of interest.

#### **4.4. Number**

The Executive Committee shall have no fewer than three (3) members and no more than seven (7) members, one whom shall include the President.

#### **4.5. Composition**

The Executive Committee members must be composed of Directors of SnVYSA.

#### **4.6. Executive Committee Meetings**

The Executive Committee is authorized to meet and act between Board meetings either in person or remotely.

- a.) The Executive Committee shall set a day and time to meet, either as dictated by the needs of SnVYSA and its Board and at the call of the President, or by a majority of the Executive Committee members, unless otherwise established by majority vote, but no less than three (3) meetings a year.
- b.) The Secretary shall record a summary of each meeting which may be kept confidential upon a motion approved by a majority of the Board.
- c.) The Executive Committee shall conduct all affairs authorized to meet and act on at a meeting involving the Executive Committee members.
- d.) The President of the Board shall serve as the Chair and preside over all Executive Committee Meetings.

##### **4.6.1. Quorum**

A quorum for any meeting of the Executive Committee shall consist of a majority of the total number of Executive Committee members for the transaction of business. If a quorum is not present, no business shall be conducted.

##### **4.6.2. Voting Rights**

The act of a majority of Executive Committee members present at any meeting at which there is

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a quorum shall be the act of the Executive Committee.

## **Article 5. Other Committees**

### **5.1. Authority**

The Board may, from time to time, designate one or more Committees to promote the purpose and execute the work of SnVYSA. Any Committee authorized to act on behalf of the Board shall be composed of all Directors. Committee work shall not be undertaken without the consent of the Board. The designation and appointment of any such Committee shall not operate to relieve the Board or any individual Officer of their responsibility imposed upon it, by law.

### **5.2. Duties and Powers**

The duties and powers of the Committees shall be determined at the time the Committee is created by decision and adoption of a majority vote of the Board then in office, provided a quorum is present. The President shall be an ex officio member of all Committees except the Nominating Committee, the Audit Committee and any other Committee the Board deems as a conflict of interest.

#### **5.2.1. Exemption of Powers of Committees**

No Committee, regardless of Board decision or appointment shall have the authority to do the following:

- a.) Approve of any action that, pursuant to applicable law, would also require an affirmative vote of the members of the Board if this were a membership vote.
- b.) Fill vacancies on, or remove the General Members, Board members, or any Committee that has the authority of the Board.
- c.) Fix compensation of the Directors or Officers, if applicable, serving the Board or on any Committee.
- d.) Amend or repeal the Article of Incorporation or Bylaws or adopt new Bylaws.
- e.) Amend or repeal any resolution of the Board that by its express terms is not amendable or repealable.
- f.) Appoint any other Committees of the Board or their members.

- g.) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of SnVYSA otherwise than in the usual and regular course of its business; or revoke any such plan.
- h.) Approve any self-dealing transaction except as provided pursuant to law.
- i.) Bind SnVYSA in a contract or agreement or expend funds, unless otherwise approved by the Board.

### **5.3. Number**

All Committees shall consist of at least two (2) or more Directors.

### **5.4. Meetings**

- a.) Each Committee shall set a day and time to meet, unless determined by decision of the Board.
- b.) Special meetings of committees may also be called by decision of the Board.
- c.) Notice of Special Committee Meetings shall be given to all Committee members, including alternates as applicable, who shall have the right to attend all meetings of the Committee.
- d.) Meetings shall be held for each Committee meeting and a summary of the meeting shall be filed with SnVYSA records by the Secretary.

#### **5.4.1. Plan of Work**

The goals and objectives, duties, timeline, budget, and deliverables, if applicable (Plan of Work) of any Standing Committees shall be defined in the formation of the Committee and the Director of each Committee shall present the Plan of Work to the Board for approval at a scheduled meeting.

#### **5.4.2. Quorum**

If the Plan of Work of the committee has been approved by the Board, any act taken on behalf of the Committee may be decided by a majority of the number of Committee members composing any Committee and constitute a quorum as long as the Director Chairing the Committee is present.

## **5.5. Standing Committees**

The Board shall designate Standing Committees to manage the ongoing duties and responsibilities of specific areas of the business that require continual oversight and management of from year to year.

### **5.5.1. Disciplinary Committee**

The Board shall appoint a Disciplinary Committee each year consisting of the Executive Vice President or designee as Chair and two (2) other Directors. The Committee shall also include other appointed Directors as the Board sees fit. The Committee shall conduct open hearings of original protests and allegations of competition related issues and administrative misconduct arising from events and activities within SnVYSA jurisdiction, following Washington Youth Soccer guidelines.

