

RESTATED BYLAWS OF

FRANKLIN PIERCE SOCCER CLUB



Presented and Adopted at the Annual General Meeting
December 5th, 2007

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ARTICLE 1 - TITLE

Section 1.1 ***Title*** This organization shall be known as Franklin Pierce Soccer Club (hereinafter referred to as “Franklin Pierce Soccer Club”, “FPSC”, or “the Club”). The Club is registered with the state of Washington as a non-profit organization and shall not carry on any activities prohibited by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code or corresponding provision of any future United States of America Internal Revenue Code.

Section 1.2 ***Office*** The principal office and place of business of the Franklin Pierce Soccer Club is in Tacoma, Washington. The mailing address for the Club is 315 129th Street South, Tacoma, Washington 98444. The Club shall have such other offices within or without the state of Washington as the Board of Directors shall designate.

ARTICLE 2 - PURPOSE AND OBJECTIVES

Section 2.1 ***Purpose*** The purpose of FPSC is educational and the Club shall embrace the following goals:

- (a) To teach and develop a "love of the game" of soccer among our youth;
- (b) To teach, train and develop; players, coaches, referees and administrators for the betterment of the game of soccer;
- (c) to teach and develop through the game of soccer; sportsmanship, physical health, mental alertness and fair competition.

Section 2.2 ***Objectives*** The objectives of FPSC are:

- (a) To develop, promote and govern the game of soccer among affiliated teams within the boundaries of FPSC;
- (b) to establish an administration to govern and direct the functions, operations, business and all activities of the Club;
- (c) To encourage interested volunteer adult leadership to share their time and effort on behalf of the program and to offer training in this regard;
- (d) To provide a vehicle through which juveniles will expand their education and knowledge of the game of soccer beyond that which each might do individually;
- (e) to provide a program of well organized, competitive athletics helping to develop the physical, emotional, and social stability of the juveniles; and
- (f) To represent this Club in all matters of organized Youth Soccer in Pierce County and Washington State Youth Soccer Association (WSYSA).

ARTICLE 3 - AFFILIATION

The Club shall be affiliated with Tacoma-Pierce County Junior Soccer Association ("TPCJSA") and Washington State Youth Soccer Association ("WSYSA").

ARTICLE 4 - CLUB COLORS

The representative colors of the Club are Scarlet Red, Black, and White. Scarlet Red is the primary color; however, various shades or combinations of Scarlet Red, Black, and White can be used. Other colors or combinations of colors can be used with written approval of the Board of Directors.

ARTICLE 5 - BOUNDARIES

The boundaries of this Club shall coincide with the boundaries of Franklin Pierce School District (see attached Figure 1 – Franklin Pierce School District map), or as defined under charter issued by the WSYSA. Physical description of the FPSC boundaries are from the Northwest corner origination point; Intersection of 72nd Street East and McKinley Avenue; South on McKinley Avenue to 99th Street; West on 99th Street to “A” Street; North on “A” Street to 96th Street; West on 96th Street to Steele Street.; South on the East Side of Steele Street to 138th Street; East on 138th Street to Yakima Avenue; South on Yakima Avenue to 144th Street; East on the North Side of 144th Street to Bingham Avenue; South on Bingham Avenue to 153rd Street; East on 153rd Street to 50th Avenue East; South on 50th Avenue East to 156th Street; East of 156th Street to Canyon Road; North on the West side of Canyon Road to 149th Street; East on the North side of 14900 Block to Woodland Avenue; North on the West side of Woodland Avenue to 128th Street; West on the South Side of 128th Street to Canyon Road; North of the West side of Canyon Road to 112th Street; East on the North side of 112th Street to 62nd Avenue East; North on the West side of 62nd Avenue East (and any imaginary North extension on this Street) to join with 80th Street; West on 80th Street to 25th Avenue East; North on 25th Avenue E. to 72nd Street; West on the South side of 72nd Street to McKinley Avenue (returning to Northwest Boundary origination point). All youth soccer players, ages 3 to 19, registered with FPSC are subject to the control and authority of this Club.

ARTICLE 6 - CONTROL AND AUTHORITY

The final control and authority of this Club shall be listed in the Bylaws of this Club and be by a body of members known as the Board of Directors. This Board shall exercise the right of decision making on all matters pertaining to Club affairs.

ARTICLE 7 - MEMBERSHIP IN THE CLUB

Section 7.1 ***Voting Members*** The voting members of this Club shall consist of:

- (a) One team representative from each current team, in good standing, registered with the Club, and
- (b) Each member of the Board of Directors in good standing.

