



BYLAWS
OF
ISSAQUAH FC

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ARTICLE I. GENERAL PROVISIONS

The following general provisions shall apply to Issaquah FC.

1.1 Definitions

In these Bylaws, the following terms have the meanings assigned below.

“**Board**” shall mean the Board of Directors of the Club.

“**Coach**” and “**Assistant Coach**” shall mean the Coach and Assistant Coach of a Team.

“**Club**” shall mean Issaquah FC, a nonprofit corporation organized under the laws of the State of Washington.

“**Club Officers**” shall consist of those individuals elected by the Board to those offices set forth in Article IV herein

“**Current Season**” shall run from August 1st through July 31st of each calendar year.

“**Directors**” shall consist of those individuals who serve on the Board.

“**EYSA**” shall mean the Eastside Youth Soccer Association or its successor organization. ESYA is affiliated with WSYSYA

“**Fiscal Year**” shall mean the period of twelve consecutive calendar months for the opening and settling of the Club’s fiscal accounts as determined the Board. Any changes in the Fiscal Year must be approved by the Board. The Fiscal Year is April 1st of each calendar year through March 31 of the next calendar year.

“**Team**” shall mean a team of youth soccer players formed by the Club for the Current Season.

“**WSYSYA**” shall mean the Washington State Youth Soccer Association or its successor organization.

1.2 Purpose

Issaquah FC is organized as a Washington nonprofit corporation, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, including, but not limited to: developing and promoting physical and mental fitness, sportsmanship, skill development, citizenship, and teamwork for the boys and girls of Issaquah, Washington and surrounding areas, under nineteen (19) years of age, through participation in the game of soccer.

1.3 Mission Statement

The mission of the Club is to provide the best soccer experience for the youth of our community.

1.4 Names

The corporate name of the Club, as filed with the Secretary of State of the State of Washington, is “Issaquah FC.” For purposes of carrying out its business, the Club may use its full corporate name and shortened or abbreviated versions thereof. The Club may use such trade names and abbreviations as may, from time to time, be adopted by the Board.

1.5 Jurisdiction

All players, coaches, managers, officials, referees, employees, volunteers, the relatives of any of them, sponsors, spectators, and any other interested persons, even if not Members, shall be subject to the jurisdiction of the Club when participating in, involved with, or present at any tournament, match, practice, program, or meeting organized by or affiliated with the Club.

The Club has been granted a charter (by its parent organization, EYSA) to operate in the geographic footprint of the Issaquah School District, and serves players and families in the cities of Issaquah, Sammamish and surrounding communities. As a chartered club of EYSA, the Club is bound by all the rules and procedures mandated by the EYSA.

1.6 Affiliations

The Club shall be affiliated with Eastside Youth Soccer Association, Washington State Youth Soccer Association District II, Washington State Youth Soccer Association, and United States Youth Soccer Association, which is affiliated with United States Soccer Federation. The Club shall not be affiliated with United States Club Soccer; however, the Club may sponsor individual select teams that register with United States Club Soccer and play in leagues sponsored by United States Club Soccer.

1.7 Exhaustion of Remedies Required

No Member or individual may invoke the aid of the courts of the United States or of Washington State without first exhausting all available remedies within the Club, EYSA, WSYSA and United States Soccer Federation.

ARTICLE II. MEMBERSHIP

Issaquah FC shall have two classes of Members: "General Members" and "Voting Members."

2.1 General Members

General Members of the Club are all persons who:

- (a) are in good standing with the Club; and
- (b) are at least one of the following:
 - (1) a registered player on any team or in any program sponsored by the Club, currently or within the prior twelve (12) month period;
 - (2) a parent or guardian of a registered player on any team or in any program sponsored by the Club, currently or within the prior twelve (12) month period;
 - (3) a registered head coach, assistant coach, or manager of a team sponsored by the Club; or
 - (4) an administrator, employee, referee, other official, or any other person who comes under the jurisdiction of the Club, supports the purposes of the Club, and agrees to adhere to the Articles of Incorporation, Bylaws, and any other rules, guidelines or policies of the Club.

2.1.1 Good Standing

A person shall be considered to be in good standing with the Club if:

- (a) they are current on any and all financial obligations they may have incurred with the Club; and
- (b) they have not been placed on probation with, suspended by, or expelled from the Club or any affiliated organization identified in Section 1.6 above.

2.1.2 Limitation on Membership

Regardless of the number of ways in which an individual person may qualify as a General Member of the Club, they shall count as only a single General Member.

2.2 Voting Members

Voting Members of the Club are General Members of the Club who are at least one of the following:

- (a) a registered head coach of a team sponsored by the Club, limited to one (1) per team; or
- (b) a Director of the Club.

2.3 Voting Rights

2.3.1 General Members

General Members of the Club who do not qualify as Voting Members of the Club shall have no right to vote on any issue that may be submitted to the Members or in any election of Directors.