### **5.5.2. Nominating Committee**

The Board may appoint a Nominating Committee consisting of three (3) Directors and other appointed Directors as the Board sees fit to fill open Board positions. The President shall appoint the Chair of the Committee with Board approval. The President may not serve on this Committee as a Director or ex officio member. The Committee shall investigate, identify, recruit, interview, and recommend qualified candidates from the list of General Members of SnVYSA and submit a slate of candidates, with consent of the nominated, for election at the Annual General Membership Meeting. The Nominating Committee is not required for the Board to enlist qualified candidates; however, it provides the Board with dedicated Directors that will be responsible to ensure that qualified candidates are recruited for any open Director positions.

### **5.5.3. Bylaw and Governing Documents Committee**

The President may appoint a Bylaws and Governing Documents Committee consisting of at least two (2) Directors to periodically review SnVYSA Bylaws, policies and procedures, and rules and regulations. The purpose of this Committee is to ensure the Bylaws and governing documents are up to date and consistent among the various governance documents of SnVYSA and its affiliated organizations. The Director(s) will review the documents, identify any inconsistencies, and provide the recommended changes for presentation to the Board. This Committee may also be asked to review current best practices and governance trends and make recommendations on those that SnVYSA should consider adopting.

### **5.5.4. Audit Committee**

The Board may appoint an Audit Committee consisting of three (3) Directors that shall be financially literate. The Chair will be appointed by the Board. The President, Treasurer or signatories of checks are not eligible to serve on this Committee. The Committee will review SnVYSA books and records annually prior to the Annual General Membership Meeting and

attach a statement of its findings to the annual financial statement or the Treasurer may, if directed by the Board or General Members, secure the services of a Certified Public Accountant to accomplish such review.

#### 5.5.5. Fundraising and Sponsorship Committee

The Board may appoint a Fundraising Committee each year consisting of at least two (2) Directors and other appointed Directors as the Board sees fit. The President shall appoint the Chair of the Committee with Board approval. The Committee shall seek out opportunities for gaining corporate sponsors, philanthropists, and large donors, as well as other ways of generating funds for SnVYSA. This Committee shall also coordinate and organize any fundraising events for SnVYSA with the main goal of raising money for the corporation.

### 5.6. Advisory Councils and Non-Voting Board Members~~Advisory Councils~~

#### 5.6.1. Advisory Councils

The President may appoint, with approval by the Board, Advisory Councils from time to time to address a specific need and of a short duration. The person(s) appointed by President are not Directors and shall have no governance responsibilities and will be under guidance of the President or Executive Committee as approved by the Board. These Councils, although not Committees, shall be required to outline the duties, timeline, and Plan of Work in the creation of the Advisory Councils and shall be approved by the Board before any work may be undertaken.

#### 5.6.2. Non-Voting Board Members

- a) Appointment. The Board may appoint non-voting board members to provide expertise, advice, or stakeholder representation based on organizational needs.
- b) Board Meetings. Non-voting board members may attend Board meetings upon invite and participate in discussions but do not have any voting power or decision-making authority with regard to governance decisions. This shall be noted in the meeting minutes when non-voting board members are participating.
- c) Standard of Care. All non-voting board members must exercise the same Standard of Care and Confidentiality as voting board members as outlined in section 3.7 of these Bylaws and disclose any conflicts of interest by following the policies and procedures outlined in section 9.4 - Conflict of Interest.
- d) Term length. Non-voting board members shall be elected at the Annual Board Meeting and shall serve a term of one (1) year, unless a member dies, resigns, or is removed. Non-voting board members shall commence their term immediately following the close of the Annual Board Meeting.
- e) Removal: Procedures for removal will follow the procedures outlined in section 7.1-Removals.

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## Article 6. Officers

### 6.1. Officers and Duties

- a.) The elected Officers of any nonprofit corporation per Washington State Law consist of a minimum of four (4) Officers: President, Vice President, Secretary, and Treasurer.
- b.) The elected Officers of SnVYSA shall consist of six (6) Officers: President, Executive Vice President, VP Development, Secretary, Treasurer, and Registrar & Scheduler.

