

Bylaws of

THREE RIVERS SOCCER CLUB

ARTICLE 1 The Club

1.1 Name

The name of this organization is Three Rivers Soccer Club (the “Club”), which is an incorporated association organized under the laws of the State of Washington and operating as a “Member Club” of Tri-Cities Youth Soccer Association (the “Association” or, simply, “T-CYSA”).

1.2 Affiliation

The Club is affiliated with (1) T-CYSA, which is a member of Washington Youth Soccer Association (“Washington Youth Soccer”) and, by extension, the United States Soccer Federation (the “Federation”) and its affiliated entity, and United States Youth Soccer Association (“USYSA”). To the extent allowed under applicable Washington law, the articles of incorporation, bylaws, policies, and requirements of the Federation, USYSA, and Washington Youth Soccer shall prevail over any contrary provision in these bylaws or any other Club rule, regulation, or policy.

The Club, with a majority vote of its Operating Board, may form partnerships with other US Club Soccer affiliated or USYSA affiliated soccer clubs to enhance the services the Club provides. In any partnership the Club will retain control through its bylaws and Operating Board.

1.3 Purpose and Charter

The Mission of the Club is to promote the game of soccer for U11 to U19 teams and players of advanced play level (i.e. PDL, District 6, Premier) by:

- a. Supporting player development through Club sponsored training programs for players and coaches.
- b. Preparing players to be successful scholar-athletes in high school and college through education on healthy lifestyle choices and the college recruiting process;
- c. Developing individual players to their fullest potential;
- d. Providing highly skilled and capable players with opportunities to excel in the sport at the highest level;

- e. Teaching sportsmanship, teamwork and competitive team play in a safe and constructive environment;

1.4 Function

The Club shall pursue its purpose by organizing and promoting programs within the scope of its charter and, toward that end, shall:

- a. Recruit and coordinate volunteers in numbers sufficient to staff and support the Club's activities;
- b. Form teams to be affiliated with the Club and assign players to those teams consistent with the objectives of the Club ; and
- c. Facilitate registration and participation in appropriate leagues and tournaments for teams affiliated with the Club.

ARTICLE 2 The Members

2.1 Qualification.

Every coach, manager, registered player, and parent or legal guardian of a player properly registered and participating on a Three Rivers team, administrator (paid or volunteer), and other active volunteer(s) who participates directly in the work of the Club, shall be a "Club Member" for the Three Rivers roster year in which they participate.

2.2 Voting Members

Voting Members ("Club Voting Members") consist of each Club team head coach, team manager, and members of the Operating Board ("Board"). Members who are paid by the club may only vote on issues before the Club or the Board as long as their votes do not exceed one-third of the total votes on any issue.

2.3 Member Meetings

(a) Annual Club Meeting.

The Club shall hold an Annual Club Meeting on a date to be determined by the Club's Operating Board, within ninety (90) days following the Association's Annual General Meeting, for the purpose of conducting the following business:

- i. Club President's progress report
- ii. The Club Treasurer's report of Club finances
- iii. Election of the Club Officers by Club Voting Members

iv. General discussion from the floor

v. Adjournment

(b) Special Club Meetings

The Operating Board may call a special meeting at any time. Club Members may call a special meeting by delivering a written Petition to the Club Secretary specifying the intended purpose of the meeting and signed by not less than 15% of the Club Members. Within three (3) days of receiving such a Petition, the Club Secretary shall provide not less than ten (10) days' nor more than fifty (50) days' prior notice to all the Club Members specifying the date, time, and purpose of the special club meeting.

(c) Meeting Chair

The President of the Club shall serve as the Chair of all general and special meetings of Club Members, and shall not have a vote except in the case of a tie.

(d) Notice of Member Meetings

Notice of annual or special general meetings of Club Members shall be given not less than ten (10) days nor more than fifty (50) days before the date of the meeting by publishing notice online and sending notice by an electronic transmission for general distribution to all Club Members at their last known e-mail address.

(e) Quorum

A quorum for any meeting of the Club Members shall consist of not less than 25% of the Club Voting Members entitled to vote on matters submitted to the Club.

(f) Proxy Votes

Club Voting Members can assign their vote to a Club Member. No Club Member can hold more than two proxy votes. Written authorization of proxy vote must be made and presented at the time of the meeting in which the proxy is to be used. Written authorization can be by email, facsimile or written document identifying the specific meeting at which the proxy may be used.

