



# **FMESC BYLAWS**

March 23, 2023

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## Bylaws of: **FIFE-MILTON-EDGEWOOD SOCCER CLUB**

### **ARTICLE I – NAME AND DURATION**

#### **SECTION 1 - Name**

The Fife-Milton-Edgewood Junior Soccer Club, doing business as Fife-Milton-Edgewood Soccer Club, hereafter referred to as “FME” is a non-profit corporation organized and existing under the laws of the State of Washington.

#### **SECTION 2 - Duration**

The duration of this corporation shall be perpetual.

### **ARTICLE II – OBJECTIVES AND PURPOSES**

#### **SECTION 1 - Purposes**

The purposes of FME are charitable and educational and include the following:

1. Teach and train soccer players, coaches, referees, and administrators;
2. Promote, through the game of soccer, sportsmanship, teamwork, and community spirit;
3. Teach and develop a “love of the game” of soccer; and,
4. Provide support and help develop select and/or premier teams if not in conflict with the above stated purposes.

#### **SECTION 2 - Objectives**

The objectives of FME are to:

1. Promote and develop the game of soccer and the love for it;
2. Organize and govern the game of soccer for the FME Members; and,
3. Establish uniform procedures and rules applicable to soccer competition under FME’s jurisdiction consistent with the principles and laws of the Federation Internationale de Football Association (FIFA) and those of the United States Soccer Federation (USSF) and, if applicable, and any soccer organization under the jurisdiction of USSF that is affiliated with FME.

#### **SECTION 3 - Exercising Purposes and Objectives**

FME shall exercise its purposes and powers exclusively for charitable and education purposes in such manner that:

1. FME shall continue to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision;
2. Contributions to FME shall be deductible under section 170(c)(2) of the Internal Revenue Code, as amended, or any successor provision;
3. No substantial part of FME’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,
4. FME shall not participate in nor 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 - Organization Activities**

Notwithstanding any other provision of these Articles of Incorporation, FME shall not carry on any activities 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 or any Successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any successor provision.

No part of the new earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, Officers or other private persons, except that the corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

## **ARTICLE III – CLUB COLORS**

The official colors representing FME shall be Royal Blue, Yellow, and White.

## **ARTICLE IV – JURISDICTION**

FME shall have jurisdiction over all its Officers and Members, including Associate Members.

## **ARTICLE V – MEMBERSHIP**

### **SECTION 1 - General Provisions**

1. The Membership of FME shall consist of soccer Member Teams which agree to be bound by the Bylaws of FME and which shall be admitted to membership in accordance with the Bylaws of FME.
2. Players, coaches, trainers, and managers who are members of said soccer teams are Members of FME.
3. Individuals serving on FME Committees, and Officers of the Board of Directors of FME are Members of FME.
4. With respect to any individual described above who is a minor; the parents and/or legal guardians of that individual are Members of FME.
5. Players, coaches, trainers or managers whom are not in good standing or are not current with respect to paying any fees are Associate Members.

### **SECTION 2 - Classes of Membership**

There shall be the following classes of Membership within FME:

1. Voting Member: Voting Members of FME shall consist of one representative from each current team registered with the club and each Officer of the Board of Directors.
2. (Non-Voting) Associate Member: FME Associate Members shall be all other members described in Section 1 above. FME Associate Members do not have the right to vote at meetings but can attend as guests.

### **SECTION 3 - Admission**

1. Application for membership as a Member shall be submitted to FME on forms provided by FME.
2. The Executive Board may accept or deny individuals for membership with or without stated reasons.
3. Associate Members shall become Members at such time that they meet the definition of Member in Section 2 above.

### **SECTION 4 - Continuation of Membership**

1. Membership shall expire on a date determined by the FME Executive Board in accordance with dates set forth by affiliated soccer organizations to demarcate the start of a new season in the year immediately following the year in which the Member was last accepted for membership.
2. To avoid such expiration of its membership, the Member must submit a membership application to FME no later than the registration deadlines for the year immediately following the year in which the Member was last accepted for membership.
3. FME shall provide membership application forms to each Member no later than July 31<sup>st</sup> of each calendar year.
4. Members and Associate Members failing or refusing to follow FME's Bylaws, procedures, or rules, or attempting to circumvent a decision rendered by FME, or seriously damaging the interest of FME, will face suspension or expulsion.
5. 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.
6. Suspension or expulsion shall require a two-thirds (2/3) vote of the Board of Directors. Notification of such

suspension or expulsion shall be communicated to the suspended/expelled Member within 10 days of such determination.