#### 6.1.1. President. The President shall:

- a) Serve as Chair of the General Membership, Board and Executive Committee meetings and attend and preside over all meetings.
- b) Conduct the affairs of SnVYSA subject to the control, advice and consent of the Board and Executive Committee and execute the policies and procedures established and approved by the Board.
- c) Represent, act, and speak for SnVYSA between meetings of the Board.
- d) Responsible for managing with input and guidance of the Executive Committee, personnel changes for employees or independent contractors for any reason with Board consent and approval.
- e) Present a report on the condition of SnVYSA at the Annual General Membership Meeting.
- f) Communicate to the Board and Executive Committee such matters as deemed appropriate and make suggestions to promote the welfare of SnVYSA.
- g) Be responsible for the conduct of SnVYSA in strict conformity to the policies, principles, rules, and regulations of Washington Youth Soccer and its affiliated organizations, as agreed to under the conditions of these Bylaws.
- h) Member Association Representative of SnVYSA for Washington Youth Soccer Council meetings with the authority to exercise voting rights for SnVYSA or power to designate voting responsibility to another Board member.
- i) Responsible for ensuring the other Officers, Directors, and Committee members perform their duties in a manner satisfactory to the General Members.
- j) Execute for/and in the name of SnVYSA all contracts or other legal documents of SnVYSA authorized by prior approval of the Board.
- k) Designate in writing other Officers, if necessary, to have the power to make and execute for/and in the name of the SnVYSA such contracts and leases they may receive, and which have had prior approval of the Board.
- l) Investigate complaints, irregularities, and conditions detrimental to SnVYSA and report thereon to the Executive Committee and Board as circumstances warrant.
- m) In collaboration with the Executive Committee and Treasurer, prepare and submit an annual budget to the Board and be responsible for the proper execution thereof once approved.

#### 6.1.2. Executive Vice President. The Executive Vice President shall:

- a.) Serve as a Director on the Executive Committee.

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- b.) Attend all General Membership, Board, and Executive Committee meetings.
- c.) Perform the duties of the President, in the absence, disability, or in the event his/her inability or refusal to act, provided he/she is authorized by the President or Board so to act.
- d.) When so acting, the Executive Vice President shall have all authority, powers, and restrictions of the President.
- e.) Serve as Chair of the Disciplinary Committee and represent SnVYSA as the Disciplinary Chair for all other league Disciplinary Committees.
- f.) Define and manage the grievance process for the SnVYSA Disciplinary Committee and ensure its conformity with Washington Youth Soccer and its affiliated organizations disciplinary policy and procedures.
- g.) Manage all recreational tournaments and recreational cups and serve as the SnVYSA representative for Washington Youth Soccer as it pertains to recreational league competition matters that arise.
- h.) Manage “Year of” awards for SnVYSA and facilitate and manage high school scholarships with the local high schools.
- i.) Perform such duties as are herein specifically set forth, in addition to such other duties as may be assigned by the President or Board.

6.1.3. Vice President Development. The Vice President of Development shall:

- a.) Serve as a Director on the Executive Committee.
- b.) Attend all General Membership, Board, and Executive meetings.
- c.) Perform the duties of the President in the absence of the President and Executive Vice President upon approval of the Board.
- d.) Promote, organize, and facilitate coach and player training for Recreational Programs collaborating with the Cascade FC Director of Coaching and Cascade FC Programs Director on the training curriculum, tools, and drills.
- e.) Promote, organize, and facilitate coach and player development for Recreational Programs collaborating with Club Reps, Coaches, and Cascade FC Director of Coaching to identify areas for development and mechanisms to put them into motion.
- f.) Identify and provide recommendations for improving Recreational Programs based on end of season survey feedback by players, parents, and coaches.
- g.) Liaison with Washington Youth Soccer Director of Coaching Education on Coach Training and Development Opportunities.
- h.) Collaborate with Club Reps on local training and recruitment of coaches for training.
- i.) Perform such duties as are herein specifically set forth, in addition to such other duties as may be assigned by the Board.

6.1.4. Secretary. The Secretary shall:

- a.) Serve as a Director on the Executive Committee.
- b.) Attend all General Membership, Board, and Executive Committee meetings or designate an alternate Board member to attend in their place and perform their duties.
- c.) Perform the duties of the President in the absence of the President, Executive Vice President, and Vice President of Development upon approval of the Board.
- d.) Schedule the time, place, or teleconference for all such meetings and give notices to members as required by these Bylaws.

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- e.) Keep an accurate account of all General, Board, and Executive Committee meetings.
- f.) Ensure timely submission of all meeting minutes for General Membership, Board, and Committee Meetings.
- g.) Keep a secure file in electronic format of all meeting minutes and correspondence.
- h.) Maintain a list of all General Members, Board members, Officers, and Committee Members and give notice of all meetings.
- i.) Notify Directors, Officers and Committee Members of their election or appointment.
- j.) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the President or Board.