ARTICLE 3 The Club Officers

3.1 Election of Officers; Term; Term Limit

The Officers of the Club shall be the President, the Vice President, the Secretary, and the Treasurer. The other officers shall include the Director of Select/District teams in the Club and Director of the Premier/PDL/State league teams. Each Officer is

elected to serve a two year term starting on the first day after the Annual Club meeting at which such Officer is elected or until a successor is elected whichever is later.

The Officers shall be elected by the Clubs Voting Members at the Annual Club meeting to serve for two-year terms each, staggered in the following manner:

- a. Annual Club meeting held in odd years:
 - o President
 - o Secretary
 - o Director of Select/District teams
- b. Annual Club meeting held in even years :
 - o Vice-President
 - o Treasurer
 - o Director of the Premier/PDL/State league teams

There shall be no limits to the number of terms a Club Officer can serve.

3.2 Removal

- (a) A Club Officer may be removed by a vote of a majority of the members of the Operating Board in office at a meeting in which a quorum is present if:
 - (1) Such Club Officer, on or after the 90th day, is unable to carry out the duties of office for a period of ninety (90) days (due, for example, to the revocation of risk management clearance); or
 - (2) Such Club Officer has three (3) unexcused absences from regular board meetings.
- (b) A Club Officer may otherwise be removed from office by a vote of at least 66% of Club Voting Members at a special meeting called for that purpose.
- (c) A Club Officer who cannot hold a Washington State Risk Management certification shall be removed from office.

3.3 Nominations Process

A Nominating Committee shall be appointed from the membership by the Operating Board :

- a. And shall solicit candidates, and receive input concerning their qualification, for open positions of the Club Officers starting not less than sixty (60) days before the date of the Annual Club Meeting or any Special Club Meeting called for the purpose of electing a Club Officer;and

- b. Shall then make its recommendations for candidates at least ten (10) days before the date of such meeting.

Regardless of the Nominating Committee's recommendations, nominations of any individual may be made by a Club Member, provided:

- c. Such nomination must be received by the Nominating Committee not less than twenty (20) days before the date of the Annual Club Meeting or any Special Club Meeting called for the purpose of electing a Club Officer.
- d. Any such nomination shall be published at least ten (10) days before the date of such meeting.

Every candidate running for a "contested office" shall be afforded an opportunity to speak in support of his or her candidacy at the Annual Club Meeting or Special Club Meeting called for the purpose of electing a Club Officer.

The President shall appoint the Club Secretary in even years and the Vice President in odd years, to serve as the "inspector of the election" and, as such, the inspector of the election shall obtain the votes in writing, tally votes and announce the results.

3.4 Vacancies

A vacancy in any Club office shall be filled by a vote of the Club Voting Members at either the Annual Club meeting or a special club meeting called for that purpose, or if sooner, by:

- a. A vote of the majority of the members of the Club's Operating Board, as defined by article 4.2, at a regularly or specially scheduled meeting of the Operating Board;
- b. Provided that the Club Vice President shall automatically succeed to the office of Club President in the event of a vacancy in that office.

3.5 Powers and Duties of the Club President

The powers and duties of the Club President shall be to:

- a. Serve on, and preside over the meetings of, the Club's Operating Board ;
- b. Along with all the other Club Officers, identify and recruit volunteers

to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club ;

- c. Serve as the Club representative on the TCYSA board and on such Club or Association Committees as the Operating Board may consider appropriate;
- d. Oversee the work of all the other Club Officers and their supporting volunteers, if any; and
- e. Organize, preside over, and deliver a report on the Club's status at, the Annual Club Meeting and preside over all other Club meetings.
- f. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board to some other office or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

3.6 Powers and Duties of the Club Vice -President

The powers and duties of the Club Vice President shall be to:

- a. Perform the duties of the President in times of the President's absence, including, if necessary, representing the Club on the Association's Board of Directors; Act generally as the liaison between the Club and the Association;
- b. Succeed to the office of President in the event of the President's resignation or removal;
- c. Serve on, and provide regular reports to, the Operating Board;
- d. Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- e. Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee as requested from time to time by the Operating Board;
- f. And Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board.

3.7 Powers and Duties of the Club Secretary.

The powers and duties of the Club Secretary shall be to:

- a. Serve on and record minutes of the meetings for, the Operating Board;
- b. Give any required notices of meetings in the manner these Bylaws specify;
- c. Serve as general custodian of the Club's records;
- d. Along with the Club President, certify the individuals chosen by the Operating Board to serve as the Club's "Delegates" to each Annual General Meeting or Special General Meeting of the Association;
- e. Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- f. Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Secretary's key responsibilities;
- g. Define the responsibilities for, and oversee the work of, all subordinate volunteer Club program directors and coordinators, if any, whose roles support any area of key responsibility; and
- h. Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.