2.3.2 Voting Members

Voting Members of the Club shall be entitled to vote on any issue submitted by the Board to the Members and shall be entitled to vote during elections of Directors. Regardless of the number of ways in which an individual person may qualify as a Voting Member, a single Voting Member holds only one vote.

- (a) Each Voting Member entitled to vote on an issue submitted to the Members may cast one vote upon each such issue so submitted and each time such issue is so submitted;
- (b) Each Voting Member entitled to vote during elections of Directors may cast one vote for each Director position to be filled during such elections. In the event subsequent rounds of voting are necessary to fill a Director position, each Voting Member shall be entitled to cast one vote during each subsequent round of voting.

2.4 Voting Procedures

Voting Members entitled to vote on an issue submitted to the Members or during the election of Directors may cast their vote personally.

Said vote shall be cast in the manner prescribed by the Board, whether the vote be written, by ballot, by roll call, orally, or by a show of hands. A Voting Member who is physically present at a duly convened meeting of the Club during which an issue is submitted to the Members, or a Director of the Club is to be elected, but who fails to cast a vote in the manner prescribed by the Board when called upon to do so, shall be considered to have abstained.

2.4.1 Appointment of Designee by Voting Member

A Voting Member who is the registered head coach of a team sponsored by the Club and who cannot be present at a duly convened meeting of the Members may appoint an individual from that team to serve as their designee for such meeting. Such Voting Member's designation must be in writing and signed by the Voting Member. If timely filed, an electronic signature, or an email originating from the Voting Member's email account as last registered with the Club, shall be sufficient evidence of the Voting Member's intent to appoint a designee. A duly appointed designee shall be considered a Voting Member for such meeting.

- (a) A Voting Member's appointment of a designee shall be filed with the Club's Secretary before or at the time the meeting is convened. A Voting Member's appointment bearing an electronic signature, or in the form of an email originating from the Voting Member's email account as last registered with the Club, shall be considered timely filed if the Club's Secretary receives the appointment no later than two (2) hours before the prescribed time for the meeting to convene.

(b) A Voting Member's appointment of the designee for a specific meeting shall remain valid and entitle the Voting Member's designee to vote at any subsequent reconvening of said meeting following adjournment unless the Voting Member revokes said appointment, in a writing, filed with the Club's Secretary prior to the time the vote has been cast. A Voting Member's appointment shall become immediately invalid upon the final adjournment of said meeting regardless of whether any vote has been cast.

ARTICLE III. DIRECTORS

A Board of Directors shall manage the affairs of the Club and report to the Members on a periodic basis.

3.1 Qualifications

All Directors shall be Members of the Club. The Board may prescribe additional qualifications for Directors through amendment of these Bylaws.

3.2 Number

The Board shall consist of a minimum of seven (7) and a maximum of seventeen (17) Directors. The minimum and maximum number of Directors may be changed by amendment to these Bylaws; however, a reduction in the minimum number of Directors shall not shorten the term of any incumbent Director.

3.3 Composition

The Board shall be composed of those Directors that are elected by the Voting Members of the Club, the immediate past President of the Club, and any Directors as may be appointed to fill a vacancy pursuant to section 6.3 of these Bylaws.

3.4 Powers

The Board shall have all lawful powers necessary to manage the affairs and operations of the Club, including, but not limited to, approval of an annual budget, filling vacancies on the Board, and establishment and enforcement of Bylaws, rules, guidelines, procedures and policies for the operation of the Club.

3.5 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 the Club. Each Director shall exercise such care, including reasonable inquiry, as would be used by an ordinarily prudent person in a similar position under similar circumstances.

3.6 Term of Office & Directors Elections

Beginning with the election of Directors in 2016, the term of office for Directors shall be two (2) years. Unless a Director sooner dies, resigns, or is removed, a Director's term of office shall be fixed at this term, except the immediate past President's term of office shall continue for so long as said Director remains the immediate past President.

Directors shall be elected by the Members at the annual Members meeting. Nominations may be made by a committee appointed by the President or by the Directors and may also be made by a Director, Officer or Member from the floor during the annual Members' meeting. If more persons are nominated than the number of Director spots to be filled, then there shall be one ballot and that number of persons which is equal to the number of directorships to be filled receiving the most votes shall be deemed to have been elected as the new Directors. Each Member shall be entitled to the number of votes equal to the number of Directors spots to be filled but may cast only one vote for any given candidate. If a

Member casts a ballot with more than one vote for any one or more persons, the Member's vote shall be counted only as one vote.