7. Notwithstanding to 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**

1. Any Member in good standing is entitled to vote as outlined in Article V, Section 2.1, or participate in the business of FME as provided for in these Bylaws.
2. Associate Members are entitled to attend and observe meetings of the FME Board of Directors but are not entitled to vote or participate in the business of FME.

### **SECTION 6 - Responsibilities of Members**

1. All Members shall behave in such manner and be responsible for their actions, on or off the field, that does not bring disfavor upon FME or the sport of soccer.
2. Members shall be responsible for complying with the FME Articles of Incorporation, Bylaws, rules, policies, and procedures.
3. Members shall be responsible for obtaining and providing all certifications regarding U.S. Center for SafeSport Training including Refresher Training. Completion of the U.S. Center for SafeSport's Core Training is required of the following individuals, by the earlier of prior to regular contact with a Youth Participant, or within the first 45 days of the individual taking on the roles specified or that otherwise provide access to Youth Participants. Thereafter, the U.S. Center for SafeSport's Refresher Training is required on an annual basis following completion of the Core training. (i) Participating Adults (ii) Member Organization Board of Directors, officers, and directors (iii) Individuals affiliated with a Member Organization who have access to personally identifiable information (iv) US Club Soccer staff and board members. Direct Participating Adults must complete or document compliance with SafeSport Training via the US Club Soccer staff registration process. For other individuals, US Club Soccer staff registration may be used to complete or document compliance with SafeSport Training requirements, but it is not required. Those individuals are nevertheless required to abide by the SafeSport Training requirements outlined herein, and compliance is the responsibility of the US Club Soccer Member Organization.
4. Members shall be responsible for paying all fees and expenses due FME by the deadline the fees are required to be paid. Suspension, expulsion, or discontinuation of membership shall not excuse the Member from this responsibility.
5. Members shall treat Associate Members in a fair and equitable manner.
6. No member shall engage themselves in a FME 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 FME or by a Member.

### **SECTION 7 - Honorary Life 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 FME Annual General Meeting. The Board of Directors may select annually a maximum of two candidates to be honored.

### **SECTION 8 – FME Points Program**

The FME Points Program is intended to encourage members to actively participate in training and support club events via volunteer hours. The Board will establish Operational Procedures and publish any updates within the first quarter of the year. FME Recreational Teams and Select teams are encouraged to participate in the FME Points Program to earn incentives as outlined in the Points Program Operational Procedures.

## **ARTICLE VI – ADMINISTRATIVE AUTHORITY**

### **SECTION 1 - Governing Authority**

The governing authority of FME shall be vested with its Executive Board and Board of Directors.

### **SECTION 2 - Articles of Incorporation**

The FME Articles of Incorporation shall govern the FME Executive Board and Board of Directors and Bylaws except when superseded by the Articles of Incorporation and Bylaws of the USSF and any soccer organization under the jurisdiction of the USSF that is affiliated with FME.

## **ARTICLE VII – EXECUTIVE BOARD**

### **SECTION 1 - Officers**

The Executive Board shall be composed of the following FME Officers:

1. President - Elected
2. 1<sup>st</sup> Vice President / VP of Administration - Elected
3. Vice President of Communications - Elected
4. Vice President of Competition - Elected
5. Technical Director - Elected
6. Secretary - Elected
7. Treasurer – Appointed

### **SECTION 2 - Married Couples**

Married couples will not be allowed to serve concurrently on the Executive Board.

### **SECTION 3 - Executive Board Responsibilities**

The Executive Board shall meet as set forth in these Bylaws. The Executive Board shall be responsible for conducting the business and administering the affairs of FME to include, but not be limited to, the following:

1. Enforcing the Articles of Incorporation, Bylaws, procedures, and rules of FME;
2. Making recommendations on matters to be submitted to the Board of Directors;
3. Making recommendations to the Board of Directors for suspension or removal of FME Officers, coaches, independent contractors, Members, Associate Members, and volunteers;
4. Approval or removal of FME Committee Chairs;
5. Budgeting, collection of fees, fundraising, and expenditures;
6. Negotiating contracts and services;
7. Representing FME and its Members in all matters involving the news, media, governmental authorities, and the public at large;
8. Approval of any special activity proposed by a Member;
9. Overseeing the recreational and select programs of the Club; and,
10. Strategic planning.