3.8 Powers and Duties of the Club Treasurer.

The powers and duties of the Club Treasurer shall be to:

- a. Serve on, and provide regular financial reports to, the Operating Board;
- b. Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- c. Assume key responsibility in the areas of Club accounting, budgeting, finance, fundraising, sponsorships, and such other areas as the Operating Board may assign;
- d. Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Treasurer's key

responsibilities, including, without limitation, the Association's Finance Committee;

- e. Define the responsibilities for, and oversee the work of, all subordinate volunteer Club program directors and coordinators, if any, whose roles support any area of key responsibility; and
- f. Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.
- g. Authority to sign checks. Checks will require two signatures. Check signors for the club will be the President, Vice-President, and Treasurer

ARTICLE 4 The Operating Board

4.1 Composition and Voting

The members of the Club's Operating Board shall consist of but not be limited to each Club Officer, Coaching Director, Scheduler, Uniform Coordinator, Practice Field Scheduler, Communications Director, and Club Mediator. The Club Operating Board may appoint from time to time in its absolute and sole discretion other individuals to serve on the Board not to exceed two. The additional members shall act at the direction of the Operating Board and shall assist the President and Vice President in all of their duties and can lead special committees established by the Operating Board.

Each member of the Club's Operating Board, shall have an equal vote on matters submitted to the Operating Board for approval and action.

4.2 Duties and Powers of the Operating Board

The Operating Board shall ultimately be responsible for the overall business and affairs of the Club, and specifically, shall:

- a. Establish and pursue a strategic vision for the Club;
- b. At least annually, reaffirm or revise the Club's vision and mission statements;
- c. Appoint individuals to serve as the Club's Delegates to the Association's Annual General Meeting and any Special General Meetings;
- d. In case of a vacancy not otherwise filled by the Club Voting Members through a vote at a general or special Club Meeting, appoint a successor to complete the remainder of the term of any Club Officer; provided that the Club Vice President shall automatically succeed to the office of Club

President in the event of a vacancy in that office;

- e. From time to time appoint interested and qualified individuals to serve on the Operating Board and to fill roles, and denoted with titles and job descriptions, the Operating Board may consider necessary or appropriate in order to accomplish the Club's objectives;
- f. Establish policies and procedures for the formation and governance of teams affiliated with the Club;
- g. Establish such committees as may be necessary to assist in the operations of the Club;
- h. Prepare and propose an annual Club budget.
- i. Review and authorize non-budgeted expenditures to the limit of the Club's "discretionary budget."

4.3 Appointed Members

There shall be a limit of two individuals who may serve as a appointed members of the Club's Operating Board, it being the Club's policy to favor the inclusion of anyone who expresses a willingness and ability to fulfill the obligations that such service entails.

Nevertheless,:

- a. The Operating Board shall not be under any obligation to appoint any particular individual who desires to join the Operating Board,
- b. There shall be no recourse for any individual denied appointment no matter the reason, aside from seeking removal of members of the Operating Board as these Bylaws otherwise provide.
- c. Individuals appointed to the Operating Board shall serve, from the date of their appointment until the next Club annual meeting in year in which they were appointed

- d. There shall be no limit, however, on the number of consecutive years that an individual may be appointed to serve on the Operating Board of the Club.

4.4 Removal

No member of the Operating Board, including appointed members, may be removed from the Operating Board except by a vote of a majority of the Club Voting Members at the annual club meeting or special club meeting called for that purpose, except that:

- a. A majority of the members of the Operating Board may, in its discretion, at a meeting of the Operating Board at which a quorum is present, remove any appointed member of the Operating Board (but not an Officer) who is absent for three (3) consecutive meetings of the Operating Board without providing prior notice to the Club Secretary; and
- b. A member of the Operating Board who is unable to carry out the duties of office (due, for example, to the revocation of risk management clearance) for a period of ninety (90) days may, at the end of the ninetieth (90th) day, be removed from office by a majority vote of the members of the Operating Board in office at which a quorum is present.
- c. A Club member who cannot hold a Washington State Risk Management certification will be removed from office.

4.5 Meetings of the Operating Board

The President of the Club shall preside over meetings of the Operating Board, which shall be conducted according to whatever formal or informal meeting rules a majority of the members of the Operating Board may approve from time to time.