3.7 Board Committees

3.7.1 Executive Committee and Other Board Committees

The Club shall have an Executive Committee composed of the President, Vice President, Secretary and Treasurer. The Executive Committee shall have and exercise the authority of the Directors in the day-to-day management of the Club. The Board may, by resolution, establish other Board committees which shall have the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and which shall consist of two or more Directors. Neither the Executive Committee nor any other Board committee shall have any authority to amend, alter or repeal these Bylaws; to elect, appoint or remove any member of any other Committee, or any Director or Officer of the Club; to amend the Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize the sale, lease or exchange of all or substantially all the property and assets of the Club other than in the ordinary course of business; to authorize the voluntary dissolution of the Club or revoke proceedings therefor; to adopt a plan for the distribution of the assets of the Club; or to amend, alter or repeal any resolution of the Board which, by its terms, provides that it shall not be amended, altered or repealed by a committee.

3.7.2 Advisory Committees

The Board, by resolution adopted by a simple majority of the Directors, may establish other standing or ad hoc committees on such matters as charged by the Board. The members of such other committees shall be appointed by the President, subject to the approval of the Board, at least two (2) of whom shall be Directors. Other committees shall be dissolved at such time as may have been set forth at the time they were established or by the Board.

3.8 Voting Procedures

Each Director is entitled to vote on issues submitted by the Board.

3.8.1 Voting Personally

A Voting Director who is present at a duly convened meeting of the Board during which an issue is submitted to the Board, may cast their vote personally. A Director is present at a meeting of the Board if such Director participates in the meeting as provided in Section 6.2.6 of these Bylaws. Said vote shall be cast in the manner prescribed by the Board, orally, or by a show of hands. A Voting Director who is not present at a duly convened meeting of the Club, will not be allowed to cast a vote either by proxy or by email.

3.8.2 Email Voting

(a) Any voting action which may or must be taken at a meeting of the Board may be taken without such a meeting if the conditions in Section 5.2.8 of these Bylaws are met.

(b) If any voting action which may or must be taken at a meeting of the Board cannot be taken at a special or regular Board meeting or by unanimous consent as described in subsection (a) above, then the following procedure may be followed to reach a provisional action of the Board, which must be ratified by the Board at the next Board meeting in order to constitute a legal decision of the Board:

- 1) The action does not require more than a simple majority vote of the Directors;

2) An email is sent to all Directors by the President describing: The reason a provisional action must be taken by the Board prior to the next regularly scheduled Board meeting; in detail the proposed action and why its proponent believes the Board should approve it; the deadline for the Directors to submit their vote via email; and who the Directors should send their vote to;

3) Director votes by email shall be sent to the President, with a copy to all Directors. Verbal responses by any Director shall not be counted;

4) The voting period shall remain open for five (5) days, measured from the date and time that the President sent out the email. The President's act of sending the email shall be considered receipt of the email by each Director, unless the email address provided by a Director to the Secretary and included in the approved Board of Directors Directory was not used. In such event, the entire vote shall be null and the President must restart the entire voting process with the correct email. If such five (5) day period includes a regularly scheduled or special Board meeting, any email voting shall be null and void; The President may delegate tallying the votes to the Secretary, who shall also be responsible at all times for recording and documenting the vote in the minutes for the next Board meeting;

5) At the end of the five (5) day period, the President, or at the President's direction, the Secretary, shall count the votes. All quorum and majority requirements contained in these Bylaws shall apply the same to proposed acts submitted to the Directors for a vote via email as if the proposed act was submitted to the Directors for a vote during a regularly scheduled Board meeting. Upon tallying the votes, the President shall send out an email within a reasonable period of time notifying each Director of the results, including how each Director voted (or if the Director abstained or failed to reply);

6) Though not required, it is recommended that any email discussion amongst the Directors regarding the merits of the proposed act should be distributed by the sender to all Directors to assist each Director in making an informed decision; and

(c) Nothing contained in this section 3.8.2 shall be construed as authorizing email voting for any proposed act voted on during a regularly scheduled or special Board meeting.

ARTICLE IV. CLUB OFFICERS

The leadership of the Club shall be provided by the Directors of the Club, most of whom will assume specific Office roles.

4.1 Qualifications

All Club Officers shall be Members of the Club and Directors at the time of their election. The Board may prescribe additional qualifications for Club Officers through amendment of these Bylaws.

4.2 Number

The Club Officers shall be the President, one or more Vice Presidents, the Secretary, the Treasurer, Micro Coordinator, Rec Coordinator, Select Coordinator, Social/Marketing Coordinator, Equipment/Uniform Coordinator, Player/Coach Development Coordinator, and Referee Coordinator. Beyond the list of Club Officers, any remaining Directors may simply occupy a "Member at Large" seat – not all Directors must fill a specific Club Officer role. A single person may simultaneously hold two (2) or more Club Officer positions except a single person may not simultaneously hold any of the offices of President, Vice President, Treasurer and/or Secretary.