## **ARTICLE VIII – BOARD OF DIRECTORS**

### **SECTION 1 - Officers**

The Board of Directors shall be composed of the Executive Board and the following elected FME Officers:

1. Club Scheduler
2. Club Registrar
3. Business Development Chair
4. Fields Maintenance Chair
5. Equipment Chair

6. Uniforms Chair
7. Webmaster

## **SECTION 2 - Board of Directors Responsibilities**

The Board of Directors shall meet as set forth in these Bylaws. The Board shall be responsible for conducting the business and administering the affairs of FME to include but not limited to the following:

1. Enforcing the Articles of Incorporation, Bylaws, procedures, and rules of FME;
2. Reviewing and approving recommendations on matters submitted by the Executive Board;
3. Reviewing and approving recommendations from the Executive Board for suspension or removal of FME Officers, coaches, independent contractors, Members, Associate Members, and volunteers;
4. Reviewing Club financial matters;
5. Reviewing and approving recommendations for contracts and services as needed;
6. Approve and assist in carrying out any special activity proposed by a Member;
7. Assist in the oversight of the recreational and select programs of the Club; and,
8. Carrying out the strategic plan presented by the Executive Board after Board of Directors approval.

## **SECTION 3 - Committee Designation**

The Board of Directors may designate from among its Members one or more Committees as required to satisfy the needs of FME, each of which must have two (2) or more Members and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and voting requirements as applied to the Board of Directors. Each such Committee shall serve at the pleasure of the board, and a designated Member of the Board of Directors shall chair each such Committee. To the extent provided in such resolutions, each such Committee shall have and may exercise the authority of the Board of Directors, except as limited by applicable law. The designation of any such Committee and delegation of authority shall not relieve the Board of Directors, or any Members thereof, of any responsibility imposed by law.

## **ARTICLE IX – MEETINGS**

### **SECTION 1 - Annual General Meeting**

**Purpose:** The Annual General Meeting (AGM) of all Members of FME 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.

**Date:** The AGM shall take place within the first quarter 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.

**Meeting Communication:** 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.

**Meeting Agenda:** 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.

**Order of Business:** The recommended Order of Business of the AGM is as follows:

1. Roll Call
2. Minutes
3. Officers Reports
4. Unfinished Business
5. New Business
6. Proposed Amendments to the Bylaws

7. Proposed Resolutions
8. Election of Officers
9. Adjournment

## **SECTION 2 - Board of Directors Meeting**

**Meeting Requirements:** 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 the President may invoke parliamentary procedure using the current edition of "Robert's Rules of Order" as a guide at any time.

**Special Meetings:** Special meetings may be called as required by the President, the Executive Board, or one-third (1/3) of the Board of Directors.

**Notifications:** Notice of meetings will be sent to all Members of the Board of Directors at least seventy-two (72) hours prior to such meeting.

**Agenda:** 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 two-thirds (2/3) vote of Board Members present, set aside the published agenda, and consider other business.

**Order of Business:** The recommended Order of Business of the Board of Directors meetings is as follows:

1. Roll call
2. Minutes
3. Officers Reports
4. Unfinished Business
5. New Business
6. Adjournment

## **SECTION 3 - Executive Board Meetings**

**Meeting Requirements:** The Executive Board will meet a minimum of four (4) times per year to conduct the business outlined herein. Regular minutes will be kept.

**Notifications:** 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 affected with the concurrence of all five Members of the Executive Board.

**Procedure:** All meetings shall be conducted informally but the President may invoke parliamentary procedure using the current edition of "Robert's Rules of Order" as a guide at any time.

**Communications:** Officers may participate in a regular or special meeting of the Executive Board by, or conduct the meeting through the use of, any means of communication by which all Officers participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

## **ARTICLE X – VOTING AND QUORUM**

### **SECTION 1 - Voting**

1. 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
2. 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.
3. Representatives of Member Teams that are not properly affiliated and in good standing with FME are not permitted to participate or vote in Board of Directors meetings, though they may attend and observe.
4. Proxy voting is not permitted at any time.
5. A simple majority of votes cast will carry a motion unless otherwise provided under these Bylaws.



6. At all FME meetings, in the event of a tie, the President's vote shall decide the issue.
7. If any business shall directly affect any Member of the Board of Directors, they shall excuse themselves during the vote resulting from the proceeding.