6.1.5. Treasurer. The Treasurer shall:

- a.) Serve as a Director on the Executive Committee.
- b.) Attend all General Membership, Board, and Executive Committee Meetings.
- c.) Keep and maintain an accurate account of all properties and business transactions of SnVYSA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- d.) Receive all monies and securities of SnVYSA funds, and deposit receipts in its name in depositories approved by the Board.
- e.) Keep records for the receipt and disbursement of all monies and securities of SnVYSA, approve all payments from allotted funds and draw checks therefore in agreement with policies established and these Bylaws in advance of such actions by the Board.
- f.) From time to time, make funds available for disbursement as approved by the Board.
- g.) Prepare an annual budget and financial reports, under the direction and guidance of the Executive Committee, for submission and approval of the Board.
- h.) Prepare monthly financial reports for submission to the Board and at any other time that the President or Board shall require.
- i.) Keep accounts and books open for inspection by the President, Board, and any authorized General Member, auditor, or accountant.
- j.) Manage the timely filing of all required tax documents to Internal Revenue Service annually.
- k.) File the Annual Report to the State of Washington each year in a timely manner.
- l.) Manage vendor relationship for Payroll and execution and delivery of tax forms to employees and independent contractors.
- m.) Perform such other duties as are customarily incident to the Office of Treasurer or may be assigned by the President or Board.

6.1.6. Registrar & Scheduler. The Registrar & Scheduler shall:

- a.) Serve as a Director on the Executive Committee.
- b.) Attend all General Membership, Board, and Executive meetings.
- c.) Be responsible for the administrative tasks in the day-to-day operations of SnVYSA.
- d.) Be the first line of contact to all visitors, parents, and coaches on SnVYSA related questions delegating to proper authority as needed.
- e.) Communicate and manage the registration activities and processes of all SnVYSA members.

- f.) Responsible for building teams for Recreational program and rostering recreational players, coaches, and volunteers to teams.
- g.) Refer players to other neighboring associations when no team is available.
- h.) Manage, maintain, and verify “Risk Management” of all SnVYSA coaches and volunteers in the Washington Youth Soccer database.
- i.) Manage payment and refunds for recreational registrations and camps and clinics.
- j.) Manage and upload SnVYSA player, parent, and coach registration data to Washington Youth Soccer and process timely payment of player fees and RMA fees.
- k.) Schedule games and manage the creation and upload of accurate and timely recreational game schedules to the appropriate league and referee systems for various age divisions.
- l.) Coordinate with Facilities manager on available rented fields for home games.
- m.) Make updates to game schedules, as necessary.
- n.) Create photo rosters for league competitions.
- o.) Register U13-U19 teams for League WA with Washington Youth Soccer.
- p.) Coordinate with other associations and leagues on the accuracy and timeliness of game schedules for upper division teams (U11-U19) in external systems.
- q.) Provide reports to Club Reps to recruit coaches and Equipment manager for uniforms.
- r.) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Registrar & Scheduler or as may be assigned by the Board of Directors.

## **6.2. Appointment and Term of Officers**

- a.) The Board shall appoint the Officers at an Annual Board Meeting immediately following the close of the Annual General Membership Meeting.
- b.) If an Officer resigns or is removed, the appointment of Officers may be held at any regular Board meeting to complete the term of such Officer(s) where there is a quorum of Board members.
- c.) Appointed officers shall serve for a term of one (1) year or until the appointment and qualification of their successors. Appointed Officers shall commence their term of office immediately following the close of the Annual Board Meeting or any subsequent appointment.

## **6.3. Appointments of Other Officers**

The Board may appoint such other Officers as it may deem necessary or desirable to serve the needs and interests of SnVYSA and may prescribe the powers and duties of each. Appointed Officers shall have no vote on actions taken by the Board unless such individuals have been elected to the Board by the General Members or have been elected to fill a vacancy on the Board.



#### **6.4. Employed and Contracted Officers**

The Board may appoint one or more of its Officers as a paid employee and/or independent contractor with approval and a majority vote by the Board. Any office filled with a paid employee or independent contractor shall require an annual signed contract with SnVYSA outlining the term, duties, compensation, and benefits, if applicable, which shall be reviewed and approved by the Executive Committee and then approved by the Board.