The Team Representative shall be, in the following order or preference, the coach, assistant coach, team manager, or parent with a child participating on a specific Franklin Pierce Soccer Club team's roster. Notwithstanding the forgoing, no individual compensated by the club as a

Coach or trainer (other than one whose child receives a fee exemption) nor individual owning an interest in an entity that contracts with the Club for coaching and/or training, will serve as Team Representative. If applicable, a parent serving as Team Representative shall be appointed by the Head Coach. The number of voting members in the Club will equal the sum of the number of teams, in good standing, registered with the Club and the number of Board of Directors, in good standing, at the time of the event. Each team, through its representative, and each Board Member is entitled to one (1) vote at the Annual General Meeting ("AGM") and other meetings requiring a vote by the members of this Club. An individual shall have as many votes as teams for which that individual is a Team Representative. A Director shall have one (1) vote plus an additional vote(s) for any team(s) he/she also represents as the Team Representative. Voting by proxy is not allowed.

Section 7.2 ***Non-Voting (Associate) Members*** Parents, coaches, assistant coaches, team managers, sponsors, referees, skill trainers, directors, committee members, and other individual volunteers of the Club who do not qualify as a voting member, shall have associate membership status. All members (voting and non-voting) shall have the privilege to attend the Annual General Meeting and monthly board meetings and be allowed as guests to address the governing body. An Associate Member cannot vote.

Section 7.3 ***Removal of a Member*** Any member who has not fulfilled his or her financial obligations to the Club or whose conduct is detrimental to the purpose of this organization shall be subject to disciplinary action by the Club. Disciplinary action could result in expulsion from the Club or suspension from participating in any of the Club's soccer programs.

ARTICLE 8 - ORGANIZATION

Section 8.1 ***Governing Body*** The Board of Directors shall be the governing body of the Club. The Board of Directors shall consist of the seven (7) elected officers and the four appointed Program Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors will exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by these Bylaws otherwise prohibited. The Board of Directors holding elective positions shall be elected at the Annual General Meeting (AGM) to serve terms set forth in Section 8.4 – Term of Office.

Section 8.2 ***Board of Directors***

- (a) The Board of this Club shall consist of the following six (6) elected officers: President; Vice President - Administration; Vice President - Operations; Vice President of Referees; Treasurer; and Secretary/Historian; four (4) appointed Program Directors, assigned to the Club's micro, modified, full-field, and Select/Premier programs; and (1) Director of Registration. Each of the Program Directors shall be appointed by the VP of Operations subject to the approval of the majority of the elected board members.

The Director of Registration shall be appointed by the VP of Administration subject to the approval of the majority of the elected board members.

- (b) Each member of the Board of Directors is entitled to a waiver of one registration fee for the soccer season that he or she is serving. This waiver must be used for a child of the Board member or must be donated to another player within the club at the discretion of the member receiving the waiver. The waiver must be used for any of the four programs.
- (c) The Board of Directors shall find from time to time the need for additional support and thus, shall solicit and appoint volunteers to form separate committees to draw upon when assistance is needed to help complete the duties of the club. By a two thirds (2/3) majority the Board of Directors shall have the authority to hire an independent contractor or retain professional services to fill the position of Treasurer, Director of Registration, Office Manager, or any other administrative position needed to accomplish the day to day business of the club.

Section 8.3 ***Duties of the Board Members*** The duties, power and authorities of the Directors shall include, but not be limited to, the following:

(a) ***President*** In general, the President shall be the chief executive officer of the Club and shall be responsible for the general management and superintendence of the affairs of the Club. The President shall preside at all meetings of the members and directors. In all cases where (and to the extent that) the duties of the other directors of the Club are not specially prescribed by the Bylaws, or Club policy, the President will prescribe such duties subject to approval by the Board of Directors. The President shall perform the following duties:

- The establishment of an annual business plan and calendar
- Presiding over the annual general meeting and elections
- Appointment of elected Board members in the event of a vacancy, subject to the approval of the other elected Board members
- Presiding over all Board meetings and establishing monthly Board agendas
- Vote only in the case of a tie
- Serve as FPSC representative to TPCJSA
- Appointment of special committees and chairpersons
- Serve as an ex-officio member of all Committees
- Addressing issues and concerns of the membership service
- Involvement in Club outreach programs such as
 - o Scholarship Programs & Events
 - o Annual Charity Event
 - o Community Outreach/Involvement

(b) ***Vice President-Administration*** The VP of Administration, in the absence of or disability of the President, shall perform all duties of the President and shall perform such other duties as will be prescribed by the Board of Directors. Within the first month of office, and by no later than January 15th, the VP of Administration must recruit and appoint the following positions: Director of Registration, Director of Business Development, Director of Communication & Marketing, Director of Tournaments & Special Events, Director of Fields and Equipment, and Director of Games. All appointments are subject to approval of the Board. The VP of Administration is responsible for the management and oversight of each of these Directors and their respective duties. FPSC must work in partnership and through the Franklin Pierce School District and Pierce County Park and Recreation (when applicable) to maintain and improve the facilities we use. The VP of Administration is responsible for communicating with the Club's Program Directors and the Club's teams regarding field use policies and protocols. The VP of Administration is further responsible for administering the Club's organized tournaments and competitions, and for coordinating the Club's involvement in state, interstate, regional and national competitions, tournaments, leagues and contests.