## **SECTION 2 - Quorum**

1. Executive Board Meetings: A quorum for all Executive Board meetings shall consist of at least the President, or Acting President, and four (4) additional Officers. For the purpose of determining quorum, any person holding more than one position on the Executive Board shall be counted only once.
2. Annual General Meeting: A quorum for the AGM consists of at least the President, or Acting President, five (5) additional Officers, and Member representatives representing one-fifth (1/5) 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.
3. 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, more than fifty percent (50%) of the Board Members. For the purpose of determining quorum, any person holding more than one position on the Board of Directors shall be counted once for each 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 XI – OFFICERS**

### **SECTION 1 - Officer Elections and Appointments**

1. FME Officers shall be elected at the Annual General Meeting and must be Members in good standing. No Board member – elected or appointed – may be a Board Member or Coach of any other Club.
2. 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 sixty (60) days of such appointment by a simple 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.
3. In the event both the office of the President and the 1<sup>st</sup> Vice President / VP of Administration 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 simple majority vote of the Board of Directors at a meeting of the Board of Directors.

### **SECTION 2 - Voting Exemptions**

Any person who receives compensation from FME cannot vote on matters pertaining to that compensation but can provide information regarding compensation.

### **SECTION 3 - Terms of Office**

1. The term of office for Officers shall commence immediately following the AGM. Outgoing officers shall assist their successors for a period not to exceed three (3) months in order to assure a smooth transition.
2. Except for the initial appointments, the term of office for each Executive Board position shall be two (2) years. The terms shall be staggered, and positions will become open as follows:
  - a) Odd years: President, VP of Communications, Technical Director
  - b) Even years: 1st Vice President / VP of Administration, VP of Competition, Secretary.
3. Except for the initial appointments, the term of office for each Board position shall be two (2) years. The terms shall be staggered, and positions will become open as follows:
  - a) Odd years: Club Registrar, Business Development, Equipment, Webmaster; and
  - b) Even years: Club Scheduler, Fields Maintenance Chair, Uniforms Chair
4. Any Board Member being absent from three (3) consecutive meetings of the Executive Board or Board of Directors or being negligent in responsibilities to FME or being in violation of these Bylaws, may be subject to suspension or removal by the Board of Directors.

## SECTION 4 - Responsibilities of Officers

1. **President** – The President shall be the principal Executive Officer of FME and shall supervise and control all activities of FME. The responsibilities of the President shall include, but are not limited to, the following:
  - a) Preside at all AGM, Executive Board, Board of Directors and Club Membership meetings.
  - b) Represent FME in all matters, particularly in regard to public relations, of which responsibility may be delegated;
  - c) Supervise the activities of the Club and all FME Board Members;
  - d) Be the FME representative to other organizations of which FME may be a member, which responsibility may be delegated, subject to the approval of the Executive Board;
  - e) Appoint persons to fill Officer vacancies on the Board of Directors, subject to the approval of the Board of Directors;
  - f) Present to the Board of Directors for approval, all nominations for vacancies on the Board as necessary during the President's term of office;
  - g) Present to the Board of Directors for approval, all candidate's names for appointed positions on the Board as necessary during the President's term of office;
  - h) Appoint special Committees and chairpersons as the needs of FME may require, subject to the approval of the Executive Board;
  - i) Authorize an emergency expenditure of the Club's funds that is less than \$500.00;
  - j) Be responsible for oversight of FME business relationships and contracts, which responsibility may be delegated, subject to the approval of the Executive Board;
  - k) Serve as an ex-officio Member of all Committees;
  - l) Coordinate cooperation between affiliated Club, local, and state-level associations;
  - m) Prepare and update standard FME operating procedures
  - n) Sign contracts, orders or other financial instruments on the Treasury as necessary; and,
  - o) File an Annual Report with the Secretary no later than the Annual General Meeting.
  
