

GHFYSA

BYLAWS OF GRAYS HARBOR FOOTHILLS YOUTH SOCCER ASSOCIATION ARTICLE 1 – AFFILIATION

Grays Harbor Foothills Youth Soccer Association (hereinafter GHFYSA) shall be affiliated with, and shall operate under the authority of, the Washington State Youth Soccer Association (hereinafter Washington Youth Soccer or WYS) as a Member Association as defined and set forth in the Washington Youth Soccer Bylaws. As a Member Association of WYS, GHFYSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Associations and acknowledges that the United States Soccer Federation (hereinafter USSF) articles of incorporation, bylaws, policies and requirements take precedence and supersede the governing documents and decisions of GHFYSA to the extent applicable under Washington law. GHFYSA shall comply with the USSF and WYS, bylaws, policies and requirements, and will comply decisions in contrast to those made by GHFYSA.

ARTICLE 2 - GEOGRAPHY OF OPERATIONS AND OFFICES 2.1 Geography of Operations

GHFYSA shall have as its geography of operations all of Grays Harbor County, WA, the northern portion of Pacific County, WA (encompassing the Raymond, South Bend, and Willapa Valley school districts), and southern Mason County, WA (encompassing all Mason County school districts except North Mason school district). GHFYSA will serve any player outside of those boundaries who is willing and able to comply with all rules and regulations AND has attempted registration and play in all clubs closer to their place of residence. In contrast GHFYSA will allow without conflict any player within those boundaries to play outside of them if that player is unable to play and/or register with clubs closer to their residence.

2.2 Offices

The principal office of GHFYSA shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 3 - MEMBERSHIP 3.1 Legal Members

GHFYSA will have no Individual legal members. As such no membership fees will be paid and GHFYSA will hold no obligations to Members.

3.2 Participants

The participants of GHFYSA (hereinafter "Participants") shall include all persons in affiliated youth soccer clubs (hereinafter "Affiliated Clubs" or "Member Clubs"), the individual Affiliated Club

board members, currently registered players, parents and/or guardians of currently registered players, current coaching staff assigned to teams within GHFYSA jurisdiction, certified USSF referees working games within GHFYSA jurisdiction, and all other current soccer volunteers involved with GHFYSA and its Affiliated Clubs. "Current" is defined as the current seasonal year. All participants over 18 years of age must maintain an active "RMA" without violation.

3.2.1 Club affiliation shall be open to any clubs not subject to suspension under USSF, WYS, or GHFYSA. New clubs may apply for affiliation at any time (See 3.4 Affiliation Requirements). GHFYSA and its Affiliated Clubs will not discriminate against any individual, including but not limited to discrimination on the basis of race, color, religion, age, gender, or national origin.

3.2.2 No Affiliated Club, nor individual associated with such Affiliated Clubs, shall engage themselves in a GHFYSA position or function in an effort to secure an advantage for another organization or for their own personal or business gain. Any potential conflict of interest shall be declared and written, in a disclosure statement to the Board, either voluntarily or upon the request of the Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

3.2.3 Jurisdiction

GHFYSA shall have full jurisdiction over its Participants, as well as any entities organized by GHFYSA or an Affiliated Club: to manage the soccer activities of any and all Participants, including but not limited to leagues, teams, tournaments, and academies; to ensure that Participants, including, but not limited to Affiliated Clubs, comply with the Governing and Operating Documents of GHFYSA, WYS, USSF; and to enforce such compliance as GHFYSA sees fit. Failure to comply with decisions will forfeit Affiliation status and all club subsidiaries.

3.2.4 Affiliation Criteria

Member Clubs must;

- (a) Maintain a website containing all organizational documents (Bylaws and adopted governing documents), a registration platform allowing participants to register for programs, a current list of board members and contact method.
- (b) Comply with all GHFYSA, WYS and USSF rules regulations and decisions.
- (c) Produce no less than one team in one season per seasonal year in WYS for Competitive or recreational play or submit a document stating no teams could be produced and verify that the club did not play outside of GHFYSA, WYS and USSF programs.
- (d) Maintain good standing with IRS, Washington State, County and City agencies.
- (e) Provide no less than one representative from the Member club as a "GHFYSA Member at Large" or have a club representative elected to another GHFYSA board role.