#### **6.5. Dual Offices**

The same person may hold any two or more offices, except the offices of President and Secretary, according to Washington State Law. The Board shall assign any additional title to an Officer that they deem appropriate.

### **Article 7. Removal, Resignation and Vacancy**

#### **7.1. Removals**

##### **7.1.1. Removal of a Director, Officer, or Committee Member**

The Board may remove any Director, Officer, or Committee member with or without cause whenever, in its judgment it is in the best interest of SnVYSA. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any member who is unable to carry out the duties of their office for a period of ninety (90) days shall at the end of the ninetieth (90) day, automatically be removed from their office.

##### **a.) Notice to General Members of Removals of Directors**

Notice shall be given to the General Members of any meeting of Directors at which removal of a Director is to be considered, but in no event less than forty-eight (48) hours before the meeting. Such notice shall state that the purpose, or one of the purposes, of the meeting is the removal of a Director.

##### **7.1.2. Removal of a General Member**

The Board or through a duly appointed Committee shall have the authority to discipline or suspend or terminate the membership of any General Member when the conduct of such person is considered detrimental to the best interests of SnVYSA or Washington Youth Soccer. SnVYSA will provide prompt hearing and appeal procedures to guarantee the rights of its General Members. No General Member of SnVYSA may invoke the aid of the courts in the United States or of a State without first exhausting all available remedies within SnVYSA and its member organizations.

## **7.2. Resignation of a Person in Office**

### **7.2.1. Resignation of Directors and Officers**

Any Director or Officer may resign at any time by delivering notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If a resignation is made with a future effective date and the Board accepts the future effective date, then the Board may designate a successor before the effective date indicating that the successor shall not take office until that effective date.

### **7.2.2. Resignation of Committee Members**

Any member of a Committee may resign at any time by delivering written notice to the President, the Secretary, or the Chair of such Committee, or by giving oral or written notice at any meeting of such Committee. The resignation shall take effect at the time specified in the notice, or if the time is not specified, upon delivery of such notice. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified.

## **7.3. Vacant Offices**

The Board shall appoint a person to any office at any regular Board meeting or at any Special Board meeting that shall remain vacant or become vacant by reason of death, resignation, disqualification, removal, or otherwise, by a majority vote of the remaining Directors, even if they constitute less than a quorum, for the unexpired term called for that purpose. If a vacancy occurs in the office of the President, the following Officers will serve in priority order until a successor is elected and qualified by the Board 1) Executive Vice President; 2) Vice President of Development; 3) Secretary.

### **7.3.1. Transition**

Any person vacating their term of office is encouraged to assist their successors for a period not to exceed the remainder of the Seasonal Year or twelve months whichever comes first to assure a smooth transition unless the Board requires otherwise. All outgoing persons shall deliver to the President all official material within ten (10) days following the resignation, termination, or election and qualification of their successor.

# **Article 8. Finance and Administration**

## **8.1. Authority**

The Board shall have final authority and approval on all matters pertaining to the finances of SnVYSA.

## **8.2. Fiscal Year**

The fiscal year of SnVYSA shall begin on January 1 and shall end on December 31st.

## **8.3 Compensation for Services of elected Officers and Directors**

No Officer or Director of SnVYSA shall receive, directly or indirectly, any salary from SnVYSA for services rendered as an Officer or Director except when the compensation structure complies with Article 3.6 (Employed and Contracted Directors) and 6.4 (Employed and Contracted Officers), of these Bylaws. Nothing in these Bylaws shall be construed to preclude any Director or Officer from serving SnVYSA in any other capacity and receiving compensation for services rendered.

## **8.4 Books and Record Keeping**

### **8.4.1. Budget**

- a.) The Treasurer, with the input and guidance of the Executive Committee, shall prepare a proposed budget and fees for the next fiscal year and present the budget for adoption to the Board no later than the last Board meeting prior to the end of the fiscal year.
- b.) If the Board recommends revisions to the budget, the Treasurer shall prepare and present a revised budget for adoption by the Board prior to the Annual Board Meeting.
- c.) The Board shall have the authority to reallocate funds budgeted from one purpose to another purpose.
- d.) Unbudgeted expenditures shall only be allowed to be disbursed with prior approval of the Board.

### **8.4.2. Records**

Under Washington State law, a nonprofit corporation shall be required to keep correct and complete books and records of account and shall keep minutes of the proceedings of its General Members, Board, and Committees having any of the authority of the Board. SnVYSA shall keep, in a physical location and/or a secure online document storage facility, as may be designated by the Board, the following documents of record:

- a.) Current Articles of Incorporation, Bylaws, and recent Annual Report to the State.
- b.) Minutes of the meetings of the General Members and the Board, and any minutes of any Committee of the Board.

