

**AMENDED AND RESTATED BYLAWS OF  
HARBOR SOCCER CLUB**



**Presented and Amended at the Annual General Meeting December 7, 2023**

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## **Article I. NAME AND OFFICES**

1.01 This organization shall be known as the Harbor Soccer Club, thereafter referred to as “HSC” or the “Club.”

1.02 The principal office of the Club in the State of Washington shall be in the County of Pierce. The principal mailing address of the Club is P.O. Box 1123 Gig Harbor, WA 98335. The Club may have such other offices or mailing addresses as the Board of Directors may determine or as the affairs of the Club may require from time to time.

## **Article II. AFFILIATION**

2.01 The Club shall be affiliated with Washington Youth Soccer (“WYS”) and an appropriate local association (“Association”)

## **Article III. CLUB COLORS AND LOGO**

3.01 The primary representative colors of the Club are Green, Black, and White.

3.02 No outside organization, business firm, or persons shall be allowed to use the HSC logo without express written approval of the Executive Board. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs, projects that are unsafe, discriminatory, or not in accordance with the fundamental policies outlined in the Club Bylaws.

## **Article IV. PURPOSE AND POWERS**

4.01 Purpose: The specific purpose of the Club is to be organized as a Washington nonprofit corporation to operate exclusively for charitable and educational purposes. More specifically, the purpose of the Club is:

- (a) To provide an organized soccer program for the character development of youth, to promote physical fitness, to educate players, coaches, and the public in the skills, techniques, and tactics of soccer, and to stimulate and expand public interest and understanding of soccer.
- (b) To encourage all individuals regardless of age, race, color, creed, religious, national origin, or economic status to participate in the programs, functions, and activities of the Club.
- (c) To do so by fielding and developing recreational and premier soccer teams for boys and girls aged U5-U19 in the partnering soccer associations.

4.02 Amateur Organization: The Club shall be an amateur organization. All Club players must be soccer amateurs as defined by the state, national, and international governing bodies of the sport.

4.03 Tax Exempt Status: This Club shall qualify as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The affairs of the Club shall be conducted in such manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax laws. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons. However, the Club shall be authorized and empowered to pay reasonable compensations for services rendered and may make payments and distributions in furtherance of the purposes set forth above.

4.04 Rules: The Club shall have authority to enact rules, policies, procedures, and regulations consistent with these Bylaws for the conduct of the operations of the Club. The Club may adopt team operating rules to be used by all teams.

## **Article V. MEMBERS**

5.01 Qualifications: The Members of the Club shall consist of the following:

- (a) Club Teams from the time they are established and registered with the Club at the completion of tryouts each year until the end of the WYS State Tournament for that team. As used in these Bylaws, "Club Teams" means all current HSC players, parents and/or legal guardians of current players in good standing.
- (b) Volunteer coaches in good standing.
- (c) The officers who comprise the Board of Directors of the Club.
- (d) Additional volunteers as defined in the bylaws or appointed by the Board of Directors of the Club.

5.02 Voting Qualifications: The voting Membership of the Club shall consist of the following:

- (a) A Member representative from each registered team as defined in 5.0.4. (d)
- (b) The officers who comprise the Board of Directors of the Club.
  - (i) *Voting members of the Board include elected positions and appointed directors.*
- (c) Additional volunteers as defined in the bylaws or serving through appointment by the Executive Board of the Club and specifically granted voting membership. Each qualified voting member shall be entitled to one (1) vote on each matter submitted to a vote at the General Meeting of the members.
- (d) A member is considered to be in good standing when the member is current in his or her financial obligations to the Club and is in compliance with the Club's articles of incorporation, bylaws, rules, policies and procedures.

5.03 Power of Members: The Members shall meet annually to elect the Directors of the Club and to take other actions scheduled for the annual meeting or as provided by law. All powers of the Club shall be vested in the Executive Board.