New Club Application

Application to become a new Affiliated Club or Member Club shall be submitted to GHFYSA digitally, accompanied by copies of the applicant club's articles of incorporation, bylaws, and other governing documents together with:

- (a) A precise narrative description of the applicant's intended geographical boundaries.
- (b) Current player registration records, if any.

- (c) A statement of the reason for forming a new Member Club.
- (d) A statement of anticipated impact on existing Member Club(s)
- (e) Articles of Incorporation and Bylaws which are consistent with GHFYSA, WYS, and USSF (f) A copy of the Member Clubs's application for exemption or letter of determination from the Internal Revenue Service.
- (g) Articles of Incorporation that shall provide that, upon dissolution of such Member Club, all assets of the Member Club remaining after payment of, or provision for payment of, all debts and liabilities of the Member Club, shall be distributed to an organization or organizations, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which the Member Association is organized.

Acceptance as a new Member Club shall be by majority vote of the Board of Directors in office and shall specify registration restrictions and requirements for the Club as applicable. Denial as a Member Club shall include stated reasons and reapplication guidelines.

Continuation as a Member Club

In order to continue as a Member Club, GHFYSA Member Clubs shall:

- (a) Provide annually to GHFYSA a copy of the documents submitted to the Internal Revenue Service during that year and such documents as GHFYSA and WYS may from time to time reasonably request.
- (b) Make copies of such documents available to its members and current versions of documents on the club's website or provide them within a reasonable time upon request. (c) Meet the criteria established in 3.2.4 "Criteria"

Member Clubs, when present, are entitled to issue a statement on all items requiring vote prior to vote as provided for in GHFYSA Governing and Operating Documents and participate in any programs and benefits offered by GHFYSA and WYS, except as set forth in Section 5.5 below.

3.2.5 Suspension, Fines and Termination as a Member Club

Definition of Suspension and Termination

- (a) Suspension means the loss of voting rights and participation in any programs and benefits offered by GHFYSA and WYS for a period of time. (b) Termination means permanent loss of membership.

3.2.5.1 Suspension, Fines and Termination

Suspension: A Member Club failing to pay any fees due to GHFYSA or WYS shall be provided notice of the delinquency. If those fees are not paid within thirty (30) days after the date specified in the notice of delinquency, the delinquent Member Club shall automatically be suspended from being a member of GHFYSA and WYS. Unless otherwise provided by the Board of Directors, the Member Club shall be automatically terminated as a member of GHFYSA if the Member Association has failed to pay the fees owed for a period of ninety (90) days after the date specified in the notice of delinquency. The GHFYSA President shall notify the Member Club of the suspension and the date upon which their member status will be terminated if the fees remain unpaid.

Fines: The Board of Directors may fine, require remediation, suspend, or terminate the status of (or any combination thereof) any Member Club if the Board determines that 1) the conduct of the

Member Association is adverse to the best interests of soccer, GHFYSA or WYS, or 2) the Member Club has not complied with the requirements of being a member of GHFYSA WYS or USSF. The Board shall adopt procedures for remediation. The Board may fine, suspend or terminate a Member Club only after a hearing, reasonable notice to the Member Club of the time and place of the hearing, and providing the Member Club with a reasonable opportunity to present evidence in support of the Member's position.

Termination: A Member whose suspension is in effect on the last day of the seasonal year is terminated as of the first day of the next seasonal year unless the Board of Directors otherwise provides. A suspension or other disciplinary action imposed by GHFYSA, in accordance with these Bylaws, shall be recognized by all Members of the USSF as provided for in the WYS and USSF bylaws. Any Member Club that initiates legal action against GHFYSA, WYS or USSF before exhausting all administrative remedies shall be suspended. If the membership of a Member Club is terminated, GHFYSA and WYS shall immediately undertake actions to replace that organization as needed. That replacement organization may include an organization established and temporarily operated by GHFYSA or WYS.

3.2.5.2 Reinstatement from Suspension

A suspended Member Club may submit a written request for reinstatement. The Board of Directors shall consider the request and may reinstate the membership of a suspended Member Club on reasonable terms that the Board considers appropriate.

3.2.6 Authority of Member Clubs

Member Clubs shall have responsibility and right of initial response over their members (including but not limited to teams, players, coaches, trainers, managers, administrators, volunteers and officials) to:

- (a) Administer games, practices and activities of youth soccer involving properly registered participants.
- (b) Ensure that the Governing and Operating Documents of GHFYSA and WYS

Member clubs will hold no right or authority to overturn decisions or instructions from GHFYSA and WYS.