- c.) Statements of accounts and finances, audit reports, insurance policies, and tax returns.
- d.) List of Directors, Officers, and employees names, email addresses, and phone numbers.
- e.) A list of General Members, including name, address, email address,

#### 8.4.3. Inspection

- a.) A General Member, or his or her agent or attorney, may request to inspect the books and records that SnVYSA is required to maintain under the Washington State Legislature Nonprofit Act RCW 23.03A.210 if the General Member's demand is in good faith and for a proper purpose and the General Member delivers an executed notice to SnVYSA in form of a record at least five (5) business days before the date on which the General Member wishes to inspect the records. The inspection must be completed during regular business hours and at a reasonable location specified by SnVYSA.
- b.) If a request for a General Members list is received by the President, Secretary, or any Board member, within ten (10) days of receiving the request, SnVYSA shall deliver a reasonable offer for an alternative method of providing access to the list of General Members that accomplishes the proper purposes set forth in the request and shall relieve SnVYSA from making the list of General Members available.
- c.) SnVYSA may withhold from inspection those records outlined in Washington State Legislature Nonprofit Act RCW 23.03A.215.

#### 8.4.4. Audit

The corporation books of account shall be audited at least once a year and at any time there is a change in the office of the Treasurer. If an independent auditor is used, the independent auditor shall be named by the Board. 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.

### 8.5. **Deposits, Disbursements, and Loans**

#### 8.5.1. Deposits

The official depository or depositories of SnVYSA shall be determined by the Board and such balances of each shall be described in the monthly and annual financial statements. All monies received by the Treasurer and any monies received by an Officer, Director or Committee member shall be given to the Treasurer and deposited to the credit of SnVYSA.

#### 8.5.2. Disbursement of Funds

- a.) The Board shall NOT permit the disbursement of funds for any NON-SnVYSA conducted activities.
- b.) All disbursements shall be made by check. The only exception to this is when a specific

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expenditure requires payment by credit card. For any expenditure that requires payment to be made by credit card one of the following shall be required:

- i. The Treasurer shall provide payment directly to the vendor or
- ii. The Board shall authorize and approve one (1) additional Officer permission to use the credit card for payment in the name of SnVYSA to specific vendor(s) for approved amounts.
- iii. Any other form of payment must be approved by the Board.

c.) All expenditures shall be budgeted or have been authorized and approved by the Board before payment shall be made.

d.) All expenditures shall require a receipt and/or invoice for payment and kept with the financial records by the Treasurer.

#### 8.5.3. Signatories of Checks

a.) All checks shall require the signature of the Treasurer.

b.) In case of the inability of the Treasurer to sign checks to perform their functions, the Board shall designate one (1) other Officer from the Board who shall act as substitute signor and be provided signatory rights by the bank.

c.) Signatories that are approved by the Board, other than the Treasurer, shall be reviewed at the Annual Board meeting and denoted in the minutes of that meeting.

d.) No authorized signor shall sign a check payable to him or herself.

#### 8.5.4. Debts

In general, no loans shall be contracted on behalf of SnVYSA, and no evidence of indebtedness shall be issued in the name of SnVYSA unless authorized by the Board. If the Board shall authorize such loan, all notes and other evidence of indebtedness of the corporation shall be signed by the President and counter signed by any other designated Board member.

#### 8.5.5. Loans

No loans shall be made by, and no credit shall be extended by SnVYSA to its General Members, Officers, Directors, employees, or independent contractors.

### **8.6. Employees and Independent Contractors**

#### 8.6.1. Hiring

The Board may hire employees and independent contractors to assist in the operations of SnVYSA. The Board may designate powers of the Board, and of the various Officers, to employees and independent contractors provided such employees and independent contractors are supervised by the Board, and the various Officers, regarding the powers, and duties delegated to them.

#### 8.6.2. Contracts

Paid employee or independent contractor contracts shall be for a term of one (1) year and require an annual signed contract with SnVYSA outlining the term, duties, compensation, and benefits, if applicable, which shall be reviewed and approved by the Executive Committee and then approved by the Board. All contracts must be signed by the President to be executed.

#### 8.6.3. Supervision

##### a.) Employee or Independent Contractor is a Director or Officer

The President shall designate a Director to supervise any employee or independent contractor to whom powers of the Board may be delegated; and an Officer shall supervise an employee or independent contractor to whom the powers of that Officer have been delegated.