4.3 Alignment of Directors to Specific Officer Positions

In the first Board meeting following the Annual Meeting of Members, the first order of business by the Board will be to align the newly elected Directors to specific Club Officer positions and then have the Board vote to ratify the specific positions for the current term.

4.4 Term of Office

Beginning with the election of Directors in 2016, the term of office for Club Officers shall be two (2) years. At the first meeting of the Board thereafter, the Board shall pass a Resolution splitting, as evenly as possible, the Directors into two groups. One group shall vacate their offices in 2017, and the other group shall remain in office until 2018, so that approximately one-half (1/2) of the Directors are chosen every other year. No person may be elected to a single Club Officer position for more than three (3) consecutive two (2) year terms of office. Such person may then be re-elected to such Club Officer position after a period of at least 12-months.

4.5 Positions

The powers and duties of the Club Officers are as set forth herein. The following position descriptions are not intended to provide a detailed description of everything involved in said positions. Detailed descriptions of the following positions exist in other Internal Club documents.

4.5.1 President

The President shall be the chief executive officer of the Club and, subject to the Board's control, shall supervise and control all the assets, business and affairs of the Club. The President shall preside over meetings of the Members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Club or are required by law to be otherwise signed or executed by some other Officer or in some other manner. The President shall appoint the members of all Committees of the Board of Directors, subject to confirmation by the Board of Directors, except as may otherwise be provided in these Bylaws. In general, the President shall perform all duties incident to the office of President and such other duties as, from time to time, may be assigned to him or her by the Board. The President shall act as the representative of the Club to EYSA, provided that the President may appoint one or more alternates, from time to time, in accordance with the EYSA bylaws.

4.5.2 Vice President

(a) The Board may appoint one or more Vice Presidents by resolution of the Board. The Vice Presidents shall perform all duties incident to their office and such other duties as may, from time to time, be assigned by the President or the Board. The Vice Presidents shall have such titles and areas of functional responsibility as may be established, from time to time, by Resolution of the Board. The number of Vice Presidents may be increased or decreased by Resolution of the Board except that the number of Vice Presidents may not be reduced below the minimum number of one Vice President. Any reduction in the number of Vice Presidents shall not shorten the term of any incumbent Vice President. The Vice Presidents may have authority over functional areas including, but not limited to, being a liaison with Coaches, ensuring the availability of Coaches, ensuring the availability of fields and other necessities, ensuring fair competition, fostering coach and player development, marketing the Club and its programs, ensuring sanctioned matches have appropriate officials, and working with the registrar as may be necessary regarding the teams sponsored by the Club.

(b) In the event of the death or absence of the President or his or her inability to act, the Vice Presidents, in such order as may be designated by the Board, shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of, and subject to all the restrictions upon, the President.

4.5.3 Secretary

The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. The Secretary shall be the custodian of records for the Club. The Secretary shall ensure all notices are duly given in accordance with these Bylaws or as otherwise required by law. The Secretary shall keep or cause to be kept the minutes of meetings of the Members and the Board and any minutes that may be maintained by Committees of the Board, including providing copies of any such minutes to all Directors. The Secretary shall maintain a roster of Officers, Directors, and Voting Members, including their class, their physical address, and their email address. The Secretary shall sign deeds bonds, mortgages, and contracts, with the President or such other Officer as may be authorized by the President or the Board.

4.5.4 Treasurer

(a) The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club. The Treasurer shall receive and give receipts for monies due and payable to the Club from any source whatsoever, depositing all such monies in the name of the Club in banks, trust companies, or other depositories as may be selected by the Board. The Treasurer shall disburse all funds due, by check, as directed by the President, the Board, or as provided in the budget approved by the Board, and ensure any and all checks in excess of One Thousand Dollars (\$1,000.00) shall be signed by two Officers. The Treasurer shall prepare a budget for each fiscal year and present it to the Board for approval no later than sixty (60) days before the Club's fiscal year end. The Treasurer shall keep regular books of account and, as directed by the Board, render accountings of all transactions and the financial condition of the Club. The Treasurer shall ensure all tax returns and reports of the Club are prepared and timely filed.

(b) If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may require.

4.5.5 Micro Coordinator

The Micro Coordinator shall be responsible for organizing and dealing with all matters relating to the Club's Micro Program (U6 and U7 age groups).

4.5.6 Rec Coordinator

The Rec Coordinator shall be responsible for organizing and dealing with all matters relating to the Club's Recreational Program (U8 through U18).

4.5.7 Select Coordinator

The Select Coordinator shall be responsible for organizing and dealing with all matters relating to the Club's Select Program (U10 through U18).

4.5.8 Social/Marketing Coordinator

The Social/Marketing Coordinator shall be responsible for organizing and dealing with all matters relating to marketing of the Club, and social events.