ARTICLE 4 - ANNUAL GENERAL MEETING 4.1 Annual General Meeting (AGM)

The AGM shall be held for the purpose of reporting on the past year's activities and electing or replacing Board members.

4.1.1 Date

The AGM shall take place during the first quarter of each fiscal year. Notification of this meeting shall be mailed (physically or electronically) to Member Clubs and all members of the Board of Directors prior to the AGM date.

4.1.2 Reports

All Affiliated Clubs, GHFYSA Committee Chairs, and GHFYSA Board members may be requested to submit an annual report covering their respective activities for inclusion in the GHFYSA Annual Report.

4.1.3 Voting

Each Board member shall have one vote.

4.1.3.2: Each member at large present(non-voting) holds a right to be heard prior to a board vote.

4.1.4 Quorum

A quorum for the Annual General Meeting shall consist of at least 50% of the Board.

ARTICLE 5 - BOARD OF DIRECTORS 5.1 Composition

The Board of Directors (Board) shall consist of seven Director positions and three more than the total number of Member Clubs, Members-at-large positions. Any individual member of the Board duly elected or appointed to a Board of Directors position shall be herein referred to as a "Board member."

5.2 General Powers

All authority of GHFYSA shall be vested in the Board unless otherwise specified in these bylaws. The affairs of the corporation shall be managed by the Board. Each Director has one vote each in all business. The President shall not cast his/her vote except as a tie-breaker.

5.3 Number

The Board shall consist of at least 5 Board members Less the remaining board members take immediate action to fill vacant positions.

5.4 Qualifications

At time of election, Directors must be Participants in GHFYSA or an affiliated Club during the seasonal year of the election. A majority decision of the current Board may temporarily waive this requirement on a case-by-case basis.

5.4.1 A Board member holding more than one position may only vote once.

5.5 Election of Directors

5.5.1 Nominations by the Board:

The Secretary shall preside over Nominations. Nominations will be accepted up to 3 days prior to the AGM for any open positions. All nominations must be motioned and seconded by the outgoing Board before being considered valid for election. A slate of candidates may be assembled for nomination as a group, or individuals may be nominated piecemeal.

5.5.2 Elections

5.5.2.1 Elections of Board members shall be held at the AGM. The Board shall elect the Board Members for the open positions each year.

5.5.2.2 Voting may occur via a voice vote. However, any board member may make a motion for a secret ballot. If seconded by any board member or nominee, this request will automatically pass. The nominees receiving the most votes shall be considered elected.

5.6 Term of Office

Unless a Board member dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later. Terms shall be staggered so that approximately one half of the positions come up for election each year.

President: Even

Vice President: Odd

Secretary: Odd

Treasurer: Even

Scheduler: Odd

Registrar: Even

Director of Competition: Odd

Director of Youth Development: Even

Member at Large: may change as needed **5.7**

Resignation, Removal, and Vacancies

5.7.1 Resignation:

Any Board member may resign at any time by delivering written notice to the President or the Secretary via mail or email or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.7.2 Removal:

If, in the opinion of the Board, a Board member is found to be neglecting his/her duties as outlined by the Governing Documents, or otherwise not acting in the best interests of GHFYSA, the Board is empowered to relieve said Board member from office. Removal from office shall require an affirmative two-thirds (2/3) vote of total Board membership.

5.7.3 Option to Remove:

Any Board member that fails to attend three (3) consecutive Board meetings activates an option to remove that Board member. The said Board member may be removed from their position without prejudice by a simple motion, second, and an affirmative majority vote of the Board at any regular meeting. This option is immediately cancelled if the said Board member attends a meeting before being removed. It is recognized that Board Members may be incapable of attending meetings for many good and understandable reasons. This option is simply a mechanism to deal with continued absences that interfere with the ability to generate a quorum to do the work of the Association.

5.7.4 Vacancies:

In the event of a vacancy, the Board may appoint an individual to a position at any regular Board Meeting with a quorum of 40% or more. All appointments of an individual(s) at a regular meeting will require a motion, a second, and an affirmative majority vote.

5.8 Compensation

The Board members shall receive no compensation for their services as Board members but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

5.9 Conflict of Interest

The Board shall adopt the Washington Youth Soccer Conflict of Interest policy that comports with applicable state and federal requirements. Each Board member shall, on an annual basis, sign a Conflict of Interest disclosure form to disclose any actual or potential conflicts that Board member may have.

