

UNIVERSITY PLACE SOCCER CLUB BYLAWS

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ARTICLE I - NAME AND DURATION

SECTION 1: The University Place Soccer Club, hereafter referred to as “UPSC”, is a non-profit corporation organized and existing under the laws of the State of Washington.

SECTION 2: The duration of this corporation shall be perpetual.

ARTICLE II - OBJECTIVES AND PURPOSES

SECTION 1: The purposes of UPSC are educational and include the following:

- (a) Teach and train soccer players, coaches, referees, and administrators.
- (b) Promote, through the game of soccer, sportsmanship, teamwork and community spirit.
- (c) Teach and develop a “love of the game” of soccer.
- (d) Provide support and help develop select and/or premier teams if not in conflict with the above stated purposes.

SECTION 2: The objectives of UPSC are to:

- (a) Promote and develop the game of soccer.
- (b) Organize and govern the game of soccer for UPSC members.
- (c) Establish uniform procedures and rules applicable to soccer competition under UPSC’s jurisdiction consistent with the principles and laws of the Federation Internationale de Football Association (“FIFA”, the world-governing body for soccer), and those of the United States Soccer Federation (“USSF”, the national governing body for soccer, affiliated with FIFA), and if applicable those of United States Youth Soccer Association (“USYSA”) and the Washington State Youth Soccer Association (“WSYSA”).

SECTION 3: UPSC shall exercise its purposes and powers exclusively for educational purposes in such manner that:

- (a) UPSC shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision;
- (b) contributions to UPSC shall be deductible under section 170(c)(2) of the Internal Revenue Code, as amended, or any successor provision;
- (c) no substantial part of UPSC’s activities will be carrying on of propaganda, or otherwise attempting to influence legislation except as permitted to exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision; and
- (d) UPSC shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 4: Notwithstanding any other provision of these Bylaws, UPSC shall not carry on any activity not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision; or
- (b) by a corporation , contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended, or any successor provision.

SECTION 5: No part of UPSC's net earnings shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except UPSC is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE III - CLUB COLORS

SECTION 1: The official colors representing UPSC shall be Royal Blue and White.

ARTICLE IV - JURISDICTION

SECTION 1: UPSC shall have jurisdiction over all its officers and members, including Associate Members.

ARTICLE V - AFFILIATION

SECTION 1: UPSC shall be affiliated with WSYSA through membership in or affiliation with a WSYSA Member Association or as otherwise provided in the WSYSA Bylaws or other Governing Documents.

SECTION 2: UPSC will not join any organization that has requirements that conflict with WSYSA's published Bylaws, or other Governing Documents.

ARTICLE VI - MEMBERSHIP

SECTION 1: GENERAL PROVISIONS

- (a) The membership of UPSC shall consist of soccer teams which agree to be bound by the Bylaws of UPSC and which shall be admitted to membership in accordance with the Bylaws of UPSC.
- (b) Players, coaches, trainers, managers, referees, administrators and officials who are members of said soccer teams are members of UPSC.
- (c) Individuals serving on UPSC committees, and members of the Board of Directors of UPSC are members of UPSC.
- (d) With respect to any individual described above who is a minor, the parents and/or legal guardians of that individual are members of UPSC.

SECTION 2: CLASSES OF MEMBERSHIP

There shall be the following classes of membership within UPSC:

- (a) Member Team - UPSC Member Teams shall be those soccer teams that agree to be bound by the UPSC Constitution and Bylaws, and that request to be, and are accepted as, an affiliated UPSC Member Team in accordance with the UPSC Bylaws.
- (b) Associate Member - UPSC Associate Members shall be all other members described in Section 1.

SECTION 3: ADMISSION

- (a) Application for membership as a Member Team shall be submitted to UPSC on forms provided by UPSC.

- (b) Acceptance for membership as a Member Team shall be by majority vote of the Executive Board. Acceptance or denial for membership may be with, or without, stated reasons.
- (c) Associate Members shall become members at such time that they meet the definition of Associate Member in Section 2.

SECTION 4: CONTINUATION OF MEMBERSHIP

- (a) Membership of each Member Team shall expire on August 31st of the year immediately following the year in which the Member Team was last accepted for membership.
- (b) To avoid such expiration of its membership, the Member Team must submit a membership application to UPSC no later than August 31st of the year immediately following the year in which the Member Team was last accepted for membership.
- (c) UPSC shall provide membership application forms to each Member Team no later than July 31st of each calendar year.
- (d) Member Teams and Associate Members failing or refusing to follow UPSC, Bylaws, procedures, or rules or attempting to circumvent a decision rendered by UPSC, or seriously damaging the interest of UPSC, face suspension or expulsion.
- (e) Any violation of the membership requirements of these Bylaws by a Member Team or Associate Member as determined by the Executive Board shall require a hearing by the Judiciary Committee to determine if membership privileges shall be suspended or to determine what actions are necessary by the member to come into compliance with these Bylaws.
- (f) Suspension or expulsion shall require a two-thirds (2/3) vote of the Board of Directors. Notification of such suspension or expulsion shall be delivered in writing to the member within 10 days of such determination at the last known address of such member.
- (g) Notwithstanding the above, a Member Team may discontinue its membership at any time by providing written notice of same, signed by the coach of said Member Team, delivered to the Secretary.

SECTION 5: RIGHTS OF MEMBERSHIP

- (a) Any Member Team in good standing is entitled to vote or participate in the business of UPSC as provided for in these Bylaws.
- (b) Associate Members are entitled to attend and observe meetings of the UPSC Board of Directors but are not entitled to vote or participate in the business of UPSC.
- (c) Individuals registered by UPSC with WSYSA shall be members of WSYSA with the rights and duties accorded them under WSYSA Bylaws.

SECTION 6: RESPONSIBILITIES OF MEMBERS

- (a) All members shall behave in such manner that their actions, on or off the field, do not bring disfavor upon UPSC or the sport of soccer.
- (b) Member Teams shall be responsible for complying with the UPSC Constitution, Bylaws, rules and policies.
- (c) Member Teams shall be responsible for the conduct of players, parents, coaches, trainers, managers, administrators and officials under their jurisdiction, and shall insure that their actions on or off the field do not bring disfavor upon UPSC or the sport of soccer.
- (d) Member Teams shall be responsible for paying all fees and expenses due UPSC by the deadline the fees are required to be paid. Suspension, expulsion or discontinuation of membership shall not excuse the Member Team from this responsibility.
- (e) Member Teams shall treat its Associate Members in a fair and equitable manner.

- (f) Each Member Team shall retain its own autonomy except as otherwise provided in these Bylaws.
- (g) No member shall engage themselves in a UPSC position or function in an effort to secure an advantage for another organization or for their personal or business gain. This provision shall not apply as respects those members who are paid for their services by UPSC or by a Member Team.
- (h) No member shall use their membership to participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any member endorse any commercial enterprise or partisan interest in their capacities as a member of UPSC.
- (i) Any potential conflict of interest of this section shall be declared in a disclosure statement to the Executive Board, either voluntarily or upon the request of the Executive Board. If a conflict of interest is evident, the member shall face suspension or expulsion as set forth in Section 4.

SECTION 7: HONORARY MEMBERSHIP

Honorary Life Membership may be granted to persons who, in the opinion of the Board of Directors, have contributed their services in such a manner as to warrant such recognition. The decision to award an Honorary Life Membership shall be by a majority vote of the Board of Directors. Such awards shall be presented at the UPSC Annual General Meeting. Each Member Team may nominate one candidate for selection each year. The Board of Directors shall select annually a maximum of two candidates to be honored.

ARTICLE VII - ADMINISTRATIVE AUTHORITY

SECTION 1: The governing authority of UPSC shall be vested with its Executive Board and Board of Directors.

SECTION 2: The UPSC Executive Board and Board of Directors shall be governed by the UPSC Constitution and Bylaws except when superseded by the Constitution and Bylaws of WSYSA, USYSA or USSF.

SECTION 3: The UPSC Executive Board and Board of Directors shall have the authority to interpret, clarify or amend its Constitution, Bylaws, and its procedures and policies.

ARTICLE VIII - EXECUTIVE BOARD

SECTION 1: The Executive Board shall be composed of the following elected UPSC Officers:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Registrar.

SECTION 2: The Executive Board shall meet as set forth in these Bylaws.

SECTION 3: The Executive Board shall be responsible for conducting the business and administering the affairs of UPSC to include, but not be limited to, the following:

- (a) Enforcing the Constitution, Bylaws, procedures and rules of UPSC;
- (b) Making recommendations on matters to be submitted to the Board of Directors;
- (c) Making recommendations to the Board of Directors for suspension or removal of UPSC Officers;

- (d) Approval or removal of UPSC Committee Chairs;
- (e) Budgeting, collection of fees, fundraising, and expenditures;
- (f) Negotiating contracts and services;
- (g) Representing UPSC and its members in all matters involving the news media, governmental authorities, and the public at large;
- (h) Approval of any special activity proposed by a member;
- (i) Strategic planning.

ARTICLE IX - BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall be composed of the Executive Board and one representative from each Member Team, and the following elected UPSC Officers:

- (a) Games Chair;
- (b) Fields Chair;
- (c) Referee Assignor;
- (d) Coaching Director.

SECTION 2: Member Team representatives shall be elected or appointed according to each Member Team's governing document. If no such document exists, the Member Team representative shall be the Coach, or an Associate Member under the jurisdiction of such team appointed by the Coach.

SECTION 3: The Board of Directors shall meet as set forth in these Bylaws.

SECTION 4: The Board of Directors shall vote on the following matters:

- (a) Election of Officers;
- (b) Removal of Officers;
- (c) Approval of Officers appointed to fill vacancies on the Board of Directors;
- (d) Suspension or expulsion of members;
- (e) Approval of changes to the UPSC Constitution and Bylaws;
- (f) Awards of Honorary Life Membership.

ARTICLE X - OFFICERS

SECTION 1: OFFICER ELECTIONS AND APPOINTMENTS

- (a) UPSC Officers shall be elected at the Annual General Meeting.
- (b) In the event an Officer resigns or is removed from office prior to the end of his/her term of office, the President shall appoint a replacement. Such appointment shall be approved within 60 days of such appointment by a simply majority vote of the Board of Directors at a meeting of the Board of Directors. Should the appointment fail such approval, the appointment shall terminate immediately.
- (c) In the event both the office of the President and the Vice President are vacated prior to the end of their terms of office, the Board of Directors shall elect replacements for the remainder of their respective terms by a simply majority vote of the Board of Directors at a meeting of the Board of Directors.

SECTION 2: TERM OF OFFICE

- (a) The term of office for Officers shall commence March 1st and shall continue until the last day of February of the following year. Outgoing officers shall assist their successors for a period not to exceed six months in order to assure a smooth transition.
- (b) Any officer being absent from three (3) consecutive meetings of the Executive Board or Board of Directors, or being negligent in responsibilities to UPSC or being in violation of these Bylaws, shall be subject to suspension or removal by the Board of Directors.

SECTION 3: RESPONSIBILITIES OF OFFICERS

- (a) **PRESIDENT** - The President shall supervise all activities of UPSC, the work of the Executive Board, and the Board of Directors, and shall chair all meetings of same. The responsibilities of the President shall include, but not be limited to, the following:
 - (1) Be the general representative of UPSC in all matters, particularly as regards public relations, which responsibility may be delegated;
 - (2) Be the UPSC representative to other organizations of which UPSC may be a member, which responsibility may be delegated, subject to the approval of the Executive Board;
 - (3) Appoint persons to fill vacancies of Officers on the Board of Directors, subject to the approval of the Board of Directors;
 - (4) Appoint special committees and chairpersons of same as the needs of UPSC may require, subject to the approval of the Executive Board;
 - (5) Be responsible for oversight of UPSC business relationships and contracts, which responsibility may be delegated, subject to the approval of the Executive Board;
 - (6) Sign orders on the Treasury as necessary.
- (b) **VICE PRESIDENT** - The Vice President shall assist the President in all business of UPSC, become Acting President during any temporary absence of the President, and succeed to the Presidency if the President should resign, be removed from office, or vacate the office mid-term for any other reason. The responsibilities of the Vice President shall include, but not be limited to, the following:
 - (1) Supervise the activities of all other Board Members;
 - (2) Be responsible for disciplinary or judicial activity, and ethics, including chairing the UPSC Judiciary Committee and representing UPSC at any judicial proceedings of other organizations of which UPSC may be a member, which responsibility may be delegated, subject to the approval of the Executive Board;
 - (3) Sign orders on the Treasury as necessary.
- (c) **SECRETARY** - The Secretary shall be the administrative assistant to the President. The responsibilities of the Secretary shall include, but not be limited to, the following:
 - (1) Record and distribute minutes in a timely fashion for all meetings of the Executive Board, and Board of Directors;
 - (2) Be the custodian of all records and correspondence;
 - (3) Compile, publish and distribute the UPSC Directory and the UPSC Annual Report;
 - (4) Provide proper notification of all UPSC Board and meetings to required attendees;
 - (5) Signs orders on the Treasury as necessary.

- (d) **TREASURER** - The Treasurer shall be the custodian and the disbursing officer of all funds accumulating to UPSC, shall maintain these funds, in the name of UPSC, in accounts with financial institutions approved by the Board of Directors, and shall report on same to the Board of Directors at all regular business meetings. The responsibilities of the Treasurer shall include, but not be limited to, the following:
- (1) Make deposits and provide properly authorized disbursements of UPSC budgeted funds and other fees in accordance with Article XIII – FINANCES;
 - (2) With the assistance of a Certified Public Accountant and/or other qualified professional, as needed, keep the proper accounting on all financial items;
 - (3) Prepare financial reports for all Executive Board meetings, and Board of Directors meetings, including the Annual General Meeting as requested;
 - (4) Prepare a proposed budget for each fiscal year with the inputs from the other officers;
 - (5) Insurance;
 - (6) Signs orders on the Treasury.
- (e) **REGISTRAR** – The Registrar shall be the custodian of all player and team registration documents and shall be responsible for registering players and Member Teams with UPSC, and with other organizations with which UPSC is affiliated. The responsibilities of the Registrar shall include, but not be limited to, the following:
- (1) Prepare and distribute registration information and materials in a timely manner to insure proper establishment of teams, and proper registration of players, subject to the advice and approval of the Executive Board;
 - (2) Review completed registration documents for accuracy and completeness;
 - (3) Notify any player or Member Team that has submitted registration documents that are not in compliance with the registration criteria as established by the Executive Board;
 - (4) Verify proof of age in accordance with WSYSA guidelines or, when appropriate, the guidelines of other organizations;
 - (5) Register players in accordance with UPSC and WSYSA rules and regulations;
 - (6) Provide team rosters and similar documents in a timely manner to Member Teams, WSYSA, and to other organizations when so requested by Member Teams;
 - (7) Verify that all Associate Members are in compliance with WSYSA Risk Management requirements if such members are subject to such requirements.
- (f) **GAMES CHAIR** – The Games Chair shall organize and supervise competitions sponsored by UPSC. The responsibilities of the Games Chair shall include, but not be limited to, the following:
- (1) Obtain schedules for the playing of soccer matches by Member Teams and provide these schedules in a timely manner to the Member Teams and the Fields Chair;
 - (2) Obtain suitable venues for the playing of soccer matches by Member Teams;
 - (3) Obtain the services of qualified referees to officiate at soccer matches involving Member Teams.
- (g) **FIELDS CHAIR** – The Fields Chair shall supervise use of suitable venues by Member Teams for practices and competitions sponsored by UPSC. The responsibilities of the Fields Chair shall include, but not be limited to, the following:
- (1) Obtain permission from the University Place School District, the City of University Place, Pierce County, or any other person or entity for the use of suitable venues for practice and competition by Member Teams;

- (2) Assign suitable venues to Member Teams for soccer practices in a fair and consistent manner with due regard for the age of the players and the level of competition involved; create schedules for such soccer practices and provide these schedules in a timely manner to the Member Teams and the Executive Board;
 - (3) Insure that all soccer fields are properly marked and in reasonable condition for play;
 - (4) Insure that all goals and nets are safely deployed and in reasonable condition for play;
 - (5) Maintain and provide the Executive Board with an inventory of all UPSC field equipment.
- (h) **REFEREE ASSIGNOR** – The responsibilities of the Referee Assignor shall include, but not be limited to the following:
- (1) Obtain the services of qualified referees to officiate at soccer matches involving Member Teams when so directed by the Games Chair;
 - (2) Advise Member Teams on the validity of possible protests prior to their submission to the appropriate outside organizations;
 - (3) Organize and supervise training programs for the recruitment and development of referees and assistant referees;
 - (4) Keep UPSC members informed of referee clinics sponsored by WSYSA or other reputable referee organizations such as the Pierce County Soccer Referees Association.
- (i) **COACHING DIRECTOR** – The Coaching Director shall assist Member Teams by providing suitable educational materials and programs for coaches and players. The Coaching Director shall also supervise the formation of and tryout procedures for Select teams. The responsibilities of the Coaching Director shall include, but not be limited to, the following:
- (1) Maintain the UPSC library of educational materials for coaches and players and make available these materials to the coaches and players;
 - (2) Keep the club informed of coaching clinics offered by WSYSA or other reputable organizations;
 - (3) Maintain a list of current coaching certifications to help ensure the proper level of license for the age group being coached;
 - (4) Organize and supervise training clinics for players and coaches;
 - (5) Organize and facilitate tryouts for Select teams.

ARTICLE XI - CLUB REPRESENTATIVE

SECTION 1: The Club Representative shall be an individual appointed by the Executive Board who will represent, act for, and be the voting representative of UPSC with respect to any outside organization to which UPSC is affiliated or of which UPSC is a member.

SECTION 2: The Club Representative should be knowledgeable of the opinions and policy of the UPSC members, and should vote as directed by the Executive Board or the Board of Directors when so directed and, when not so directed, in accordance with the majority opinion of the UPSC members.

SECTION 3: The Club Representative shall report in a timely manner to the Executive Board and the Board of Directors all information pertinent to UPSC of which the Club Representative becomes aware while representing UPSC.

SECTION 4: The Club Representative may be the President or any other member of the Board of Directors, but is not required to be.

ARTICLE XII - COMMITTEES

- SECTION 1:** Committees may be formed as deemed appropriate by the Executive Board for the purpose of accomplishing specific tasks.
- SECTION 2:** The authorization for these committees shall include provisions for a budget, for the duration of the committee, and for appointing a member or members of the Executive Board to be responsible for the committee.
- SECTION 3:** The President shall be an ex-officio member of all committees.

ARTICLE XIII - FINANCES

SECTION 1: FISCAL YEAR

The UPSC fiscal year shall begin at 12:00 a.m. on March 1st, and end at 11:59 p.m. on the last day of February of the following year. All financial rules and regulations are in effect during the twelve (12) months of the fiscal year.

SECTION 2: BUDGET

- (a) The Treasurer, with the support of the Executive Board and the Board of Directors, shall prepare a proposed budget for each fiscal year.
- (b) The proposed budget shall be submitted for approval to the Executive Board no later than June 30th, and to the Board of Directors no later than July 31st of the fiscal year to which it applies.
- (c) The approved budget shall be printed in the Annual Report.

SECTION 3: PLAYER REGISTRATION FEES

- (a) Each player registered with UPSC shall pay an annual Player Registration Fee to UPSC. The Player Registration Fee shall be determined by the Executive Board no later than March 31st of the fiscal year to which it applies.
- (b) The Player Registration Fee shall be payable in full prior to the player being registered with UPSC.
- (c) No additional fees shall be payable by any players to UPSC without a two-thirds (2/3) majority vote of Board of Directors.
- (d) Member Teams may assess additional fees on registered players in a fair and equitable manner. Such fees shall not be subject to the approval of UPSC nor will UPSC be responsible for collecting or disbursing such fees.