##### b.) Employee or Independent Contractor is NOT a Director or Officer

If an employee or independent contractor is hired to fill a role within SnVYSA such as coach, referee, field liner, or any other role that is not a Director or Officer of SnVYSA, the President shall designate a Director to supervise that employee or independent contractor.

##### c.) Responsibilities of Supervisor

The supervisor of any employee or independent contractor shall meet, personally, with said employee or independent contractor at least one (1) time per fiscal year for the purpose of reviewing the performance of said employee or independent contractor during the time since the last such review. Any issues with employees or independent contractors shall be reported by the supervisor to the Executive Committee President.

### 8.7 **Reimbursement of Expenses**

#### 8.7.1. General Expenses

##### a) Director or Officer

All reimbursement requests for reasonable business expenses incurred on behalf of a Director or Officer shall be accompanied by a receipt or invoice and submitted to the

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Treasurer within 60 days of expenditure or prior to the end of the fiscal year, whichever comes first. Any requests for reimbursement not submitted during this timeframe, unless previously approved, will be considered a donation to the general funds of SnVYSA. If the request for reimbursement is greater than one hundred fifty dollars (\$150.00), the request for reimbursement shall require prior written approval by the Board.

b) Employee or Independent Contractor

- c) An employee or independent contractor shall be reimbursed for reasonable business expenses they shall incur to perform the duties outlined in Exhibit A of their annual contract with SnVYSA. If such an expense in the request for reimbursement is not defined in Exhibit A of the contract, the request for reimbursement shall require prior written approval by the Board.

d) General Members

SnVYSA will not reimburse any General Member for any expense without prior written approval of the Board.

8.7.2. Coach and Referee License Fee Reimbursement

a.) Volunteer coaches and referees.

SnVYSA shall provide a full USSF license course fee reimbursement to any volunteer coach or referee who completes their USSF license course up to one hundred fifty dollars (\$150.00). Referees must also referee at least ten (10) games to be reimbursed.

- i. To be reimbursed, the volunteer coach or referee must provide a receipt of USSF license fees paid and a copy of the USSF certificate of license to the Treasurer.
- ii. USSF license fee amounts greater than one hundred fifty dollars (\$150.00) shall require approval by the Board.

b.) Employed Coaches

SnVYSA may provide a full or partial FIFA approved or USSF license course fee reimbursement to employed coaches to support the development and growth of qualified coaches of SnVYSA. To qualify for such reimbursement, the coach must meet the following criteria:

- i. Must be in good standing with SnVYSA.
- ii. Must commit to coach for SnVYSA for at least one (1) full Seasonal Year after completing the license course.

The coach will be reimbursed by the Treasurer upon receipt of the paid FIFA approved or USSF license course fees, and receipt of any travel expenses, if applicable, and the license certificate as proof of completion.

After the coach has been reimbursed by SnVYSA, if the coach or the Board terminates their contract for any reason, prior to the coach completing the FIFA approved or USSF license course, the coach will be required to reimburse SnVYSA for the full license course fee amount, including any travel expenses, if applicable.

If the Treasurer has not received the amount to be reimbursed to SnVYSA from the coach prior to the coaches' termination date, the Treasurer will deduct the amount due to SnVYSA from the coaches last paycheck.

## **8.8. Contributions and Corporate Sponsorships**

### **a.) Contributions**

The monies deposited to SnVYSA accounts are for SnVYSA conducted activities. The Board will not permit any monies of SnVYSA or property of SnVYSA to be contributed to individual soccer teams of SnVYSA. In lieu of, the Board shall allow fundraising of general funds for the common treasury of SnVYSA. No fundraising activities may take place in the name of SnVYSA without the prior approval of the Board.

### **b.) Corporate Sponsorships**

All requests by a sponsor to sponsor their name on SnVYSA apparel, materials, website, or any other SnVYSA property shall require the prior written approval of the Board. Any sponsor who is paying SnVYSA to use their name in return for SnVYSA benefits shall require a signed Sponsorship Agreement with SnVYSA signed by the President.

## **8.9. Contracts**

Financial obligations and contracts in the name of SnVYSA, except such as are necessary to the routine budget activities, shall be incurred only by the authority of the Executive Committee and approved by the Board. All contracts shall be signed by the President or the Executive Vice President in the absence of President.

## **8.10. Insurance**

SnVYSA shall provide the Officers and Directors with Liability Insurance covering them for performing acts and responsibilities directly related to the corporation.