5.04 General Meeting (GM): With the exception of the meeting that will follow the adoption of these proposed Bylaws, a general meeting of the members shall be held each calendar year on such date and time at a location deemed appropriate by the Board of Directors. The GM shall be open to Members, coaches, trainers, employees, managers and administrators, parents and guardians, and players who have attained the age of 18, all who shall have a reasonable right to speak on issues presented for a vote to the Members. The GM will be held to:

- (a) Elect Members for open positions on the Executive Board of the Club;
- (b) Vote on the amendments to the Articles of Incorporation or Bylaws, if recommended by the Board of Directors or set forth in a written request signed by at least twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than twenty-one (21) days before the annual meeting.
- (c) Vote on any other business that is recommended by the Board of Directors or set forth in a written request signed by twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than twenty-one (21) days before the annual meeting.
- (d) Representation: The team manager, treasurer or volunteer coach shall be in attendance at the GM and shall serve as the Member representative. One vote is allocated to each team in attendance and should be cast by the Member representative on all matters of voting at the GM. If neither the team manager, team treasurer nor volunteer coach of the team is present as the Member representative, a parent or guardian of a player on the team may be appointed by the team manager or volunteer coach to serve as the Member representative of the team. In the absence of a Member representative for a Premier team, the Premier Coach of the team may represent the team as the voting Member. No Premier Coach may represent more than one team.
- (e) Quorum: To constitute a quorum for the transaction of business at any annual or special meeting of the Members, a simple majority of the Board of Directors and 30% of the Members in good standing must be present for the roll call.
- (f) Proxies shall not be recognized at any General Meeting, Board of Directors Meeting nor special meeting of the Board/Members.

## **Article VI. CALENDAR (only include tax year)**

6.01 Tax Year: Tax returns are filed based on the income and expenses for that calendar year.

## **Article VII. MEETINGS**

- 7.01 General Meeting: A General Meeting (GM) of the members shall be held a minimum of one time each calendar year on such date, time and location as may be determined by the Executive Board. The primary purpose of the GM will be to elect officers of the Club and vote on any proposed amendments to the Club's Articles of Incorporation or Bylaws. Minutes of General Membership meetings will be published on the Club website.
- 7.02 Board Meetings: The Executive Board of the Club will meet a minimum of twelve (12) times per calendar year for the purpose of conducting business and administering the affairs of the Club.
- 7.03 Special Meetings: Special Meetings of the Board of Directors may be called at the discretion of the President, three (3) or more Members of the Board of Directors or by 10% or more of the Members of the Club.
- 7.04 Notification: Advanced notification of meetings shall be provided such that a quorum can be constituted.
- 7.05 Rules of Procedure: The rules of procedure for all meetings will be the rules contained in Robert's Rules of Order on Parliamentary Procedure latest edition.

## **Article VIII. VOTING**

- 8.01 \*\*A portion of this section moved to 5.0.2 b(i) At the General Meeting of the Club each qualified voting member, as defined in Article V - Members, in good standing shall be entitled to one (1) vote.
- 8.02 For matters of the Club considered by the Board, voting by email or via teleconference may be conducted by Board Members using club specific email accounts, where the matter being considered was discussed and a motion to vote was indicated. Voting by email and/or teleconference shall be conducted as follows:
- (a) The matter to be voted on shall be communicated to all members of the Board or Committee for whom the matter is applicable, by a Board Member or the Committee Chair;
  - (b) Votes shall be submitted to, or recorded by, the Secretary as a reply to the email or teleconference communicating the matter to be voted upon;
  - (c) The secretary will tally the votes, report the results to the Board, with official documentation noted at the next meeting of the Board, with intent to be included in that meetings minutes, thus officially documenting the vote for the Club record.

## *QUORUM*

8.03 Board of Directors Meetings: A Quorum shall be constituted with a simple majority of voting members of the Board are present.

8.04 General Meetings: A Quorum shall be constituted with a simple majority of voting members of the Board are present and 30% or more of members in good standing are present.

## **Article IX. EXECUTIVE BOARD**

9.01 Purpose: The Executive Board shall be responsible for conducting the business and administering the affairs of the Club.

9.02 Number: The Executive Board of the Club (sometimes referred to as the “officers”) shall consist of a President, Vice President Administration/Treasurer, Vice President Operations, Secretary, Member at Large and Ex-Officio Member.

9.03 Election Procedure: The officers of the Club shall be elected by a simple majority of Members at the GM. Qualified members (See Article V) must be present to cast a vote. Nominations are open to club members that have indicated they will agree to accept if they are elected. Club employees are not eligible to serve as officers on the Executive Board.

9.04 Term of Office: Except for initial appointments, the term of office for each Executive Board position shall be two (2) years. The terms shall be staggered and positions will become open as follows:

(a) Odd years: President, , Secretary, Member at Large; and Even years: VP Operations, VP Administration.

(b) All outgoing officers shall assist their successor for a period of thirty (30) days to assure a smooth transition.

9.05 Vacancy: A vacancy existing by reason of the resignation, death, incapacity, or removal of an Executive Board member before the expiration of his or her term, shall be filled by election of the remaining Executive Board members. An Executive Board member selected to complete an unexpired term shall serve for the remainder of his or her predecessor’s term.

9.06 Resignation: Any officer may resign at any time by delivering written notice to the President or Secretary, or by giving oral notice at any meeting of the Executive Board.

9.07 Removal: Any Executive Board member may be removed from office, with or without cause, by affirmative vote of two thirds of the Executive Board members. Any officer who is absent without cause and no prior notice to the Secretary from three (3) consecutive Board meetings or being negligent in his or her duties to the Club, may be subject to removal by the Executive Board.

9.08 Conflict of Interest: Members are discouraged from pursuing any Executive Board position when member has a significant other and/or family member currently employed by the Club.

9.09 Other Agents: The Executive Board may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the tenure of the Board of Directors and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. Members of the Club's Technical Committee, who are not elected, shall serve as non-voting advisors to the Board of Directors.

## **Article X. OFFICERS**

10.01 President:

The President shall be the principal executive officer of the Club and shall supervise and control all the business and affairs of the Club and shall preside at membership meetings and all Executive Board meetings. In addition, but not be limited to, the President shall:

- (a) Represent the Club in all matters in regards to public relations with the local community.
- (b) Appoint persons to fill vacancies within the Club, subject to the approval of the Executive Board.
- (c) Appoint special committees and chairpersons, subject to the approval of the Executive Board.
- (d) Provide oversight for the General Manager/Technical Director in accordance with Board of Director directives.
- (e) Authorize an emergency expenditure of the Club's funds that is less than \$500.00.
- (f) Co-signs contracts or other financial instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws to some other officer or agent of the Club or shall be required by law to otherwise signed or executed.
- (g) Appoint and oversee Association representatives to attend Association monthly board meetings.



(h) Shall appoint, annually, the Ex-Officio Member.

#### 10.02 Vice President of Administration/Treasurer:

In the absence of the President or in the event of his resignation, death, disability or refusal to act, the Vice President of Administration/Treasurer shall perform the duties of the President. When so acting, the Vice President of Administration/Treasurer shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President of Administration/Treasurer shall assist the President from time to time as deemed necessary by the President. The duties of the Vice President of Administration/Treasurer shall include, but not be limited to:

- (a) Attend all Club meetings
- (b) Co-signs contracts or other financial instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws to some other officer or agent of the Club or shall be required by law to otherwise signed or executed.
- (c) Responsible for appointing Director of Business Development.
- (d) Work closely with Sponsor representatives for Club events.
- (e) Establish and oversee best practices regarding risk management.
- (f) Provide oversight for the Business Director in accordance with Board of Director directives.
- (g) Responsible for all field applications and contracts for training, game usage and all other Club events and responsible for the appointment of Games Scheduler.
- (h) Be responsible for oversight of correct and complete books and records of account with the aid of the Business Director, for all funds and securities of the Club.
- (i) Chair the budget committee meetings and oversee the preparation of the annual budget. The budget committee shall consist of the President, Secretary and other appointed Directors.
- (j) Primary Replacement of Secretary: In the event the Secretary unexpectedly cannot perform their duties, the VP of Administration/Treasurer will immediately assume the responsibilities of Secretary.