To assist in these duties the VP of Administration shall appoint two volunteers: Director of Fields & Equipment and Director of Games. The duties of these positions are explained in further detail below. The VP of Administration shall attend all monthly meetings of the Board of Directors.

(c) ***Vice President - Operations*** The VP of Operations, in the absence of or disability of the President and VP of Administration, shall perform all duties of the President and shall perform such other duties as will be prescribed by the Board of Directors. Within the first month of office, and by no later than January 15th, the VP of Operations must recruit and appoint the following positions: a Program Director for each of the Clubs soccer programs, and Director of Discipline and Review. All appointments are subject to the approval of the Board. The VP of Operations is responsible for the management and oversight of each of these Directors and their respective duties. The VP of Operations shall attend all monthly meetings of the Board of Directors.

The VP of Operations shall develop a set of Policies and Operating Procedures/Practices for his/her respective Program Directors that describe the following:

1. Mission, Goals and Philosophy
2. Program Administration
 - a. Responsibilities of the Program Directors
 - b. Responsibilities and Functions of the 4 individual soccer programs
 - c. Development of Program Budget and Player Fees (if applicable)
 - d. Scholarships
 - e. Registration of Players and Teams
3. Coaching Director (if applicable)
 - a. Responsibilities and Functions
 - b. Contract
4. Professional Coaches (if applicable)
 - a. Responsibilities and Functions
 - b. Contract
5. Tryouts (if applicable)
 - a. General Policies
 - b. Player Select/Premier Tryout
 - c. Tryout Procedures

The Policies and Operating Procedures/Practices prepared by the VP of Operations, with the assistance of each programs respective Directors, shall be presented to the Board of Directors prior to March 1st of each year for comment and approval.

(d) **Treasurer** The Treasurer shall have custody of all Club funds and security and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as will be designated by the Board of Directors. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall disburse the funds of the Club as will be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they require, an account of all his or her transactions as Treasurer and of the financial condition of the Club. The Treasurer is responsible for filing or delivering any other necessary municipal/county forms or documentation related to the Club's business affairs. The Treasurer will find from time to time the need for additional support and thus, must solicit and appoint volunteers to form separate committees to draw upon when assistance is needed to help complete the duties of the office. With specific approval and consent of the Board, the Treasurer shall also seek to retain professional services to accomplish the tasks of the office. The Treasurer shall attend all meetings of the Board of Directors.

The Treasurer shall have the following duties:

- Chart of Accounts & Financial Accounting
- Financial Reporting (Annual Report and Monthly Reports)
- Accounts Payable
- Purchasing and Inventory Management
- Accounts receivable and collections
- Arrange for an independent audit or compilation when required by majority vote of the Board
- Investments
- Sponsorships & allocation of monies (working with Director of Business Development)
- Scholarships (working with President to achieve financial goals and objectives)
- Chair the Financial Committee
- Be the custodian of the records of the Club

(e) **Secretary/Historian** The Secretary/Historian shall attend all meetings of the Board of Directors. Within fourteen (14) days of each meeting, the minutes of the meeting shall be distributed to the Board and available to the membership. Notice shall be given of all meetings. The Secretary/Historian is responsible for all administrative functions of the Club as defined in the duties set forth below:

- Keep record minutes at BOD, AGM and other meetings
- Keep a record of the names, addresses, and contact information of all members
- Be the custodian of the corporate records of the Club
- Help prepare meeting agendas and provide required notice for Club meetings
- Sit as a member of the Discipline and Review Committee
- Collect news articles, photos, and items of interest about FPSC teams, coaches, players, and compile a scrapbook for the calendar year.
- Member communication within the Club
- Establish and Maintain Member Email data base

(f) **Vice President of Referees** The VP of Referees must work closely with the VP of Administration, Director of Games, Director of Fields & Equipment and Director of Tournaments and Special Events to make sure referees are available and assigned to cover the various games, tournaments, and competitions organized and/or played by the Club's soccer teams. The VP of Referees must either be a certified referee or willing to become a certified referee within the first year or his or her term of office. The VP of Referees shall attend all meetings of the Board of Directors and shall work with the local referee organization (PCSRA) to recruit and train new youth and adult referees for the Club. The VP of Referees is responsible for:

- Soliciting and organizing local referee clinics
- Referee development and management
- Referee Education
- Referee Mentoring
- Referee Assignment and attendance at required clinics to enable him or her to be a referee assignor for the Club.

Section 8.4 **Term of Office** The term of office for the President, Vice President - Operations, Secretary/Historian, will consist of two (2) fiscal years, elected on every even year. Similarly, the term of office for the Vice President- Administration, Treasurer, and Vice President - Referees will also consist of two (2) fiscal years, but elected on every odd year. The year will be determined by the date of the Annual General Meeting.