5.10 Code of Ethics

The Board shall adopt the Washington Youth Soccer Code of Ethics that comports with applicable state and federal requirements. Each Board member shall, on an annual basis, sign a Code of Ethics Statement in which he or she agrees to act according to the Code of Ethics.

ARTICLE 6 - DUTIES OF BOARD MEMBERS

The duties of the Directors shall commence on the first day of the month following the AGM or of their election and consist of:

6.1

President:

1. Preside over Board meetings and the AGM.
2. Appoint chairpersons for committees as designated by GHFYSA Bylaws, Rules, and/or by resolution.
3. Has the authority to sign orders on the Treasury
4. Make final decisions when a Board vote is not possible.
5. Legally make commitments for GHFYSA
6. represent GHFYSA at any Washington Youth Soccer event, especially any Council meeting, the Washington Youth Soccer AGM, or the Washington Youth Soccer Annual Player Fee Meeting. This responsibility can be delegated to another person.

6.2

Vice-President:

1. Preside in the absence of the President.
2. Has the authority to sign orders on the Treasury in the absence of the President.
3. Assume the office of the President if that office is vacated.
4. In the absence of the President, represent GHFYSA at any Washington Youth Soccer event, especially any Council meeting, the Washington Youth Soccer AGM, or the Washington Youth Soccer Annual Player Fee Meeting. This responsibility can be delegated to another person.

6.3

Secretary:

1. Keep an accurate record of all meetings and the names and addresses of Board members.
2. Be responsible for all correspondence of GHFYSA.
3. Give notice of all meetings as stipulated by Governing Documents.
4. Prepare an Association Annual Report.
5. Additional duties as assigned

6.4

Treasurer:

1. Receive and issue receipts for all monies of GHFYSA.
2. Keep an accurate record of all financial transactions.
3. Has the authority to sign orders on the Treasury.
4. Make regular financial reports to the Board.
5. Additional duties as assigned

6.5

Director of Competition:

1. Act as Disciplinary Chairperson for Association leagues. This duty can be delegated to another person.
2. Act as GHFYSA representative to Washington Youth Soccer for State Cup activities. This responsibility can be delegated to another person.
3. Maintain and distribute league standings, when applicable.
4. Coordinate referee assigning, when applicable.
5. Represent the Association in all matters concerning referee assigning.
6. Coordinate disciplinary activity regarding misconduct and misbehavior occurring within GHFYSA jurisdiction. This responsibility can be delegated to another person.
7. Additional duties as assigned

6.6

Director of Youth Development:

1. Promote and supervise any GHFYSA-sponsored tournaments.
2. Promote and supervise all Cultural Exchange programs.
3. Promote and supervise all Washington Youth Soccer coaching clinics.
4. Distribute Association trophies/plaques, when applicable.
5. Additional duties as assigned

6.7

Registrar:

1. Supervise and administrate the registration process in accordance with Washington Youth Soccer guidelines
2. Represent GHFYSA in all registration matters
3. Additional duties as assigned

6.8 Scheduler

1. Supervise the scheduling and re-scheduling of GHFYSA league play.
2. Supervise the scheduling of all GHFYSA-sponsored tournaments.
3. Coordinate with Clubs submitting teams to other leagues
4. Coordinate with Club Assignors to confirm all games are listed properly for Referees.
5. Additional duties as assigned

6.9

Members-at-large:

1. Stay informed and involved in Affiliated Club(s) activities and GHFYSA activities
2. Solicit information and feedback about Affiliate Club(s) and GHFYSA from Participants.

3. Attend Board Meetings and participate with Committees as interest and time allow. **ARTICLE 7 -**

ADMINISTRATION

7.1 GHFYSA shall be governed by its Articles of Incorporation, Amendments thereto, Bylaws, and Rules and Regulations ("Governing Documents").

7.1.1 Policy and interpretation of the Governing Documents is the duty of the Board, serving the interests of its Participants and its own purposes. Statements or actions by individual Board members shall not be construed as Board policy.

7.2 Bylaws Revision

From time to time, the Bylaws may require modification. To modify the Bylaws, the Board will empower a Bylaw Review Committee to draft the revision and bring its recommendation(s) to the Board.

7.2.1 The recommendations of the Bylaw Review Committee may be heard at any regular Board meeting. Regardless of the Committee recommendations, the Board may act to revise the Bylaws with a two-thirds (2/3) affirmative vote in the presence of a quorum.