4.5.9 Equipment/Uniform Coordinator

The Equipment/Uniform Coordinator shall be responsible for acquisition, maintenance, replacement and distribution of field equipment (such as, but not limited to, goal posts, nets, marking equipment and lining material) and Team equipment (such as, but not limited to, uniforms and balls).

4.5.10 Player/Coach Development Coordinator

The Player/Coach Development Coordinator shall be responsible for organizing and communicating availability of the Club's programs (clinics, seminars, courses, etc.) for the training and development of coaches and players.

4.5.11 Referee Coordinator

The Referee Coordinator shall assist in assigning referees from U-8 to U-12 to all home league games. The RC shall assist in mentoring and clinics.

4.6 Vacancies

Any vacancy in the office of a Club Officer, whether by death, resignation, removal, disqualification, creation of a new Club Officer position, or any other cause, may be filled by the Board, on an affirmative vote of the majority of the Directors then in office, for the unexpired term or for such other term as may be established by the Board.

ARTICLE V. MEETINGS

5.1 Meetings of the Members

5.1.1 Annual Meetings

The Club shall hold an Annual Meeting of the Members of the Club for the purpose of: electing Directors, reviewing the status of the Club in general and the successes of the fall season in specific, honoring the Coaches and Referees of the Year, and transacting such other business as may properly come before the meeting. The Annual Meeting shall be held in the month of November of each year at a date, time and place designated by the Board.

5.1.2 Special Meetings

The President, the Board, or not less than ten percent (10%) of the Voting Members may call special meetings of the Members for any purpose.

5.1.3 Place of Meetings

All meetings of the Members shall be held at such place as may be designated in the Notice thereof, or by a Waiver of Notice signed by all Voting Members entitled to vote at such meetings.

5.1.4 Notice of Meetings

(a) The President, the Secretary, or the Board shall cause written Notice of the Annual Meeting to be delivered to each Member entitled to notice of or to vote at the Annual Meeting, either personally, by mail, or by electronic mail, not less than fourteen (14) days or more than fifty (50) days before the Annual Meeting. Said Notice of Annual Meeting shall state the date, time and place of the Annual Meeting.

(b) The President, the Secretary, or the Board shall cause written Notice of a Special Meeting to be delivered to each Member entitled to notice of or to vote at a Special Meeting, either personally, by mail or by electronic mail, not less than ten (10) days or more than fifty (50) days before said Special Meeting. Said Notice

of Special Meeting shall state the date, time, place, of the Special Meeting and shall state the purpose or purposes for which the Special Meeting is called.

(c) Upon the written request of not less than ten percent (10%) of the Voting Members, it shall be the duty of the Secretary to cause written Notice of a Special Meeting to be delivered to each Member entitled to notice of or to vote at a Special Meeting, either personally, by mail or by electronic mail, not less than ten (10) days or more than fifty (50) days before said Special Meeting. Said Notice of Special Meeting shall state the date, time and place of the Special Meeting as the Secretary may fix and, if articulated in the written request, the purpose or purposes for which the Special Meeting is called. The Secretary shall issue such Notice of Special Meeting not less than ten (10) days after receipt of such written request. If the Secretary shall neglect or refuse to issue such notice, the Voting Members requesting a Special Meeting may do so and may fix the date, time and place for such Special Meeting.

(d) If any Notice called for in this section is mailed, said Notice shall be deemed delivered when deposited in the US Mail, postage pre-paid, properly addressed to a Member at their physical address last provided to the Club by the Member. If any Notice called for in this section is delivered via electronic mail, said Notice shall be deemed effective when transmitted to the electronic mail address last provided by the Member provided the Member has consented to Notice by electronic transmission in accordance with the provisions of the Washington Nonprofit Corporation Act, RCW 24.03.009.

5.1.5 Waiver of Notice

Whenever any Notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington law, a written Waiver of Notice, signed by the person or persons entitled to such notice, whether such Waiver of Notice is signed before or after the date of which the Member was to have received Notice, shall be deemed the equivalent of giving such notice.

5.1.6 Quorum

At all meetings of the Members, fifteen percent (15%) of the Voting Members, present at a meeting, shall constitute a quorum. Voting Members may, at their own expense, attend any meeting via teleconference, video conference, or other mode of communication that allows all persons participating in the meeting to hear each other at the same time, and such attendance shall constitute personal presence at the meeting. In the event there is less than a quorum, a simple majority of the Voting Members represented at the meeting may adjourn the meeting from time to time without further notice.

5.1.7 Manner of Acting

At all meetings of the Members, at which a quorum is present, a simple majority of the votes entitled to be cast by Voting Members present at the meeting shall be sufficient to take whatever action is then before the Members, unless a greater proportion is required by Washington law, the Articles of Incorporation, or these Bylaws.

5.1.8 Action without a Meeting

Any action that could be taken at a meeting of the Members may be taken without a meeting, provided all Voting Members entitled to vote on said action execute a written consent setting forth the specific action to be taken. Such consent may be executed in counterparts, each of which shall be considered an original, and all of which shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Members. For purposes of these Bylaws, "executed" means:

(a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

5.2 Meetings of the Board

5.2.1 Regular Meetings

The Board shall hold regular meetings at least once each month during the period from August 1 through November 30th of each calendar year, and no less than once every 2 months during the period from December 1st through July 31st.

5.2.2 Special Meetings

The President, the Secretary, or any three (3) Directors may call a special meeting of the Board for any purpose.

5.2.3 Place of Meetings

All meetings of the Board shall be held at such place as may be designated by the President, by the Secretary, by the Board, or by the Directors entitled to call a meeting of the Board.

5.2.4 Notice of Meetings

(a) Regular Meetings of the Board may be scheduled by a Resolution of the Board establishing the date, time and place of the Regular Meeting. The Resolution shall be deemed Notice of the Regular Meeting, and no further notice shall be required.

(b) Members of the Club shall be informed of scheduled Regular Meetings of the Board.

(c) The President, the Secretary, or the Directors calling a Special Meeting of the Board shall cause written Notice of a Special Meeting to be delivered to each Director, either personally, by mail or by electronic mail, not less than seven (7) days before said Special Meeting. Said Notice of Special Meeting shall state the date, time, place, of the Special Meeting and shall state the purpose or purposes for which the Special Meeting is called.

(d) If any Notice called for in this section is mailed, said Notice shall be deemed delivered when deposited in the US Mail, postage pre-paid, properly addressed to a Director at their physical address last provided to the Club by the Director. If any Notice called for in this section is delivered via electronic mail, said Notice shall be deemed effective when transmitted to the electronic mail address last provided by the Director provided the Director has consented to Notice by electronic transmission in accordance with the provisions of the Washington Nonprofit Corporation Act, RCW 24.03.009.

5.2.5 Waiver of Notice

Any Director who attends a meeting of the Board shall be deemed to have waived notice of said meeting, unless such Director attends the meeting for the sole purpose of objecting to the transaction of any business by the Board because the meeting has not been properly called or convened. Whenever notice of a meeting is required to be given to a Director, said Director may waive such notice, in writing, at any time before or after the meeting for which notice was required has been convened. A written Waiver of Notice shall be deemed the equivalent of having received timely notice.

5.2.6 Quorum

At all meetings of the Board, fifty percent (50%) of the Directors present at the meeting shall constitute a quorum for the transaction of business at any Board meeting. A Director may attend any meeting via

teleconference, video conference, or other mode of communication that allows all Directors participating in the meeting to hear each other at the same time, and such attendance shall constitute presence at the meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.2.7 Manner of Acting

At all meetings of the Board, at which a quorum is present, a simple majority of the votes entitled to be cast by the Directors present at such meeting shall be the action of the Board, unless a greater proportion is required by Washington law, the Articles of Incorporation, or these Bylaws. In the event a single person holds two (2) or more positions on the Board, such person shall have a total of one (1) vote to cast on any issue being considered by the Board. A Director who is present at a meeting of the Board shall be deemed to have assented to the action of the Board unless their dissension or abstention is noted in the Minutes, or said Director delivers written notice of their dissension or abstention to the Secretary prior to, or within twenty-four (24) hours of, the adjournment of the meeting. A Director who votes in favor of an action to be taken by the Board waives the right to dissent or abstain thereafter.

5.2.8 Action without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting, provided all Directors entitled to vote on said action execute a written consent setting forth the specific action to be taken. Such consent may be executed in counterparts, each of which shall be considered an original, and all of which shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board. For purposes of these Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

5.2.9 Meeting Minutes Request

The Board shall provide any member in good standing with minutes from any board meeting upon such member's request.

5.3 Meetings of Committees

5.3.1 Meetings

Committee meetings shall be called by the Chair of said committee.

5.3.2 Place and Time of Meetings

The Chair shall specify the date, time and place of any committee meeting at the time said meeting is called.

5.3.3 Notice of Meetings

Notice of committee meetings shall provide in the same manner as set forth in Section 5.2.4(c) and (d).

5.3.4 Quorum

At all meetings of a committee, fifty percent (50%) of the members of said committee shall constitute a quorum for the transaction of business. A committee member may attend any meeting via teleconference, video conference, or other mode of communication that allows all committee members participating in the meeting to hear each other at the same time, and such attendance shall constitute personal presence at the meeting. If a quorum is not present at a meeting, a majority of the committee members present may adjourn the meeting from time to time without further notice.

5.3.5 Manner of Acting

At all committee meetings, at which a quorum is present, a simple majority of the votes entitled to be cast by the committee members present at such meeting shall be the action of the committee.

ARTICLE VI. RESIGNATION, REMOVAL AND VACANCY

6.1 Resignation from Office

6.1.1 Resignation of Committee Members

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary, of the chair of such committee, or by providing written or oral notice at any meeting of such committee. Unless a later date is specified in the notice of resignation, any such resignation shall take effect at the time it is delivered. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary.

6.1.2 Resignation of Directors

Any Director may resign at any time by delivering written notice thereof to the President or the Secretary, or by providing written or oral notice at any meeting of the Board. Unless a later date is specified in the notice of resignation, any such resignation shall take effect at the time it is delivered. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary.

6.1.3 Resignation of Club Officers

Any Club Officer may resign at any time by delivering written notice thereof to the President or the Secretary, or by providing written or oral notice at any meeting of the Board. Unless a later date is specified in the notice of resignation, any such resignation shall take effect at the time it is delivered. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary.

6.2 Removal from Office

6.2.1 Removal of Committee Members

Any member of any committee, who has been appointed by the President and approved by the Board, may be removed from office, with or without cause, by a vote of a majority of the Directors then in office at a meeting of the Board.

6.2.2 Removal of Officers

At a Special Meeting of the Board called expressly for purposes of removing an Officer and at which a quorum is present, any Officer may be removed from office, with or without cause, by a majority vote of the Directors present at the Special Meeting.

6.2.3 Removal of Directors Elected by the Members

At a Special Meeting of the Members called expressly for the purposes of removing a Director elected by the Members and at which a quorum is present, any such Director may be removed from office, with or without cause, on an affirmative vote, of two-thirds (2/3) of all votes entitled to be cast by Voting Members present at said Special Meeting.

6.3 Vacancy

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

ARTICLE VII. FINANCE AND ADMINISTRATION

7.1 Compensation of Elected Officers and Directors

Club Officers and Directors shall receive no compensation for their service in such offices. The Club shall reimburse Club Officers and Directors for expenses incurred on behalf of the Club provided any such claim for reimbursement shall be supported by a receipt establishing the amount of the expenses incurred and provided any such claim for reimbursement in excess of Five Hundred Dollars (\$500.00) shall have been pre-approved by the President, or such other Club Officer as may be designated by the President from time to time.

7.2 Employees

7.2.1 Hiring Employees

The Board may hire employees to assist in the operations of the Club. The Board may delegate powers of the Board, and of the various Club Officers, to employees provided such employees are supervised by the Board, and the various Club Officers, in regard to the powers and duties delegated to them.

7.2.2 Employment at Will

Notwithstanding any other provision in the Articles of Incorporation, these Bylaws, or any other Rules, Policies or Guidelines of the Club, and to the fullest extent permitted by law, any employee hired by the Board shall be employed for an indefinite period of time and shall be employed at will.

7.2.3 Supervision

The President shall designate a Director to supervise any employee to whom powers of the Board may be delegated; and a Club Officer shall supervise an employee to whom powers of that Club Officer have been delegated. The supervisor of any employee shall meet, personally, with said employee at least one (1) time per calendar year for the purpose of reviewing the performance of said employee during the time since the last such review.

7.2.4 Compensation

The Board shall review the compensation of each employee of the Club on or about the anniversary of the hiring of said employee. The Board may review the compensation of an employee of the Club on a more frequent basis, at its discretion, or upon a request for such a review by an employee. The Board shall fix the rate of compensation of each employee on an hourly basis, on a per game/match basis, or on an annualized salary basis in accordance with applicable law. The Club shall reimburse employees for expenses incurred on behalf of the Club provided any such claim for reimbursement shall be supported by a receipt establishing the amount of the expenses incurred and provided any such claim for reimbursement in excess of One Hundred Dollars (\$100.00) shall have been pre-approved by the President, a Vice President or such other Club Officer as may be designated by the President from time to time.

7.2.5 Cessation of Employment

(a) An employee of the Club may end their employment with the Club, at any time, by tendering a written Notice of Resignation to the President, the Secretary, or the Director or Club Officer supervising them, or

by providing written or oral notice at any meeting of the Board or the Executive Committee. Unless a later date is specified in the notice of resignation, any such resignation shall take effect at the time it is delivered. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary.

(b) The Board may terminate the employment of any employee of the Club, at any time, with or without cause, except such termination may not violate the laws or public policy of the State of Washington.

7.3 Deposits, Expenditures, and Loans

7.3.1 Deposits

All funds of the Club, not otherwise employed, shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.

7.3.2 Expenditures

(a) All checks, drafts, or other orders for the payment of monies, notes or other evidence of indebtedness of \$100 or more issued in the name of the Club, not previously approved or budgeted must receive approval from the President, a Vice President, OR the Treasurer.

(b) All checks, drafts, or other orders for the payment of monies, notes or other evidence of indebtedness, including recurring expenses, exceeding \$3,000, even if budgeted, must receive approval from the President, a Vice President, OR the Treasurer.