Section 8.5 **Re-Election & Vacancies** All officers are eligible to the same office at succeeding elections. They shall serve in the same office for no more than two (2) consecutive full terms, unless approved by a vote of the Board of Directors prior to the AGM. Vacancies occurring subsequent to elections shall be filled by appointment of the President at the first monthly meeting following the AGM subject to approval by the elected board members. The term in office for officers appointed in this manner shall be the unexpired term of the vacated office.

Section 8.6 ***Appointed Directors*** The appointed directors of the Club shall consist of the following positions: Program Director – FPSC FURY Select/Premier Soccer and Premier Level Teams; Program Director - FPSC Full Field Recreational Level Teams; Program Director - FPSC Modified Teams; Program Director - FPSC Micro Teams; Director of Registration; Director of Discipline and Review; Director of Fields & Equipment; Director of Games; Director of Business Development; Director of Communication & Marketing; and Director of Tournaments & Special Events. If an appointed position is left unfilled for any reason it is the responsibility of the elected officer whose position made the appointment to nominate a replacement to fill the position as soon as possible for approval by a majority of the currently serving board members/directors.

Section 8.7 ***Duties of Appointed Directors*** The duties, power and authorities of the Directors shall include, but not be limited to, the following:

(a) ***Program Directors*** The position of Program Director (hereafter identified as “PD”) is critical to the success of FPSC, and each PD is a voting member of the Board of Directors. Each PD is essentially the head of their respective program, and a PD must work effectively with each and every Officer and Director of the Club to successfully achieve goals and objectives of the Club. To this end, a PD shall find that from time to time, they need additional support and shall solicit and appoint volunteers to form separate committees or similar resources to draw upon when assistance is needed to help run their program. With specific approval and consent of the Board, a Program Director shall also seek to retain professional services from qualified coaches, trainers, or other professionals to assist in running the program. This is especially germane to the success and quality of FPSC most competitive program, FPSC FURY Select/Premier level soccer teams.

If the services of a Coaching Director or Coach are proposed, the Program Director must present such request to the Board of Directors for approval.

In regards to their specific program, each Program Director will be responsible for the following:

1. Team Responsibilities, Placement and Organization
 - a. Responsibilities
 - Training Program and Tournaments
 - Playing Time
 - b. League Placement
 - c. Organization
 - Manager and Team Treasurer Functions
 - Volunteers

2. Coaches Commitments and Expectations
 - d. Application to Coach
 - e. Head Coach Qualifications
 - f. Head Coach Responsibilities
 - g. Coaches Exemption
3. Player Commitments and Expectations
4. Parent Commitments and Expectations

(b) **Director of Registration** The Director of Registration is a voting member of the Board of Directors. The Director of Registration is responsible for ensuring the Club's teams and players are properly registered and affiliated with the appropriate association, league, or tournament to participate in the game of soccer. The Director of Registration shall find from time to time need additional support and thus, shall solicit and appoint volunteers to form separate committees to draw upon when assistance is needed to help complete the duties of the office. With specific approval and consent of the Board, the Director of Registration shall also seek to retain professional services to accomplish the tasks of the office. The Director of Registration shall attend all meetings of the Board of Directors and be responsible for all player registration functions of the Club as defined in duties below:

- (a) Organize and conduct registration for all players in accordance with WSYSA directives;
- (b) Maintain all Club registration records, including an up-to-date file on all players, teams, and coaches;
- (c) Working directly with the Club's VP of Administration, shall help provide oversight of the Club's Risk Management policies and procedures;
- (d) Complete Club and player insurance requirements;
- (e) Administer and process all medical forms and all player loan and travel papers required for participation in the league and tournament competition;
- (f) Prepare and sign season and tournament participation forms
- (g) Provide input and assistance to the Program Directors to establish registration/tryout dates, times, places;
- (h) Act as the FPSC liaison with the TPCJSA Registrar;
- (i) Comply with TPCJSA and WSYSA requirements to properly conduct the duties of the office and
- (j) Submit team assignment sheets/rosters to Program Directors and coaches to verify accuracy of data.
- (k) Review and Approve financial aid applications as outlined in **Section 13.3 – Financial Aid**
- (l) Review and Approve registration fee refunds as outlined in **Section 13.4 – Registration Fee Refunds**

(c) **Director of Fields & Equipment** The Director of Fields & Equipment shall work closely with the VP of Administration and shall attend all meetings of the Board of Directors and be responsible for all Field, Facilities and Soccer Equipment of the Club as defined in the duties set forth below:

- Fields acquisitions and city/school relationships
- Purchase, issue, and maintain all equipment and material owned by the Club.
- Collect and inventory all equipment at the end of the season.
- Provide competitive bids to the Board for approval, prior to purchase, of necessary equipment
- Field equipment and maintenance (Nets, Goals, Paint, etc.)
- Recruit Club members to develop and upgrade the number and quality of Club fields.
- Coach training equipment (Bibs, cones, etc.)
- Office facilities and infrastructure
- Utilities/landlord relationship

(d) **Director of Games** The Director of Games shall be responsible for the coordination of all league games. Accordingly, the Director of Games shall work closely with the VP of Administration, Director of Registration, Director of Fields & Equipment, FPSC Program Directors, and league officials for TPCJSA, District III, and WSYSA, to coordinate date, times and locations for all of FPSC home competitions. The VP of Administration shall also work with each Program Director, and the Director of Fields & Equipment to schedule the use of all Club fields for practice sessions by FPSC member teams.