## Article 9. General Provisions

### 9.1. Administrative Authority

The Board shall be bound and organized by its Bylaws and Policies, Procedures, and Rules it deems necessary to interpret, clarify, and further define these Bylaws or any other rule, policy, or procedure unless superseded by the Bylaws, Policies, Procedures and Rules of Washington Youth Soccer, US Youth Soccer, and US Soccer Federation, whichever organization is the authority.

### 9.2. Dissolution

The properties and assets of SnVYSA are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of SnVYSA on dissolution or otherwise, shall inure to the benefit of any person or any member or Officer of SnVYSA. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

### 9.3. Indemnification of Officers and Committee Members

Up to the fullest extent permitted by law, SnVYSA may indemnify its Officers, Directors, employees, and agents against personal liability for acts and omissions on behalf of the corporation. The corporation may purchase and maintain insurance, at its expense, to protect itself and any person (including a person's personal representative) who is or was an Officer, Director, employee, or agent of the corporation against expense, liability, or loss.

### 9.4. Conflict of Interest

- a.) No General Member, Director, Office, Committee member, employee, or independent contractor of SnVYSA shall engage themselves in a position or function to gain an unfair advantage for their personal gain.
- b.) Participation in activities which are illegal; impair or interfere with the conscientious performance of activities; involve misuse of influence, facilities, or other resources; or reflects discredit upon the good name and reputation of SnVYSA, shall be construed as conflict of interest.
- c.) The Board will adopt a Conflict-of-Interest Policy that requires Directors, Officers, Committee members, employees, and independent contractors to sign a Conflict-of-Interest Disclosure Form annually acknowledging the policy and any actual or potential

conflicts they may have. [Amended 2-23-2025]

## **9.5. Notice**

- a.) If notice is required to be given to any Board member or General Member under the provisions of these Bylaws is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to such member at his or her mailing address as it appears on the records of SnVYSA with postage thereon prepaid.
- b.) If notice is sent to a Board member or General Member by electronic mail, the notice shall be deemed effective when sent to the electronic mailing address last provided by such member.
- c.) Whenever any notice is required to be given to any member of the Board or General Member under the provisions of these Bylaws, A General Member may waive such notice no more than sixty days before or sixty days after the date and time stated in the notice or of the meeting or action. The waiver must be in the form of a record, be executed by the General Member entitled to the notice and be delivered to the SnVYSA Secretary either by postal mail or electronically by email for inclusion in the minutes or filing with the corporate records.

## **9.6. Remote Meetings**

Any General Membership Meeting, Board Meeting, or Committee Meeting may be held remotely by phone or video conference as the Board may determine. Notice of the remote meeting must be delivered to each General Member or Director by a means which they have authorized and provide complete instructions for participating in the meeting by remote communication.

## **9.7. Rules of Order**

Robert's Rules of Order shall govern the proceedings of all SnVYSA meetings.

## **9.8. Bylaw Review**

The Board or the Bylaw and Governing Documents Committee, as designated by the Board, shall review these Bylaws and other Governing Documents annually no later than the end of the fiscal year to determine if any revisions are required. Any recommended revisions shall be presented to the Board for approval prior to the Annual General Membership Meeting. Material amendments, alterations or restatements of these Bylaws or Articles of Incorporation shall require vote and approval by the General Members.

# **Article 10. Amendment and Adoption of Bylaws**

These Bylaws may be amended, repealed, and altered in whole or in part, if in conformity with the Laws of Washington State, at any time by a vote of not less than sixty percent of the Directors in office, however, no such action shall be effective to accomplish any amendments until ratified by the General Members. Such ratification may be considered by the General Members at any meeting of the General Members but only if the email notice of the meeting (in accordance with the proper advance notice policies as outlined in Article 2.4.1.a includes a statement that a proposed amendment is a) included in or with the notice; or b) posted on the SnVYSA website. The Bylaw changes shall be ratified upon an affirmative vote of not less than sixty percent of the number of General Members present when the vote is taken. There shall be no absentee or proxy votes.

I HEREBY CERTIFY AS SECRETARY OF THE SnVYSA BOARD THAT SnVYSA ADOPTED THESE AMENDED AND RESTATED BYLAWS AT A SPECIAL GENERAL MEMBERSHIP MEETING.

Adopted by resolution of the Board of Directors and General Membership on [DATE]

NAME: Doug McClintic

TITLE: Secretary

SIGNATURE: