

UNIVERSITY PLACE SOCCER CLUB

CONSTITUTION

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 objectives and purposes of UPSC are to:

- (a) Teach and train soccer players, coaches, referees, and administrators;
- (b) Promote, through the game of soccer, sportsmanship, teamwork and community spirit;
- (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), the United States Soccer Federation (USSF, the national governing body for soccer, affiliated with FIFA), the United States Youth Soccer Association (USYSA), and the Washington State Youth Soccer Association (WSYSA).

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 associated individuals such as players, coaches, parents of players, referees, and administrators.

ARTICLE V - AFFILIATION

SECTION 1: UPSC shall be affiliated with WSYSA through membership in or affiliation with a WSYSA Member Association.

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

ARTICLE VI – ADMINISTRATIVE AUTHORITY

SECTION 1: The UPSC Executive Board and Board of Directors shall be governed by the UPSC Constitution and Bylaws except when superseded by the Constitution and Bylaws of WSYSA, USYSA or USSF.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 2: The UPSC Executive Board and Board of Directors shall have the authority to interpret, clarify or amend its Constitution, Bylaws, and its procedures and rules applicable to soccer competition.

ARTICLE VII – ADMINISTRATION

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

SECTION 2: The UPSC Executive Board shall be composed of the following elected officers:

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

SECTION 3: The UPSC Board of Directors shall be composed of the Executive Board and one representative from each member soccer team currently affiliated with UPSC as described in Article VIII, Section 1, and the following elected officers:

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

ARTICLE VIII – MEMBERSHIP

SECTION 1: UPSC Members shall be those soccer teams that agree to be bound by the UPSC Constitution, Bylaws, procedures and rules applicable to soccer competition and that request to be, and are accepted as, affiliated UPSC soccer teams in accordance with the UPSC Bylaws.

SECTION 2: UPSC Associate Members shall be those individuals such as players, coaches, parents of players, referees, officers, and administrators that are associated with member soccer teams currently affiliated with UPSC as described in Article VIII, Section 1.

ARTICLE IX – FINANCIAL POLICY

SECTION 1: UPSC is and shall remain a non-profit organization.

SECTION 2: 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 3: 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 4: 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.

SECTION 5: 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.

ARTICLE X – MEETINGS

SECTION 1: The UPSC Annual General Meeting (AGM) shall be held yearly for the primary purpose of electing officers.

SECTION 2: Meetings of the Board of Directors (Board Meetings) and meetings of the Executive Board shall be considered to be business meetings and shall be called in accordance with the Bylaws.

ARTICLE XI – PARLIAMENTARY AUTHORITY

SECTION 1: All UPSC meetings shall be conducted using the current edition of “Roberts Rules of Order” as a guide.

ARTICLE XII – AMENDMENTS

SECTION 1: Amendments to the Constitution can only be effected at meetings of the Board of Directors.

SECTION 2: Proposed amendments to the Constitution must be submitted in writing to the UPSC Secretary at least 60 days prior to the Board Meeting at which they are to be acted upon.

SECTION 3: The UPSC Secretary shall notify in writing each UPSC officer and all members having voting rights of such proposed amendments at least thirty (30) days prior to the Board Meeting at which they are to be acted upon.

SECTION 4: Amendments to the Constitution shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such Board Meeting or are entitled to cast.

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