2. **1<sup>st</sup> Vice President / VP of Administration** – The 1<sup>st</sup> Vice President / VP of Administration shall assist the President in all business of FME, 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 for any other reason. The responsibilities of 1<sup>st</sup> Vice President / VP of Administration shall include, but are not limited to, the following:
  - a) Attend all AGM, Executive Board, Board of Directors and Club Membership meetings;
  - b) Supervise the activities of all of all other Vice Presidents;
  - c) Establish annually a Judicial Committee which shall consist of one (1) Board Member selected by the Board, one (1) Recreational coach and one (1) Select coach selected by the coaches, and two (2) non-partisan Members selected by the first three (3) Committee Members;
  - d) Chair Judicial and Ethics Committees as a non-voting Member, which responsibility may be delegated, subject to the approval of the Executive Board;
  - e) Prepare and update discipline guidelines and procedures; subject to the approval of the Executive Board;
  - f) Represent FME at any judicial proceedings of other organizations of which FME may be a Member, which responsibility may be delegated, subject to the approval of the Executive Board; the 1<sup>st</sup> Vice President / VP of Administration shall continue to supervise these activities;
  - g) Track player and coach yellow and red cards and send a monthly report to the Board of Directors;
  - h) Inform the Executive Board any reports of misconduct by any FME Member(s) or Associate Member(s);
  - i) Document and maintain any necessary information relating to any FME Member(s) or Associate

- Member(s) in any judicial proceedings including outcome and penalty if applicable;
- j) Establish and oversee best practices regarding risk management;
- k) Provide oversight for the Director of Business Development, in accordance with the Board of Directors directives;
- l) Work closely with Sponsor representatives for Club events;
- m) Be a Member of the Player and Coach Selection Committees;
- n) Co-sign contracts, orders or other financial instruments on the Treasury as necessary;
- o) Procure awards and conduct any awards ceremony if necessary;
- p) File an Annual Report with the Secretary no later than the Annual General Meeting; and,
- q) Prepare and update standard operating procedures for each Committee.

3. **Vice President of Competition** – The Vice President of Competition is responsible for administering all FME organized competitions, tournaments and contests; and for coordination on behalf of FME teams and individuals involved in Local, State, Interstate, Regional and National competitions, tournaments and contests. In addition, the duties of the Vice President of Competition shall include, but are not limited to, the following:

- a) Attend all AGM, Executive Board, Board of Directors and Club Membership meetings;
- b) Select and propose Committee chairpersons for approval by the Executive Board;
- c) Supervise the activities of the following Officers and Committees:
  - i. Club Scheduler
  - ii. Referee Assignor
  - iii. Fields Maintenance Chair
  - iv. Equipment Chair
  - v. Uniforms Chair
  - vi. Tournaments Chair
- d) Responsible for all field applications, contracts for trainings, and competition for all Club programs;
- e) Receive and review coaching applications for all FME Member teams, and coordinate with the Technical Director to recommend coaching assignments for approval of the Executive/Board of Directors;
- f) Chair the Tryouts Committee and the Coach Selection Committee;
- g) File an Annual Report with the Secretary no later than the Annual General Meeting; and,
- h) Prepare and update standard operating procedures for each Committee.

4. **Vice President of Communication** – The Vice President of Communication shall be responsible for administrating club communications and marketing efforts on behalf of FME and in accordance to FME's mission and brand. The responsibilities of the VP of Communications shall include, but not be limited to, the following:

- a) Attend all AGM, Executive Board, Board of Directors and Club Membership meetings;
- b) Select and propose Committee chairpersons for approval by the Executive Board;
- c) Supervise the activities of the following Officers and Committees:
  - i. Club Registrar
  - ii. Webmaster
  - iii. Marketing Committee
  - iv. Scholarship Committee
- d) Work closely with the President, 1<sup>st</sup> Vice President/ Vice President of Administration and the Vice President of Competition;
- e) Shall oversee club-wide communications, including dissemination of FMESC policies, rules, and regulations to the general membership in a timely manner;
- f) Responsible in providing webmaster with content updates in a timely manner to ensure the success of FME.