(c) Authorized signers shall be only the President, the Treasurer and Bookkeeper.

(d) All authorized debit card users shall sign and adhere to the written debit card usage policy.

(e) All authorized credit card users shall sign and adhere to the written credit card usage policy.

7.3.3 Loans

(a) No loans shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board.

(b) No loans shall be made by, and no credit shall be extended by, the Club to its Officers or Directors.

7.4 Books and Records

7.4.1 Recordkeeping

The Club shall keep, at such location as may be designated by the Board, the following documents in the form of a record:

(a) Current Articles and Bylaws;

(b) A list of Members, including names, addresses, email addresses, and classes of membership;

(c) Statements of accounts and finances;

(d) A list of Directors, Club Officers and Employees' names, email addresses, and phone numbers; and

(e) Minutes of the meetings of the Members and the Board, and any minutes which may be maintained by of any Committee of the Board.

7.4.2 Inspection and Copying

Upon a showing of a purpose reasonably related to Membership interests and upon reasonable notice to the Secretary, the Club's records shall be made available for inspection and copying by any Member of more than three (3) months good standing with the Club or by a representative of more than five percent (5%) of the Membership. Any costs associated with inspection and copying shall be borne by the requesting Member except copies of the current Articles and Bylaws shall be provided at no cost to the Member. Use or sale of the list of Members, if obtained by inspection and copying, is strictly prohibited.

7.4.3 Budgeting and Year End Accounting

(a) Not later than thirty (30) days after the end of each Fiscal Year, the Treasurer shall present to the Board an accounting of the receipts and disbursements of the Club during the preceding Fiscal Year. Each such accounting shall be subject to such review or audit as the Board may in its discretion direct at any time.

(b) As directed by the Board, a topline report on the year fiscal status of the Club shall be prepared and shared with the Members of the Club at the Annual Meeting of the Members. This fiscal report will not represent a year-end accounting, but would provide a general view of the fiscal status of the Club and focus on the key areas of expenses and income.

(c) Not later than the last Board meeting before the end of the Fiscal Year, the Treasurer shall prepare and present to the Board a budget recommendation for the coming Fiscal Year. When adopted by the Board and if revised by the Board, the Treasurer shall prepare and present to the Board the budget and any revised budget for the Fiscal Year.

7.5 Contracts

The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific purposes of instances.

7.6 Conflict of Interest

7.6.1 Purpose

The purpose of the conflicts of interest policy is to protect the interest of the Club when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or employee of the Club. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

7.6.2 Definitions

"Interested Person" - Any director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

"Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment or family --

- (a) an ownership or investment interest in any entity with which the Club has a transaction or arrangement,
- or
- (b) a compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

7.6.3 Procedures

7.6.3.1 Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

7.6.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest, the interested person shall leave the board of committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

7.6.3.3 Procedures for Addressing the Conflict of Interest

(a) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(b) After exercising due diligence, the board or committee shall determine whether the Club can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(c) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest and for its own benefit and whether the transaction is fair and reasonable to the Club and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

7.6.3.4 Violations of the Conflicts of Interest Policy

(a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7.6.4 Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain --

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

7.6.5 Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

7.6.6 Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person –

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the Club is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.6.7 Periodic Reviews

To ensure that the Club operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- (b) Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Club's charitable purposes and do not result in inurement or impermissible private benefit.
- (c) Whether agreements to provide services further the Club's charitable purposes and do not result in inurement or impermissible private benefit.

7.6.8 Use of Outside Experts

In conducting the periodic reviews provided for in paragraph 7.6.7, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

7.7 Rules of Procedure

Unless otherwise dispensed with by the Board, the Executive Committee or such other Committees of the Board as may be designated, the rules of procedure for all Meetings of the Members, Board and Committees shall be those contained in the most recent edition of "Robert's Rules of Order on Parliamentary Procedure," so long as such rules are not inconsistent with any Resolution of the Board, these Bylaws, or the Articles of Incorporation.

7.8 Internal Communication

For purposes of communication internal to the Board, or internal to a Board Committee, or between the Board and a Board Committee, or between the Board and an employee of the Club; electronic mail originating from, and delivered to, an email address registered with the Club shall be deemed a “writing.”

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended, repealed and altered in whole or in part at any time and from time-to-time by a vote of not less than two-thirds of the Directors in office, however, no such action shall be effective to accomplish any amendments until ratified by the Members. Such ratification may be considered by the Members at any meeting of Members but only if the email notice of the meeting (in accordance with the proper advance notice policies as outlined in Section 5.1.4) includes a statement that a proposed amendment is: (i) included in or with the notice; or (ii) posted on the Club’s website. The Bylaws changes shall be ratified upon the affirmative vote of not less than two-thirds of the number of Members present when the vote is taken.

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