#### 10.03 Vice President of Operations:

The duties of the Vice President of Operations shall include, but not be limited to:

- (a) Attend all Board of Director meetings.
- (b) Within first 30 days of office, recruit and appoint the following positions: a Program Director for each of the Clubs' three recreational soccer programs and Coordinator of Discipline and Review. All appointments are subject to the approval of the Board. The VP of Operations is responsible for the management and oversight of these Directors/Coordinators and their respective duties.

- (c) Work closely with the Association VP of Operations and the Club's Vice President of Administration/Treasurer.
- (d) Responsible for appointment of the Coordinator of Referees.
- (e) Responsible for appointment of Harbor Soccer Club Referee Assignor.
- (f) Chair the Disciplinary and Review Committee and oversee its responsibilities and activities.
- (g) Coordinate with RCL & State Disciplinary Committees.
- (h) Primary Replacement of VP Admin: In the event the VP Admin cannot perform their duties, the VP Ops will immediately assume the responsibilities of VP Admin.

#### 10.04 Secretary:

The duties of the Secretary shall include, but not be limited to:

- (a) Attend all Club meetings and keep orderly minutes of all Club meetings.
- (b) Distribute meeting minutes to Executive Board and general membership in a timely manner.
- (c) Be custodian of the corporate records of the Club and, in that regard, shall be provided with a copy of all material contracts and agreements entered into by the Club.
- (d) Assume the duties of the President in the absence of the President, and Vice President of Administration.
- (e) Primary Replacement of VP of Operations: In the event the VP or Operations unexpectedly cannot perform their duties, the Secretary will immediately assume the responsibilities of VP of Operations.

#### 10.05 Member at Large:

The duties of the Member at Large shall include, but not be limited to:

- (f) Attend all Board of Director meetings.
- (g) Represent the general membership on issues of interest or concern, particularly those that arise outside of the Executive organizational structure.
- (h) Serve as Chair on committees and projects to further the goals of the Club as directed by the President.
- (i) Serve as the primary contact for the membership to convey their issues, needs, and interests to the Executive Board.
- (j) Liaise with club members and community members to help identify potential problems and opportunities for the Club.
- (k) Primary Replacement of Ex-Officio: In the event the Ex-Officio unexpectedly cannot perform their duties, the Member at Large will immediately assume the responsibilities of Ex-Officio.

#### 10.06 Ex-Officio Member:

The duties of the Ex-Officio Member shall include, but not be limited to:

- (l) Regularly attend Board of Director meetings, as determined by the President;
- (m) Serve as Chair on committees and projects to further the goals of the Club as directed by the President.
- (n) Advise the Board of Directors as applicable based on past service in the interest of providing additional continuity and breadth of experience to the Board of Directors.
- (o) Primary Replacement of Member-at-Large: In the event the Member at Large unexpectedly cannot perform their duties, the Ex-Officio will immediately assume the responsibilities Member at Large.

#### 10.07 Appointed positions:

As needed, the Executive Board of the Club shall appoint committee chairs.

10.08 Standing Committees and Appointed positions shall be as listed on the Club organizational chart and can be adjusted at any time by the Board of Directors:

#### 10.09 List of Executive Board, Directors, Coordinators and Appointed Positions:

- (a) President \*\*
- (b) Vice President of Administration/Treasurer\*
- (c) Secretary\*
- (d) Vice President of Operations\*
- (e) Member at Large\*
- (f) Ex-Officio Member\*
- (g) Micro Program Director \*
- (h) Small Sided Program Director\*
- (i) Assistant Small Sided Program Director\*
- (j) Club Program Director \*
- (k) Key Peninsula Program Director\*
- (l) Harbor Soccer Club Referee Assignor
- (m) Games Scheduler
- (n) Director of Business Development\*
- (o) Coordinator of Discipline and Review
- (p) Coordinator of Fields and Equipment
- (q) Coordinator of Referees

\*\*President only votes in case of a tie

\*Voting board member

#### 10.10 Organizational Chart (see Attachment 1)

## **Article XI. DISPUTE RESOLUTION**

11.01 The Club will provide equitable and prompt hearing of grievances by its Members, including grievances involving the right to participate in activities sponsored by the Club. Hearings must be requested in writing to the President.