(f) **Director of Discipline & Review** The Director of Discipline and Review shall attend all meetings of the Board of Directors and be responsible for all Discipline and Compliance related issues of the Club as defined in the duties set forth below:

- Serve as the Club representative for any TPCJSA, District III, or WSYSA disciplinary meeting involving a member.
- Oversight and implementation of the Player/Parent and Coach policies
- Establish policies for discipline and review discipline & review Committee
- Maintain the Club Constitution and By Laws regarding ethics, misconduct, and discipline
- Chair Judicial Committee as a non-voting member.

Establish a Judicial Review Committee which shall consist of:

1. One Board member selected by the Board.
2. One coach selected by the coaches.
3. The Director of Referees
4. A single non-partisan individual selected by the above three members.

(g) ***Director of Business Development*** The Director of Business Development shall attend all meetings of the Board of Directors and be responsible for all new business development functions of the Club as defined in the duties set forth below:

- Development of Club Sponsorships/Sponsor Packages
- Development and implementation of Club Fundraisers
- Grant writing
- Paid Advertising
- Merchandise Sales

(h) ***Director of Communications & Marketing*** The Director of Communications and Marketing shall attend all meetings of the Board of Directors and be responsible for all public Communications and Marketing activity of the Club as defined in the duties set forth below:

- Web site maintenance and content management
- Information Systems/Networking
- Publicity
- Press Releases
- Logo and image management
- Merchandise marketing
- Video Production development (player and Club)

(i) ***Director of Tournaments and Special Events*** The Director of Tournaments and Special Events shall attend all meetings of the Board of Directors and be responsible for all Franklin Pierce Soccer Club organized Soccer Tournaments and Special Event activities of the Club as defined in the duties set forth below:

- Tournaments (Fall, Spring or Winter)
- Opening Day
- Pictures (Recreational and Select/Premier)
- Annual Awards and Banquet

Section 8.8 *Qualifications of Officers and Directors* A Officer or Director must be an individual who has not been convicted of a felony, who neither is compensated by the Club as a Coach or Trainer (other than on whose child receives a fee exemption), nor owns an interest in an entity that contracts with the Club for soccer coaching and/or training. (See **Section 8.11 – Conflict of Interest**)

Section 8.9 *Resignation* Any officer or director shall resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Club, or by giving oral notice at any meeting of the directors or members. Any such resignation shall take effect at any subsequent 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.

Section 8.10 ***Removal of an Officer or Director*** At a special meeting called expressly for that purpose, any officer or director shall be removed from office, with or without cause, by affirmative vote of two-thirds of the Board of Directors. By way of example, and not in limitation of the foregoing, any Director absent without cause and prior notice to the Secretary from two (2) consecutive Board meetings, or being negligent in his or her duties to the Club, shall be subject to removal by the Board of Directors.

Section 8.11 ***Conflict of Interest***

8.11.1 ***Purpose.*** The purpose of the conflict of interest policy is to protect the Franklin Pierce Soccer Club's interest when it is contemplating entering into a transaction or agreement that might benefit the private interest of an Officer or Director of the Franklin Pierce Soccer Club or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.11.2 ***Definitions***

8.11.2.1 ***Interested Person.*** Any Director, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is considered an Interested Person.

8.11.2.2 ***Financial Interest.*** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the FPSC has a transaction or arrangement
- b. A compensation arrangement with the FPSC or with any entity or individual with which the FPSC has a transaction or arrangement
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the FPSC is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not substantial.

A financial interest is not necessarily a conflict of interest. Under Section 8.11.3.2, a person who has a financial interest may have a conflict of interest only if the FPSC Board of Directors decides or assigned committee members believe that a conflict of interest exists.

8.11.3 *Procedures*

8.11.3.1 ***Duty to Disclose.*** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

8.11.3.2 ***Determining Whether a Conflict of Interest Exists.*** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting or Committee Meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

8.11.3.3 ***Procedures for Addressing the Conflict of Interest.***

- a) An interest person may make a presentation at the Board of Directors or Committee Meeting(s), but after the presentation, he/she shall leave the meeting during the discussion of, and subsequent vote upon, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board, at the request of the committee chairperson or other governing board members, shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board of Directors or Committee shall determine whether the FPSC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the Board of Directors or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the FPSC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

8.11.3.4 *Violations of the Conflict on Interest Policy.*

- a) If the Board of Directors or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or Committee determines the member has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action(s).