- g) Responsible in supporting the efforts of player recruitment through marketing efforts .
  - h) Track all required certifications for FME Members;
  - i) Track and report annually to the Executive Board, a listing of all accounts, emails, or persons having access to the FME website or other IT interests;
  - j) File an Annual Report with the Secretary no later than the Annual General Meeting; and,
  - k) Prepare and update standard operating procedures for each Committee.
5. **Treasurer** – The Treasurer is a interviewed and appointed position that shall be the custodian and the disburser of all funds accumulating to FME, shall maintain these funds, in the name of FME, 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:
- a) Maintain all financial records;
  - b) Maintain all passwords and usernames to all online accounting programs;
  - c) Maintain all bank and investment accounts with signature authority by the President, Vice Presidents, Secretary and Treasurer;
  - d) Make deposits and provide properly authorized disbursements of FME budgeted funds and other fees in accordance with Article XIV – FINANCES;
  - e) Make all financial transactions by check and/or electronic transactions;
  - f) All expenditures will be approved in writing by the Treasurer and one other Officer;
  - g) Verify all checks for proper signatures;
  - h) With the assistance of a Certified Public Accountant and/or other qualified professional, as needed, keep the proper accounting on all financial items;
  - i) File all Federal, State and Municipal tax returns and/or forms as necessary;
  - j) Chair the Budget Committee and oversee the preparation of the annual budget;
  - k) Submit, at the AGM, a proposed budget for each new fiscal year for approval at the next regular monthly meeting after the AGM;
  - l) Prepare financial reports for Executive Board meetings and Board of Directors meetings, including the AGM as requested;
  - m) Schedule an audit on the financial records prior to the AGM at the end of an expired term of office;
  - n) Signs orders on the Treasury; and,
  - o) Prepare and update standard operating procedures.
6. **Secretary** – The Secretary shall provide support to Members of the Board. The responsibilities of the Secretary shall include, but not be limited to, the following:
- a) Attend all Club meetings and keep orderly minutes;
  - b) Distribute meeting minutes to Board of Directors and general membership in a timely manner;
  - c) Be custodian of the corporate records of the Club and, in that regard, shall be provided with a copy of all material contracts and agreements entered into by the Club or on behalf of FME;
  - d) Be custodian of all FME historical records;
  - e) Be the custodian of all FME office equipment including Officer laptops, etc.;
  - f) Maintain Club calendar of events;
  - g) Provide proper notification of all FME Board meetings to required attendees; and,
  - h) Compile and publish the FME Annual Report.
7. **Technical Director** – The Technical Director shall manage the Recreational and Select Programs of the Club. The Technical Director is responsible for providing both technical and administrative support for the Club’s technical programming, including coaching development and education, player evaluations, development and tryouts, team training, academies, clinics and camps. The responsibilities of the Technical Director shall

include, but not be limited to, the following:

- a) Assist in the organizing, scheduling, evaluation and placement of players within the Club's system;
- b) Provide technical training and instruction for FME academies and camps, organize and supervise as required for successful experiences;
- c) Work directly with Club coaches to provide technical and training assistance, at team training sessions as well as at coaching clinics, and act as a resource for coaching education;
- d) Organize and supervise seasonal player evaluations and tryouts;
- e) Observe training sessions and provide feedback to Club coaches;
- f) Observe league matches and provide feedback to Club coaches;
- g) Fill in for Club coaches at training sessions and/or matches when/if necessary;
- h) Maintain the FME library of educational materials for coaches and players and make these materials available online to the coaches and players;
- i) Coordinate training for monthly coaches/Club meetings during the season;
- j) Keep the Club informed of coaching clinics offered by WSYSA or other reputable organizations;
- k) Maintain a list of independent contractors available for use by the Club, teams, and players;
- l) Maintain a list of current coaching certifications to help ensure the proper level of license for the age;
- m) May appoint a Select Tryout Coordinator to help assist with Select Program Tryouts; and,
- n) May appoint a Recreational Program Coordinator to help assist with the Recreational Program.

8. **Business Development** Chair – The Director of Business Development shall be responsible for organizing, conducting and/or supervising all Club fundraising activities. All fundraising functions (Member Teams and Club) must be approved by the Board of Directors. The responsibilities of the Director of Business Development shall include, but not be limited to, the following:

- a) Act as the main point of contact for all Club related fundraising activities;
- b) Develop fundraising and sponsorship proposals, for approval by the Board of Directors;
- c) Monitor and approve all Member Teams fundraising and ensure funds are being tracked and accounted for per Club procedure;
- d) Act as main point of contact for sponsorship and fundraising activities associated with jamborees or tournaments; and,
- e) Provide a year-end summary report of fundraising activities.

9. **Club Scheduler** - The Scheduler shall organize and help supervise the competitions sponsored by FME and the sole representative of the Club in obtaining usage of playfields for all games and practices. The responsibilities of the Club Scheduler shall include, but not be limited to, the following:

- a) Obtain permission from any person or entity for the use of suitable venues and fields for practice and competition by Member Teams;
- b) Create and/or update practice request forms and procedures regarding the handling of practice requests;
- c) Assign Member Teams individual practice slots and provide these schedules in a timely manner;
- d) Provide scheduling input to and obtain schedules from parent soccer organizations for the playing of soccer matches by Member Teams, Fields Chair, and Referee Assignor; and,
- e) Provide FME home games schedule to the Referee Assignor to upload into the scheduling system of the contracted referee association and continue to communicate any changes that need to be made to that uploaded schedule.