SECTION 4: MEMBER TEAM FEES

- (a) Each Member Team shall pay an annual membership fee to UPSC. The membership fee shall be determined by the Executive Board no later than July 31st of the fiscal year to which it applies.
- (b) The membership fee shall be payable in full prior to the Member Team being accepted for membership with UPSC. The Executive Board shall have the right to incorporate the membership fee into the Player Registration Fee.
- (c) The membership fee may vary based on the number of players, the age of the players, the level of competition involved, or other relevant factors, but shall be consistent for Member Teams of like kind and character.

- (d) The Executive Board may assess additional fees on a Member Team but such fees shall only be for the purpose of reimbursing UPSC for fees that UPSC has paid, or will pay, on behalf of or at the request of the Member Team. Such fees may be made payable in advance of UPSC's disbursement of such fees.
- (e) No additional fees shall be payable by any Member Teams to UPSC without a two-thirds (2/3) majority vote of Board of Directors.

SECTION 5: DISBURSEMENTS

Funds may be disbursed only as authorized by the Budget or the Executive Board. All disbursements exceeding \$500.00 require signed authorization by the Treasurer and/or President and/or Vice President and/or Secretary, there being at least two signed authorizations for each disbursement. No disbursements shall be made except upon receipt by the Treasurer of written documentation for same.

SECTION 6: AUDIT

The financial books and accounts of UPSC, maintained by the Treasurer, shall be audited annually. No member of the Board of Directors may act as auditor. The audited fiscal year statement of Income, Expenses, Assets and Liabilities shall be distributed to the Board of Directors no later than December 31st following the end of the fiscal year. All such books and accounts shall be kept by the Treasurer, and made available for review by any member of the Board of Directors, for a period not less than five (5) years from the end of the fiscal year to which such records apply.

SECTION 7: FINANCIAL REPORTS

A current fiscal year statement of Income, Expenses, Assets and Liabilities will be included in the UPSC Annual Report.

SECTION 8: FEES FOR UPSC EVENTS

Fees for events under the direct control of UPSC shall be determined by the Chair of the committee responsible for the event subject to the approval of the Executive Board.

SECTION 9: INDEMNIFICATION

- (a) UPSC shall indemnify each of its present or former members of the Board of Directors, and its Club Representative, and any person who is or was serving another entity in any capacity at the request of UPSC, against all expenses actually and reasonably incurred by the person (including judgments, costs, and legal fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, a party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if UPSC approves the settlement as provided in part (b) of this bylaw. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of UPSC. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of UPSC.
- (b) Any amount payable as indemnification under this bylaw may be paid by UPSC on a determination by the Board of Directors at a regularly called meeting that the person in question met the standard of conduct provided for under part (a) of this bylaw. Those Board members who have incurred expenses in connection with the litigation for which indemnification is sought may not vote. If such disinterested Board members are insufficient to make a quorum, the required determination shall be made by a majority vote of all board members present including those who have incurred the expenses in question.

- (c) Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by UPSC in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under part (b) of this bylaw that that person is not entitled to indemnification under this bylaw.
- (d) The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

SECTION 10: DISSOLUTION

In the event of dissolution, legal counsel shall be retained by the Executive Board and all assets shall be distributed as set forth below.

Upon UPSC's dissolution or the winding up of its affairs, after paying or making adequate provision for the payment of all liabilities, all remaining assets shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for religious, charitable, educational and/or scientific purposes, and which at the time qualifies for tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision. Any assets not so disposed of shall be disposed of by the Superior Court of Pierce County, Washington, for the purposes set forth in Article II of these Bylaws or to such organization or organizations as the Superior Court of Pierce County shall determine to be organized and operated for similar purposes.

No UPSC trustee, director, officer, or member, nor any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs.

SECTION 11: FINANCIAL RESPONSIBILITY

UPSC specifically disclaims financial responsibility for, and shall not assume nor be held liable for, the debts or the financial obligations, either expressed or implied, of any Member Team or Associate Member.

SECTION 12: NO-RISK POLICY

UPSC shall not institute programs or services that are not covered by either a budget item or by assured funds from outside sources or by funds generated by properly implemented UPSC programs or events. All officers shall act conscientiously within the financial limits established by the UPSC budget.