8.11.4 *Records of Proceedings* The minutes of the governing board and all committees with board delegated powers shall contain:

- 8.11.4.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, *the* nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or Committees decision as to whether a conflict of interest in fact existed.
- 8.11.4.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.11.5 *Compensation*

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

- 8.11.5.3 No voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the FPSC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- 8.11.6 **Annual Statements** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;
- a) has received a copy of the conflicts of interest policy
 - b) has read and understands the policy
 - c) has agreed to comply with the policy, and
 - d) understands the FPSC is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- 8.11.7 **Periodic Reviews** To ensure the FPSC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- 8.11.7.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - 8.11.7.2 Whether partnerships, joint ventures, and arrangement with management organizations conform to the FPSC written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in confinement, impermissible private benefit, or in an excess benefit transaction.
- 8.11.8 **Use of Outside Experts** When conducting the periodic reviews as provided for in Article 8.11.7, the FPSC may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE 9 – MEETINGS

Section 9.1 *Monthly Meetings*

- (a) The Club's Board of Directors shall meet on a monthly basis, time and place specified by the Club President.
- (b) Club Secretary/Historian will notify all Board of Director members of any scheduled meetings and publish the time and place for the monthly Board meetings on the Club's internet website.
- (c) An agenda will be established and made available before each meeting.
- (d) Agenda for the monthly meeting will be as follows:
 - 1. Call to order
 - 2. Minutes
 - 3. Officers' reports
 - 4. Directors' reports
 - 5. Unfinished business
 - 6. New business
 - 7. Adjournment
- (e) A meeting shall last no longer than three (3) hours.

Section 9.2 *Special Meetings* Special meetings of the Board of Directors or Members shall be convened by request of the President, or three (3) or more of the elected officers, or thirty percent (30%) or more of the Club membership. Seven days notice will be given to all Board of Directors prior to scheduling any special meeting of the Board of Directors. No less than ten (10) days or no more than fifty (50) days notice will be given to all Members before a Special Meeting of the Members. Special meetings shall be limited to two (2) hours.

Section 9.3 *Annual General Meeting*

- (a) The Annual General Meeting of the members shall be held each year within the first two weeks of the month of December on such date and time as shall be determined by the Board of Directors. The Annual General Meeting will be held to: (i) elect the officers of the Club (President, Vice President-Administration, Vice President - Operations, Vice President - Referees, Treasurer, and Secretary/Historian); (ii) vote on any other business that is recommended for the general membership by the Board.
- (b) Notification of the meeting will be made to all Club members by publishing the date, time and place of the meeting on the Club's internet website at least thirty (30) days prior to the date of the event.

(c) The order of business shall be as follows:

1. Call to order
2. Credentials
3. Minutes
4. Officers' reports
5. Committee reports
6. Unfinished business, proposed By-law changes
7. New business
8. Election of Directors and Officers
9. Presentation of awards
10. Adjournment

(e) A voting member must vote in person. Voting by proxy shall not be allowed.

Section 9.4 ***Quorum***

(a) Board of Director Meetings. Quorum for all meetings of the Board shall consist of at least four (4) elected officers and two (2) others members of the Board.

(b) Member Meetings/Annual General Meeting. A quorum for the Annual General Meeting or special meetings of the members shall consist of at least the President or Vice-President of Administration or Treasurer, a majority of the Board and 30% of the voting members. Once a member is present or represented at a meeting, other than to object to holding the meeting or transacting business, the member is deemed to be present for purposes of a quorum for the remainder of the meeting.

Section 9.5 ***Rules of Order*** The Rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which it is applicable to the extent not inconsistent with these Bylaws and any Special Rules or Order the Board shall adopt and any statutes or laws applicable to this organization.

ARTICLE 10 - BYLAW AMENDMENTS

Section 10.1 ***Voting Requirement*** The Bylaws of the Club must be amended by a three fourths (3/4) vote of the membership present at the Annual General Meeting or Special Meeting specifically called for this purpose.

Section 10.2 ***Proposals*** Any proposal to amend the Bylaws of the Club must be made by any member of the Club. Any proposal or motion to amend the Bylaws must be made in writing to the V.P.-Administration no later than thirty (30) days before the Annual General Meeting (AGM) or Special Meeting or continuation thereof.

Section 10.3 **Notice** Any notice of the proposals or motions shall be distributed in writing to all members or posted on the Club internet website, at least thirty (30) days in advance of the Annual General Meeting or Special Meeting. The proposed amendments to the Bylaws shall be maintained at the Club offices for review by the members at least thirty (30) days in advance of the Annual General Meeting or Special Meeting.

Section 10.4 **Effect** The installation of and any subsequent amendment to these Bylaws shall become effective immediately following the vote of the membership.

Section 10.5 **Distribution Amendments** Amendment to the Bylaws shall be posted to the Club's website and be maintained at the Club offices for review by the members within five (5) days after their adoption.

Section 10.6 **Conflicting Bylaws** The TPCJSA and WSYSA bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Club and its members to the extent applicable under Washington state law, and the Club and its members will abide by TPCJSA's and WSYSA's articles, bylaws, policies and requirements. The Bylaws shall be amended at the next Annual General Meeting to eliminate the cause for any conflict.