10. **Fields Maintenance Chair** - The Fields Maintenance Chair shall supervise the use of suitable venues by Member Teams for practices and competitions sponsored by FME. The responsibilities of the Fields Maintenance Chair shall include, but not be limited to, the following:

- a) Ensure that all soccer fields are properly marked and in reasonable condition for play;
- b) Ensure that all goals and nets are safely deployed and in reasonable condition for play;;
- c) Inventory and organize nets, goals, corner flags, and field paint throughout each full season;
- d) Manage field maintenance schedule throughout the season;
- e) Manage the porta-potties contract at fields needing facilities; and,
- f) Maintain and provide the Executive Board with an inventory of all FME field equipment.

11. **Equipment Chair** - The Equipment Chair shall assist Member Teams, by providing all the suitable equipment for Members Teams, coaches, and players. The responsibilities of the Equipment Chair shall include, but not be limited to, the following for all teams:

- a) Inventory, organize, and track balls, ball bags, cones, goalie gloves, and throughout each full season;
- b) Be available, a minimum of, one time each month for exchanges or to provide solutions to team problems with relations to balls, ball bags, or cones;
- c) Distribute a bag of the appropriate size balls, bags, and cones for practice to teams;
- d) Inventory, organize, and track all equipment being handed in at the end of each soccer year;
- e) Provide a list to the Executive Board of uncollected equipment by team for enforcement or collection of the Club equipment; and,
- f) Store and be in charge of storage unit for all Club materials and equipment.

12. **Uniforms Chair** - The Uniforms Chair shall assist all Member Teams by assisting and obtaining all the suitable uniforms for teams and players. The responsibilities of the Uniforms Chair shall include, but not be limited to, the following for all teams:

- a) Inventory, organize, and track uniforms which consist of jerseys, shorts, socks, and goalie apparel, throughout each full season;
- b) Distribute uniforms by teams utilizing the sizes provided in the registration, either through purchase each year in which the player keeps the uniform or through the inventory of uniforms purchase for reuse by Club;
- c) Be available, a minimum of, one time each month, for exchanges or to provide solutions to team problems with relation to uniforms; and,
- d) Provide a list to the Executive Board of uncollected uniforms and goalie jerseys by team for enforcement or collection.

13. **Club 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 FME, and with other organizations with which FME is affiliated. The responsibilities of the Registrar shall include, but not be limited to, the following:

- a) 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;
- b) Review completed registration documents for accuracy and completeness;
- c) Notify any player or Member Teams that has submitted registration documents that are not in compliance with the registration criteria as established by the Executive Board;
- d) Verify proof of age in accordance with WSYSYA guidelines or, when appropriate, the guidelines of other organizations;
- e) Register players in accordance with FME WSYSYA, and other associations' rules and regulations;
- f) Provide player cards, team rosters and similar documents in a timely manner to Member Teams, WSYSYA, and to other organizations when so requested by Member Teams
- g) Verify that all Members and Associate Members are in compliance with WSYSYA Risk Management, SafeSport, and other requirements and certifications if they are subject to such requirements;

- h) File an Annual Report with the Secretary no later than the Annual General Meeting; and,
- i) Prepare and update standard operating procedures for each Committee.

14. **Webmaster** – The Webmaster shall be the custodian of the website and other IT interests. The responsibilities of the Webmaster shall include, but not be limited to, the following:

- a) Track and compile a listing of all accounts, emails or persons having access to the FME website or and other IT interests, to be reported monthly to the Executive Board;
- b) Prepare and distribute Club communications and materials in a timely manner via the FME website, Facebook and other IT platforms as needed, subject to the advice and approval of the Executive Board.

## **ARTICLE XII – CLUB REPRESENTATIVE**

### **SECTION 1 - Appointment**

The Club Representative shall be an individual appointed by the Executive Board who will represent, act for, and be the voting representative of FME with respect to any outside organization, to which FME is affiliated or of which FME is a member. The Club Representative may be the President or any other Member of the Board of Directors but is not required to be.