SECTION 13: UPSC NAME AND LOGO USE RESTRICTIONS

- (a) The UPSC logo shall be protected by Trademark regulations, and no outside organization, business firm, or person shall be allowed to use the logo without the prior expressed approval of the Executive Board.
- (b) The UPSC name or logo, or any other form of expressing approval or endorsement, shall not be used for purposes, programs, projects or events that are unlawful or not in accordance with these Bylaws.
- (c) Any fundraising program, including marketing, in the name of UPSC and/or using the logo of UPSC requires the prior expressed approval of the Executive Board.

ARTICLE XIV - ANNUAL GENERAL MEETING

SECTION 1: The Annual General Meeting (AGM) of all members of UPSC shall be held for the primary purpose of electing Officers and acting upon any proposed amendments to these Bylaws. The AGM is considered a business meeting and shall be called as defined in the Bylaws.

- SECTION 2:** The AGM shall take place in February of each year. Regular Minutes of the AGM will be published. The AGM shall be conducted using the current edition of “Robert’s Rules of Order” as a guide.
- SECTION 3:** Notification of this meeting shall be sent to members of the Board of Directors at least thirty (30) days prior to the AGM date, and shall include any proposed amendments to these Bylaws, any resolutions offered for consideration of the Board of Directors, and the names of any candidates nominated for election as Officers.
- SECTION 4:** It shall be the duty of the Secretary, under direction of the President, to publish an agenda for the AGM. Only those items contained in the agenda shall be considered at such meeting. The agenda shall be made available to all members immediately prior to the commencement of the AGM. Upon appeal from the floor, the Board of Directors may, with a two thirds (2/3) vote of Board members present, set aside the published agenda, and consider other business.
- SECTION 5:** The recommended Order of Business of the AGM is as follows:
- (a) Roll Call
 - (b) Minutes
 - (c) Officers Reports
 - (d) Unfinished Business
 - (e) New Business
 - (f) Proposed Amendments to the Bylaws
 - (g) Proposed Resolutions
 - (h) Election of Officers
 - (i) Adjournment

ARTICLE XV - BOARD OF DIRECTORS MEETINGS

- SECTION 1:** The Board of Directors will meet a minimum of six (6) times per year to conduct the business outlined herein. Regular Minutes will be prepared and published. Meetings shall be conducted informally but parliamentary procedure using the current edition of “Robert’s Rules of Order” as a guide may be invoked by the President at any time.
- SECTION 2:** Special meetings may be called as required by the President, the Executive Board, or one-third (1/3) of the Board of Directors.
- SECTION 3:** Notice of meetings will be sent to all members of the Board of Directors at least seventy-two (72) hours prior to such meeting.
- SECTION 4:** It shall be the duty of the Secretary, under direction of the President, to publish an agenda for each Board of Directors meeting. Only those items contained in the agenda shall be considered at such meetings. The agenda shall be made available to all members immediately prior to the commencement of each Board of Directors meeting. Upon appeal from the floor, the Board of Directors may, with a two thirds (2/3) vote of Board members present, set aside the published agenda, and consider other business.
- SECTION 5:** The recommended Order of Business of the Board of Directors meetings is as follows:
- (a) Roll call
 - (b) Minutes
 - (c) Officers Reports
 - (d) Unfinished Business
 - (e) New Business
 - (f) Adjournment

ARTICLE XVI - EXECUTIVE BOARD MEETINGS

- SECTION 1:** The Executive Board will meet a minimum of four (4) times per year to conduct the business outlined herein. Regular Minutes will be kept.
- SECTION 2:** Notice of meetings will be sent to all members of the Executive Board at least seventy-two (72) hours prior to such meeting. Waiver of this prior notice requirement may only be effected with the concurrence of all five members of the Executive Board.
- SECTION 3:** All meetings shall be conducted informally but parliamentary procedure using the current edition of "Robert's Rules of Order" as a guide may be invoked by the President at any time.