ARTICLE 11 - PROVISIONAL RULES

Section 11.1 **Temporary Rules & Regulations** By a two thirds (2/3) majority the Board of Directors shall have the authority to adopt or amend temporary rules and regulations which shall expire at the conclusion of the Annual General Meeting if not adopted by the membership to become a Standing Rule or Regulation. Any Temporary Rule or Regulation not adopted by the membership shall not be reinstated by the Board of Directors as a Temporary Rule or Regulation.

Section 11.2 **Distribution of Temporary Rules & Regulations** A copy of the Board-adopted Temporary Rule(s) or Regulation(s) shall be sent to the association of affiliation for their records and approval.

Section 11.3 **Adoption & Amendment** Standing Rules and Regulations must be adopted by the voting members and shall be subject to amendment by the membership only in the fashion prescribed in Article 7.

ARTICLE 12 - RECORDS, REPORTS, & FINANCIAL MATTERS

Section 12.1 **Records & Reports** The Club shall maintain adequate and correct accounts, books, and records. All such records shall be kept at the Club's principal place of business. The Secretary shall be responsible for the maintenance of the administrative records. The Treasurer shall be responsible for the maintenance of the financial records and have the books available for inspection.

Section 12.2 **Revenues & Payment of Monies** Income and Revenues of the Club shall be deposited in such bank or financial institution as the Board shall designate. All expenditures for amounts in excess of \$1,000.00 must be approved by a 2/3's majority of the **voting** Board of Directors. All receipts and expenditures shall be presented upon request to the Board of Directors. Contract and indebtedness shall be executed by the Board in compliance with the Bylaws and Articles of the Franklin Pierce Soccer Club, and no one other than the Board of Directors can make binding financial commitments on the Club's behalf.

Franklin Pierce Soccer Club specifically disclaims financial responsibility for, and shall not assume nor is held liable for, the debts or the financial obligations, either expressed or implied, of any affiliated team or any of the coaches, managers, or any affiliated team officials.

Section 12.3 **Loans** No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 12.4 **Audit** The Treasurer shall appoint an Audit Committee to conduct an internal review the books and records of the Club. Such Audit Committee will review the books and records of the prior year's activities no later than two (2) months from the installation of the new Board following the AGM. In addition thereto, the Audit Committee shall establish rules and regulations and procedures as it deems necessary or proper for the checks and balances relating to the audit of the books and records of the Club.

Section 12.5 **Fiscal Year** The fiscal year of the Club shall begin January 1st and end on December 31st.

Section 12.6 **Annual Report** At the Annual General Meeting, the Treasurer shall have available for distribution to the membership present a written financial report of the Club.

Section 12.7 **Insurance** The Club shall provide, through Washington State Youth Soccer Association, an umbrella liability policy covering the Board of Directors, coaches, assistant coaches and referees. The VP of Administration shall review WSYSA Directors and Officers insurance policy coverage and report this information on an annual basis to the Board at the first meeting following the AGM.

ARTICLE 13 - FEES, PLAYER REGISTRATION, TEAM SPONSORS, & FUNDRAISING

Section 13.1 ***Player Fees*** A registration fee shall be assessed to individual players as set by the Program Director and approved by the Board to cover, at a minimum, the costs of coaching, training, fall league play, uniform, and the appropriate affiliation fees. Each year the Club will publish the specific costs covered by the registration fee as well as extra costs that a parent, legal guardian, or player shall expect not to be covered by the registration fee. FPSC is committed to the goal that no player shall be denied the opportunity to participate due to financial reasons.

Section 13.2 ***Player Registration*** Every player must register by the deadline set by the Program Director and Director of Registration. The Club shall post the procedure and deadline for registration on the Club's internet website at least sixty (60) days prior to the end of the registration period. Players must provide their name, address, telephone number, date of birth, e-mail address, and a signed emergency medical authorization treatment form. In addition, a copy of his/her Birth Certificate must be sent to the Club if a player is registering for the first time in this Club or if the player did not play on an FPSC team the previous year.

Section 13.3 ***Financial Aid*** If a player is unable to meet or pay the registration fee, the player shall apply for a FPSC Scholarship by submitting a written request explaining the financial hardship to the Director of Registration. The Director of Registration will review the request and submit it to the Board of Directors.

Section 13.4 ***Registration Fee Refunds*** if a player decides to discontinue his or her participation in a Club program, the player or parent must notify the Director of Registration and make a written request for refund by no later than October 1st following the registration deadline.

Section 13.5 ***Sponsorship and Fund Raising***

(a) The Director of Business Development is responsible for organizing and implementing Club sponsorship and fund raising activities. Proceeds from fund raising organized by the Club shall be managed by the clubs' Board of Directors.

(b) Each team may organize their own fund raising and sponsorship. However, team fund raising shall not conflict with Club fund raising activities and will, therefore, be submitted to the Director of Business Development and ultimately to the Board for approval prior to scheduling of fund raiser or acceptance of any sponsor. If a team goes defunct or disbands, all monies and assets that remain unused by the team shall be turned over to the Board for disposition back to the donors, sponsors, and original team members.