11.02 No Member may invoke the aid of the courts in the United States of the State of Washington or any other State without first exhausting all available remedies within the United States Soccer Federation and its member organizations, as provided by the United States Soccer Federation Bylaws.

11.03 For a violation of 11.02, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its Members in defending each court action, including but not limited to court costs, attorney's fees, reasonable compensation for time spent by Members in responding to and defending against allegations the action, including responses to discovery and court appearances; travel expenses; and expenses for holding special board meetings necessitated by the court action.

## **Article XII. FINANCE**

12.01 Fiscal Year: The fiscal year of the Club shall be from January 1 to December 31, or such other fiscal year as may be determined by resolution adopted by the Executive Board.

12.02 Checks, Drafts: All checks, orders for the payment of money, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President or Treasurer.

12.03 Insurance: The Club may purchase and maintain insurance on behalf of itself or any person who is or was an Executive Board Member, officer or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

12.04 Logo Restrictions: The Club logo shall be protected by trademark regulations, and no outside organization, business or person shall be allowed to use the logo without the express written approval of the Executive Board. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs or projects that are unsafe, discriminatory, or inconsistent with the fundamental policies outlined in the Club Bylaws.

## **Article XIII. RULES OF PROCEDURE**

13.01 The rules of procedure at meetings of the Executive Board, meetings of the Members and committee meetings shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Executive Board.

#### **Article XIV. AMENDMENTS TO BYLAWS**

14.01 These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the Executive Board, except that the Executive Board may not amend or repeal any Bylaw that the Members have expressly provided, in amending or repealing such bylaw, may not be amended or repealed by the Executive Board. The Members may also alter, amend and repeal these bylaws or adopt new bylaws. All bylaws made and adopted by the Executive Board may be amended, repealed, altered or modified by the Members at the next annual meeting of Members following such action. Written notice of any alterations, amendments, or repeals must be submitted to the Executive Board thirty (30) days prior to the Annual General Meeting.

#### **Article XV. INDEMNIFICATION**

15.01 Each Director or Officer or Committee Member now or hereafter serving the Club and each person who at the request of or on behalf of the Club is now serving or hereafter serves as a trustee, Director or Officer of any other corporation, whether for profit or not for profit, and the respective heirs, executors and administrators of each of the shall be indemnified by the Club to the fullest extent provided by law against all costs, expenses, judgments, and liabilities, including attorney fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action suit, or proceeding, civil or criminal, in which he or she may be made a party by reason of his or her being or having been such Director or Officer of the Club at the time of such costs, expenses, judgments, and liabilities, provided that in his or her connection in his or her official capacity with the Club, he or she acted in good faith and in a manner reasonably believed not opposed to the interests of the Club, and in the case of criminal proceedings, he or she had no reasonable cause to believe in conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Club or had reasonable cause to believe his or her conduct was unlawful. The foregoing right shall not be exclusive of other rights to which such Directors or Officers may be entitled as a matter of law. The Executive Board will review the WYS insurance and determine that WYS insurance on behalf of any person who is or was a Director, Officer, Employee or agent against any liability arising out of his or her status as such, whether or not they would have the power to indemnify him or her against such liability is adequate. Such indemnification shall be governed and consistent with RCW 24.03.035 (14) and RCW 23A.08.025, as amended.

### **SECRETARY'S CERTIFICATION**

This is to certify that the foregoing Bylaws of the Harbor Soccer Club have been duly adopted by the current Members of the Club on December 7, 2023.

IN WITNESS WHEREOF, the undersigned, duly and acting Secretary of the Club, has signed this Certificate dated \_\_\_\_\_, 2023.

Jaime Castellanos (Secretary).