### **SECTION 2 - Responsibilities**

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

## **ARTICLE XIII – COMMITTEES**

### **SECTION 1 - Formation**

Committees may be formed as deemed appropriate by the Executive Board for the purpose of accomplishing specific tasks. The Board of Directors may designate from among its Members one or more Committees as required to satisfy the needs of FME, each of which must have two (2) or more Members and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and voting requirements as applied to the Board of Directors.

### **SECTION 2 - Responsibilities**

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.

## **ARTICLE XIV – FINANCES**

### **SECTION 1 - Fiscal Year**

The FME fiscal year shall begin at 12:00 a.m. on January 1st, and end at 11:59 p.m. on December 31st.

### **SECTION 2 - Budget**

1. The Treasurer, with the support of the Executive Board and the Board of Directors, shall prepare a proposed budget for each fiscal year.
2. The approved budget shall be printed in the Annual Report.

### **SECTION 3 - Disbursements**

Funds may be disbursed only as authorized by the Budget or the Executive Board. All disbursements exceeding \$500.00 require two (2) authorized signers for each disbursement.

### **SECTION 4 - Financial Reports**

The financial books and accounts of FME, maintained by the Treasurer, shall be reviewed annually by an independent third party outside of the Board of Directors. The year-end statement of Income/Expenses, and Balance Sheet shall be

distributed to the Board of Directors no later than January 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 year to which such records apply.

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

## **SECTION 5 - Indemnification**

1. FME 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 FME, 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 FME approves the settlement as provided in part (b) of these Bylaws. 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 FME.
2. Any amount payable as indemnification under this bylaw may be paid by FME 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 these Bylaws. 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.
3. Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by FME 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 that that person is not entitled to indemnification under this Bylaw.
4. 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 6 - Dissolution**

No director, trustee or Officer of FME, nor any private individual, 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. Upon dissolution or winding up of the corporation, after paying or making adequate provision for payment all of the liabilities, all remaining assets of FME 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 that time qualifies for tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by the Superior Court of Pierce County, Washington, for the purposes set forth in 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.

## **SECTION 7 - FME Name and Logo Use Restrictions**

1. The FME name and logo(s) 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 written approval of the Executive Board.
2. The FME name or logo(s), 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.
3. Any fundraising program, including marketing, in the name of FME and/or using the logo of FME requires the



prior expressed written approval of the Executive Board.

## **ARTICLE XV – EQUITABLE RELIEF**

### **SECTION 1 - Grievance Process**

FME will provide equitable and prompt hearing of grievances by its Members, including grievances involving the right to participate in activities sponsored by FME or its Member Teams. Hearings must be requested in writing to the 1<sup>st</sup> Vice President / VP of Administration as Chair of the FME Judicial Committee.

### **SECTION 2 - Appeal Process**

Decisions of the FME Judicial Committee may be appealed in accordance with the appeal procedures of any soccer organization under the jurisdiction of USSF that is affiliated with FME.

### **SECTION 3 - Process**

No FME 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 - Violation of Judicial Process**

For violation of Section 3, the offending party shall be subject to suspension and fines, and shall be liable to FME for all expenses incurred by FME and its Members in defending each court action, including but not limited to court costs; attorney's fees; reasonable compensation for time spent by FME Members in responding to and defending against allegations in the action, including responses to discovery and court appearances; travel expenses; and expenses for holding special board meetings necessitated by the court action.

## **ARTICLE XVI – AMENDMENTS**

### **SECTION 1 - Amendment Process**

Proposed amendments to these Bylaws can only be affected at the AGM or a regular or special meeting of the Board of Directors called for that purpose.

Such amendments can be proposed by any FME Member in good standing if submitted to the FME Secretary no later than thirty-five (35) days prior to the meeting at which they are to be acted upon.

### **SECTION 2 - Adoption**

Proposed amendments shall be submitted in writing by the FME Secretary to each Member of the FME Board of Directors at least thirty (30) days prior to the meeting at which they are to be acted upon.

### **SECTION 3 - Approval**

Amendments shall be adopted upon receiving at least two-thirds (2/3) of the votes which Members present at such Board of Directors meeting or AGM are entitled to cast and shall be recorded in the minutes of the meeting.

### **SECTION 4 - Publication**

Within thirty (30) days after adoption, all approved Bylaws amendments shall be made available in writing to any Member who requests them.

The undersigned, being the Secretary of the corporation, hereby certifies that these Bylaws are the Bylaws of Fife-Milton-Edgewood Soccer Club, adopted by resolution of the Board of Directors on March 24, 2023.

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Geoff Irons

Secretary, FMESC