7.3 Rules and Regulation

GHFYSA Rules and Regulations represent the ongoing, active policies and resolutions of the Board.

7.4 GHFYSA may charge its Affiliate/Member Clubs dues and/or a fee or fees to assist in the costs of serving the Participants of GHFYSA. The Board will decide upon appropriate dues and/or fees and their appropriate rates (per player, per team, etc.).

7.4.1 GHFYSA shall give at least a 30-day notice before the dues and/or fees due date. If notification fails to yield at least 30 days, the due date will be automatically adjusted to reflect a 30- day time period from the postmark date or email transmission. **ARTICLE 8 - CLUB AFFILIATION**

8.1 Affiliation

These Bylaws will apply to all current and future Affiliated Clubs. The current Affiliated Clubs are South Beach Youth Soccer Club, North Beach Youth Soccer Club, Harbor Youth Soccer Club, Montesano Youth Soccer Club, Elma/McCleary Youth Soccer Club, Grays Harbor Football Club and South Mason Youth Soccer Club. Future clubs desiring to apply to become Affiliated Clubs shall follow the requirements set forth by GHFYSA in its Affiliation policies.

8.1.1 In the absence of Rules and Regulations detailing the application for Affiliation, a two-thirds (2/3) majority vote of the total Board membership of the GHFYSA Board of Directors is required to affiliate a club with GHFYSA under a probationary period. The club must produce all required criteria within 90 days or lose its status.

8.2 Continuation of Affiliation

8.2.1 Any Affiliated Club paying dues or applicable fees and complying with all requirements of affiliation as set forth in the Governing Documents is entitled to all rights of affiliation, except that no Affiliated Member Club in arrears to GHFYSA or suspended shall have these rights.

- (a) Each Affiliated Club shall, within 30 days, Provide, when requested, to GHFYSA copies of the Affiliated Club's articles of incorporation (if applicable), bylaws and other governing documents, regardless of the document's current availability and
- (b) Provide annual reports outlining club youth soccer activities for the year, when requested including but not limited to financial records and tax documents, and
- (c) Make copies of those documents available to its members, and
- (d) Remain up-to-date in any of its accounts payable to the GHFYSA and WYS.

8.3 Discontinuation of Affiliation

8.3.1 An Affiliated Club may request to dissolve its affiliation via written notice to the President. The GHFYSA Board may accept or deny such a request at its own discretion.

8.3.1.1 Any violation of the affiliation requirements of these bylaws by a Affiliated Club shall require a probationary hearing by the Board of Directors within thirty (30) days of notice of such violation, to determine what actions are necessary by the Affiliated Member Club to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Affiliated Club to take such actions and shall provide for suspension of all membership privileges if not satisfied.

8.3.2 Affiliated Clubs failing or refusing to follow the GHFYSA bylaws, policies, procedures, or rules, attempting to circumvent a decision rendered by GHFYSA, or seriously damaging the interest of GHFYSA, face suspension or expulsion.

8.3.3 Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.

8.3.4 Suspension or expulsion shall require a two-thirds (2/3) vote of the total Board membership of the GHFYSA Board of Directors.

8.3.5 Suspended or expelled clubs shall have no permission to register players and teams for youth soccer activities in affiliation with GHFYSA or WYS. In addition, the club shall have no permission to use any physical resources within the GHFYSA boundaries for youth soccer activities in affiliation with WYS.

8.3.6 In the best interest of soccer GHFYSA May elect to suspend an individual that the Board has determined responsible in place of a club suspension. The Affiliated Club will immediately confirm and openly support this decision less the entire Club be suspended.

8.3.7 Any individual or club suspended by GHFYSA or WYS shall not participate in any activities until reinstated. Failure to comply will result in an expulsion hearing.

8.4 Jurisdiction of Affiliated Clubs: Affiliated Clubs shall have jurisdiction over all games of youth soccer involving properly registered teams, as well as associated activities, within their specific area of administrative government and as approved by the GHFYSA Board of Directors.

8.5 Responsibilities of Affiliated Clubs: Affiliated Clubs 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 GHFYSA or WYS. Also, the Affiliated Club shall maintain up-to-date communication contact information with GHFYSA .

8.6 Affiliation Conflict: The articles of incorporation (if applicable), bylaws and governing documents of any Affiliated Club shall not conflict with those of GHFYSA or WYS.