- a. All meetings of the Operating Board shall be open to Club Members and to the public, and shall occur regularly on a day and a time set by the Operating Board.
- b. The Secretary shall record, and make available to the public, the minutes of all meetings of the Operating Board.

4.6 Notice of Meetings

Members of the Operating Board need not receive notice of any regularly scheduled meeting so long as the members receive the adopted schedule and any subsequent revisions thereto, of regularly scheduled meetings at least three (3) days prior to the first such meeting appearing on the schedule.

Members of the Operating Board shall otherwise be given three (3) days' prior notice of any special meetings of the Operating Board, which only the Club President (or if absent, the Club Vice -President) shall have the authority to call.

4.7 Quorum

A quorum for any meeting of the Operating Board shall consist of an attendance of not less than sixty percent (60%) of all members of the Club Operating Board. The act of the majority of members of the Operating Board present at such meeting shall be the act of the Operating Board unless the vote of a greater number is required by these By Laws.

ARTICLE 5 Coaching Director

5.1 Coaching Director

The Coaching Director:

- a. Shall be supervised by the President of the Club.
- b. May be paid
- c. Shall have a contract which shall define provisions, performance standards, removal, and compensation.
- d. Shall be hired by the Operating Board.
- e. shall have day-to-day responsibility for the Club soccer programs, including carrying out the Club's goals and objectives.
- f. Shall attend all Board meetings, report on the progress of the Club, answer questions of Board members and carry out the duties described in the job description.
- g. Shall be designated other duties as necessary by the Operating Board.

5.2 Assistant Coaching Directors

- a. The Coaching Director shall be authorized to hire additional Assistant Coaching Directors and Associate Coaching Directors, subject to approval by the Club Operating Board.
- b. Any such additional Assistant Coaching Directors shall have day-to-day responsibility for the Club soccer programs, including carrying out the Club's goals and objectives, as may be designated by the Coaching Director.
- c. Such additional Coaching Directors shall attend Board meetings as requested by the Coaching Director.

ARTICLE 6 General Provisions

6.1 Notices.

Any “notice” required in these Bylaws may be effected in any manner authorized by the Washington non profit corporation act, including, if applicable, by e-mail and other means of electronic communication.

6.2 No Litigation.

No member, official, club, team, player, coach, administrator, board member, volunteer or referee may invoke the aid of the courts in the United States or a State without first exhausting all available administrative remedies provided within the Club, the T-CYSA, Washington Youth Soccer and US Soccer. A party who violates this Bylaw shall be subject to suspension and shall be liable to Three Rivers Soccer Club and affiliated organizations for all of their attorney’s fees, costs and expenses of litigation incurred by the Club or it’s members, officers and directors in defending any court action. The expenses shall include any and all expenses including compensation for time spent by representatives of the Club or its affiliates in responding to the litigation.

6.3 Conflict of Interest

Members, officers, directors and volunteers shall use the resources, property, and funds under the Club’s control judiciously and solely in accordance with prescribed policy and in the best interest of the Club. Furthermore, they shall exercise the utmost good faith in all transactions, and they shall not use their positions with the Club or knowledge gained therein for their personal benefit or to secure unwarranted privileges for or from another person or entity. The interests of the Club must be the first priority in all decisions and actions.

No member, officer, director or volunteer shall accept, solicit, or agree to accept any gift, favor, complimentary service, or other thing of value under circumstances from which it might be reasonably inferred that such gift, service, or other thing of value was given or offered for the purpose of influencing the individual in the discharge of his or her duties. Supplier selections and purchasing decisions must always be business decisions made on the basis of merit: by comparing and evaluating price, quality, performance, and suitability. Decisions must not be influenced by any other factor, such as personal relationships, gifts, hospitality, or anything else of direct or indirect value.

If a member of the Operating Board has an interest in a proposed transaction with the Club in the form of a personal financial interest in the transaction or in any

organization involved in the transaction, or holds a position as a trustee, director, or an officer in any such organization, such member of the Operating Board must make full disclosure of such interest before any discussion by the Operating Board of such transaction. A member of the Operating Board with a conflict of interest with respect to any matter coming before the Operating Board shall not present for any discussion of or vote in connection with the matter, and the minutes of the meeting shall reflect the conflict and nonparticipation by such member.

6.2 Amendment

These Bylaws may be amended only with the prior approval of a majority of the Association's Board of Directors and only then upon a vote in favor by two -thirds of the members of the Operating Board attending a meeting at which a quorum is present.

Dated this __, day of _____, 2009.

Secretary

President

Staff/Mertens/Soccer/Three Rivers/TRSC Bylaws draft 090718