Section 13.6 ***Team Finances*** If a team receives any monies through its own sponsorship or fund raising, each coach will appoint a team manager to collect and account for all team monies. Team monies shall not be intermingled with personal finances; a separate checking account is preferred. An accounting of all team finances shall be made to the team. Any disputes over the disposition of team monies will be forwarded, in writing, to the Board of Directors. The findings and decisions of the Board will be binding to all involved parties.

ARTICLE 14 - COACHING DIRECTORS

Section 14.1 *General Procedures*

- (a) Upon the request and proposal of a Program Director, the Board will contract with qualified individuals to perform certain professional services for the Club, such as Coaching Director, Assistant Coaching Director or Trainer that will serve the Club from time to time. The Program Director shall be responsible for negotiating the terms under which the Coaching Director and any Assistant Coaching Director or Trainer shall provide services to the Club, including without limitation, the length of such service and the rate and frequency of the compensation to be paid. The ***Consulting Services Agreement*** negotiated shall be submitted to the Board of Directors for approval and signature.
- (b) The Program Director shall evaluate the performance of the consulted individual(s) for the duration of the agreement.

ARTICLE 15 - COACHES

Section 15.1 ***Application to Coach and Qualifications***: All potential candidates to coach any team in any program in the Franklin Pierce Soccer Club must register to coach on the FPSC website. The Program Director, with the Director of Registration, will review all coaching registrations and recruit coaches for unfilled positions. The qualifications to coach vary by program and shall be listed in the individual Operating Procedures for these programs. All coaching registrations will be approved or denied by the Board of Directors.

As noted in Section 8.7 above, a Program Director shall be given the authority to seek out and negotiate to hire a professional coach for a particular team within his or her program. Any paid coach within a FPSC program shall be an consultant, and the ***Consulting Services Agreement*** will list the tasks to be performed by the coach, compensation and other necessary provisions. The agreement for each coach will be presented to the Board of Directors for review and approval and shall be presented in a timely manner to allow the Board sufficient time to prepare and plan for the financial impact associated with such services and agreements.

Section 15.2 ***Responsibilities of Coaches*** The general responsibilities for each coach, professional or non-paid, are spelled out in the Operating Procedures for each program. For professional coaches, the individual provisions of the negotiated and approved contract will be binding on them for the term the contract is in effect.

Section 15.3 ***Risk Management*** All coaches, assistant coaches, team managers and club volunteers shall be cleared through WSYSA Risk Management before commencing their duties for the Club.

ARTICLE 16 - DISCIPLINE

Section 16.1 **Offenses** Officers, Directors, Coaches and/or staff, players and parents of soccer teams must come before the Judicial Committee to be reviewed, disciplined, or prohibited from membership in the Club for any of the following:

- (a) Conviction of a felony as defined by the Revised Code of Washington.
- (b) Striking, kicking, or spitting upon a player, referee, or spectator.
- (c) Using foul or abusive language.
- (d) Unsportsmanlike conduct.
- (e) Receiving a red card or two yellow cards during league or tournament play.
- (f) WSYSA Code concerning email violations (608.3)
- (g) Violating FPSC, TPCJSA, District 3, WSYSA, or USYSA rules or ethical standards or any decisions of the Board.

Section 16.2 **Procedures**

(a) All alleged violations indicating unethical or unsportsmanlike conduct during activities associated with the Club shall, within 48 hours of the alleged incident, be submitted in writing to the Director of Discipline and Review for review by the Judicial Committee.

(b) Upon receipt of a written complaint, the Director of Discipline shall set a date, time and place to discuss the incident with the offending individual. The Director of Discipline shall contact the offending individual notice of this meeting, along with a statement of why the meeting is being scheduled and with the warning that if he or she fails to attend the meeting, an adverse decision will be issued by the Committee affecting his or her standing and future participation as a member of this Club, TPCJSA, District III, and/or WSYSA.

(c) The Judicial Committee shall have sole responsibility for disciplinary recommendations. Any appeal process must start at the Board of Directors.

(d) All parties directly/indirectly involved in alleged violation shall not serve on the Judicial Committee proceedings.

ARTICLE 17 - RATIFICATION

Any proposed changes to these Bylaws must be reviewed and approved by a majority of the Board of Directors before being presented to the membership. The Board shall notify the membership of such changes 30 days prior to a meeting held for the purpose of voting on the changes. The signature of three (3) members of the FPSC Board of Directors shall signify the date of such meeting and the membership's successful vote on any change or amendments made to these bylaws.

In Witness whereof, the undersigned officers acknowledge that the membership, by a majority vote, have approved the foregoing bylaws, changes, and/or amendments, and shall be in effect hereafter.

Dated this 5th day of December, 2007.

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_____	_____
_____	_____

(Figure 1)