8.7 Communication:

The Affiliated Club must provide the GHFYSA Secretary with a physical mail address, email address, and a phone number for a contact person. This contact person is typically the President or Registrar of the Affiliated Member Club. GHFYSA will use this information to communicate information to the Affiliated Club.

ARTICLE 9 - BOARD MEETINGS

9.1 The Board shall hold at least 4 regular Board meetings each year. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

9.2 Special Board Meetings may be called as required by the President or upon request of 2 or more Board members.

9.2.1 A minimum of forty-eight (48) hours notice must be provided before any special Board meeting. Notice of special Board meetings shall be given to each Board member in writing by electronic communication or by mail. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

9.3 Minutes

The Secretary shall publish the minutes of the last regular Board Meeting to be communicated to all Board members and Affiliated Club contacts.

9.4 Agenda

The President shall present an agenda at the start of each meeting. Upon appeal from the floor, the Board may, with a majority vote of Board members present, accept an alternate agenda or add individual items for discussion.

9.5 Quorum

A quorum for the transaction of business at Board Meetings shall consist of at least 40% (rounded down) of the Board members. In the absence of the President and Vice-President, the Board shall make its first order of business the election of an Acting Chair for the Board Meeting by a simple majority vote. The act of the majority of Board members present at a meeting at which there is a quorum shall be the act of the Board, unless a vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

9.6 All meetings (regular Board Meetings, AGM, special Board meetings, committee meetings, etc.) shall be governed by Robert's Rules of Order, when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

9.7 Meetings by Telephone/Zoom

Members of the Board or any committee may participate in a meeting by means of a conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other at the same time and can provide input. Participation by such means shall constitute presence in person at a meeting.

9.7 Action by Board Without a Meeting

Any action that could be taken at a meeting of a Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each Board member. Such consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such consent shall be inserted in the minute book as if it were minutes of a Board meeting. Signed shall include faxing or scanning a signed copy of the consent and electronically transmitting the copy. **ARTICLE 10 - COMMITTEES**

10.1 Standing or Temporary Committees

The Board, by a simple majority resolution, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Board members. Such committees may have other members that are not Board members. Such committees shall have and exercise the authority of the Board in the management of the corporation as delegated by the Board, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to (a) amend, alter, or repeal the Bylaws; (b) elect, appoint, or remove any other committee or any Board member; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of the property and assets of corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of assets of the corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any Board member of any responsibility imposed upon it, him, or her, by law.

10.2 Standing Committees

The Board may establish the following governance committees as standing committees

1. Disciplinary Committee

10.3 The majority of the number of Committee members composing any committee shall constitute a quorum as long as at least one Board member is present.

10.4 Resignation of a Committee Member

Any Committee member may resign at any time by delivering written notice to the President or the Secretary via mail or email or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

10.5 Removal of a Committee Member

The Board, by resolution adopted by a majority of the Board, may remove from office any member of any committee elected or appointed by it.

10.6 Bylaw Review Committee

The Board may establish a temporary Bylaw Review Committee for the purpose of recommending changes to the Bylaws. The Committee shall be composed of three (3) or more Board members.

ARTICLE 11 - AMENDMENTS

Amendments to these Bylaws may be affected at any regular Board Meeting upon a two-thirds (2/3) affirmative vote of a quorum present. Any case in which the Bylaws are in conflict, or become in conflict with the Bylaws of WYS, the latter shall take precedence and these bylaws shall be amended no later than the next regular Board Meeting to eliminate the cause of conflict (as soon as the conflict is identified).

ARTICLE 12 - DISSOLUTION OF GHFYSA

The dissolution of GHFYSA shall occur as stated in the latest Amendment to the GHFYSA Articles of Incorporation submitted and approved by State of Washington Secretary of State. The Articles of Incorporation regarding GHFYSA dissolution may be amended by an affirmative vote of at least 2/3 of the Board where a quorum is present at any regular meeting or Annual General Meeting.

The logo features a stylized soccer ball in the background. In the foreground, there is a green field with a white house silhouette. The text "Grays Harbor" is written in large, blue, block letters with a white outline, positioned above the field. Below the field, the text "Foothills Youth Soccer Association" is written in a smaller, gray, sans-serif font, enclosed within a white rectangular box with a gray border.

Grays Harbor

Foothills Youth
Soccer Association