ARTICLE XVII - VOTING AND QUORUM

SECTION 1: VOTING

- (a) Executive Board Meetings: Officers shall have one (1) vote each. Any person holding more than one position on the Executive Board shall be limited to a single vote.
- (b) AGM and Board of Directors Meetings: Members of the Board of Directors shall have one (1) vote each. Any person holding more than one position on the Board of Directors shall be limited to a single vote.
- (c) Representatives of Member Teams that are not properly affiliated and in good standing with UPSC are not permitted to participate or vote in Board of Directors meetings, though they may attend and observe.
- (d) Proxy voting is not permitted at any time.
- (e) A simple majority of votes cast will carry a motion unless otherwise provided under these Bylaws.
- (f) At all UPSC meetings, in the event of a tie, the President's vote shall decide the issue.
- (g) If any business shall directly affect any member of the Board of Directors, they shall absent themselves during the vote resulting from the proceeding, except as provided under Section 9 of Article XIII when their presence is required to make a quorum.

SECTION 2: QUORUM

- (a) Executive Board Meetings: A quorum for all Executive Board meetings shall consist of at least the President, or Acting President, and two (2) additional Officers. For the purpose of determining quorum, any person holding more than one position on the Executive Board shall be counted only once.
- (b) Annual General Meeting: A quorum for the AGM consist of at least the President, or Acting President, five (5) additional Officers, and Member Team representatives representing one-half (1/2) of the Member Teams. For the purpose of determining quorum, any person holding more than one position on the Board of Directors shall be counted once for each position held.
- (c) Board of Directors Meetings: A quorum for all Board of Directors meetings shall consist of at least the President, or Acting President, three (3) additional Officers, and Member Team representatives representing one-third (1/3) of the Member Teams. For the purpose of determining quorum, any person holding more than one position on the Board of Directors shall be counted once for each position held.
- (d) Loss of Quorum: The regular members present at duly called or duly held meetings at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members required to constitute a quorum.

ARTICLE XVIII - EQUITABLE RELIEF

- SECTION 1:** UPSC will provide equitable and prompt hearing of grievances by its members, including grievances involving the right to participate in activities sponsored by UPSC or its Member Teams. Hearings must be requested in writing to the Vice President as Chair of the UPSC Judicial Committee.
- SECTION 2:** Decisions of the UPSC Judicial Committee may be appealed in accordance with the WSYSA Bylaws if the matter at hand involves a team or player registered, or wishing to be registered, with WSYSA. WSYSA, through its duly authorized committees or otherwise as set forth in the WSYSA Bylaws, shall have jurisdiction in such matters to approve, modify or reverse a decision of the UPSC Judicial Committee.
- SECTION 3:** No UPSC member may invoke the aid of the courts in the United States or the State of Washington or any other State without first exhausting all available remedies within the USSF and its member organizations, as provided within the United States Soccer Federation Bylaws.
- SECTION 4:** For violation of Section 3, the offending party shall be subject to suspension and fines, and shall be liable to UPSC for all expenses incurred by UPSC and its members in defending each court action, including but not limited to:
- (a) court costs;
 - (b) attorney's fees;
 - (c) reasonable compensation for time spent by UPSC members in responding to and defending against allegations in the action, including responses to discovery and court appearances;
 - (d) travel expenses;
 - (e) expenses for holding special board meetings necessitated by the court action.

ARTICLE XIX - AMENDMENTS

- SECTION 1:** Proposed amendments to these Bylaws can only be effected at a Board of Directors meeting.
- SECTION 2:** Such amendments can be proposed by any UPSC member in good standing if submitted in writing to the UPSC Secretary, at the UPSC office address, no later than sixty (60) days prior to the meeting at which they are to be acted upon.
- SECTION 3:** Proposed amendments shall be submitted in writing by the UPSC Secretary to each member of the UPSC Board of Directors at least thirty (30) days prior to the meeting at which they are to be acted upon.
- SECTION 4:** Amendments shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such Board of Directors meeting are entitled to cast, and shall be recorded in the minutes of the meeting.
- SECTION 5:** Within thirty (30) days after adoption, all approved Bylaw amendments shall be made available in writing to any member who requests same.

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