

SIXTH AMENDED AND RESTATED BYLAWS
OF
WHATCOM COUNTY YOUTH SOCCER ASSOCIATION

(Revised the 20th day of February, 2020)

ARTICLE I.
DIRECTOR QUALIFICATION

The business and affairs of the Whatcom County Youth Soccer Association (“Association”) shall be managed by a Board of Directors (“Board of Directors” or “Board”). The membership of the Board shall consist of a representative of each of the following organizations: Eastside Soccer Club, Lakeside Soccer Club, Southside Soccer Club, Northside Soccer Club, Meridian Youth Soccer Club, Ferndale Red Lion Soccer Club, Mt. Baker Youth Soccer Club, Lynden Action Soccer Club, Nooksack Soccer Club, Blaine Soccer Club, Whatcom FC Rangers, Whatcom County Soccer Referees Association and Whatcom Sports & Recreation (“Member Organizations”). The remaining four (4) directorships shall be filled by Directors who shall fill the following offices:

1. President
2. Vice President
3. Secretary
4. Treasurer

(hereinafter referred to as (“Independent Directors”).

Each of the above described shall be entitled to vote as a Director of the Board of Directors and shall collectively be referred to as (the “Directors”).

ARTICLE II.
PURPOSE

The purposes of the Whatcom County Youth Soccer Association are as follows:

- (1) Develop and administer youth soccer in Whatcom County.
- (2) Offer programs to develop soccer skills for players, coaches and referees.

- (3) Organize recreational and competitive soccer at various levels to accommodate each player's desired level of competition.
- (4) Allow children to play with their schoolmates, to enhance the children's enjoyment of the game and to simplify the process to the extent possible for the parents.

ARTICLE III. **AFFILIATIONS**

The Association is affiliated with Washington Youth Soccer (WYS) and its parent organizations, and may affiliate with US Club Soccer or other national youth soccer association by resolution of the Board. The Association shall act in the best interest and principals of those organizations with which it is affiliated and shall comply with the terms and conditions of those rules, regulations and policies, to the extent they are consistent with the purpose of the Association.

ARTICLE IV. **DIRECTORS MEETINGS**

Section 1. Annual Meetings. The annual meeting for the Directors shall be the third Thursday of either January or February, of each and every year. The President shall determine whether the meeting will be held in January or February; notice of the date, time and place to be provided within thirty (30) days of such Annual Meeting.

Section 2. Special Meetings. The special meetings of the Directors may be called at any time by notice from three (3) or more of the Directors, or by the President. No business shall be transacted at any special meeting of the Association, except as is specified in the notice calling for such meeting.

Section 3. Notice of Meetings. Written notice of special meetings of Directors, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the secretary or persons authorized to call the meeting to each Director entitled to vote at the meeting. Such notice shall be given not less than five (5) nor more than twenty (20) days prior to the date of the meeting, either personally or by mail.

Section 4. Quorum. Nine Directors shall constitute a quorum. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 5. Voting of Directors. Except as otherwise provided in the Articles of Incorporation, or these Bylaws, each Director shall be entitled to one (1) vote.

Section 6. Regular Meeting. The regular meetings of the Directors shall be held on the third Thursday in January/February, April, July, and October at a time and place to be established by the Board of Directors.

ARTICLE V. **DIRECTORS**

Section 1. Election. Independent Directors shall be elected by the existing Directors at the January annual meeting of the Board of Directors. Independent Directors shall be elected for a term of two (2) years; provided the terms for Independent Directors filling the positions of Vice President and Secretary, who were elected in January of 2012, shall terminate in January of 2013, and, thereafter shall be elected for two (2) year terms. Nomination of the independent Directors' positions shall be made at the October regular meeting.

Section 2. Vacancies. If any of the Independent Directors cease to be Directors, the remaining Directors at a regular or special meeting, whether constituting a quorum or not, may elect a successor to hold office for the unexpired portion of the term of the Independent Director whose position is vacant and until his or her successor shall have been duly elected and qualified.

Section 3. Resignation / Termination. Any Independent Director may resign at any time by delivering written notice to the secretary of the Association. Representatives of Member Organizations shall be automatically terminated as a Director when they cease to be a Club Representative for one of the Member Organizations.

Section 4. Removal. A Director may be removed by a vote of two-thirds ($\frac{2}{3}$) of Directors at a regular meeting; provided, notice of the regular meeting shall include the removal of the Director as an agenda item, or at a special meeting called for that purpose. A representative of a Member Organization who is removed as a Director shall not have the right to hold any offices in any Member Organizations without first receiving approval from two-thirds ($\frac{2}{3}$) of the Directors at a regular or special meeting called for that purpose.

Section 5. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; but no such committee shall have any authority, except as specifically authorized in a resolution of the Board of Directors.

Section 6. Referee Liaison. The Referee Liaison shall be responsible for coordinating youth soccer programs with the Whatcom County Soccer Referee Association or other duly organized association of referees.

Section 7. Club Representation. Member Organizations shall each be represented by their respective presidents who shall have the authority to cast votes at meetings of the Board of Directors; provided if a president is unable to attend a meeting of the Board, such president may, in writing, authorize another officer to attend and vote as a Director at meetings of the Board of Directors ("Club Representative").

ARTICLE VI. **ACTIONS BY WRITTEN CONSENT**

Any corporate action required by the Articles of Incorporation, Bylaws or the laws under which this Association is formed, to be voted on or approved at a duly called meeting of the Board of Directors may be accomplished without a meeting if written consent of the Directors setting forth the action so taken, is signed by all of the Directors.

ARTICLE VII. **OFFICERS**

Section 1. Officers Designated. Officers of the Association shall be a president, vice president, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors.

Section 2. Election, Qualification, and Term of Office. Each office shall be associated with a directorship. Officers shall maintain his or her office as long as they remain a Director of the Board of Directors.

Section 3. Powers and Duties.

a. **President.** The President shall be the chief executive officer of the Association. Duties to include presiding at all meetings and conducting meetings in an orderly and organized manner.

b. **Vice President.** The Vice President shall assist the President and act for him/her in the President's absence or when so delegated. If the presidency is vacated, the Vice President will assume the office of the President for the remainder of the term.

c. **Secretary.** The Secretary will be responsible for recording and publishing minutes of the Board and general meetings. In addition, this officer will be responsible for Association correspondence and permanent record maintenance.

d. **Treasurer.** The Treasurer shall be responsible for conducting all financial matters pertaining to the Association activities, and will chair the finance committee.

Section 4. Removal of Officers. The Board of Directors may remove an officer by a two-thirds ($\frac{2}{3}$) vote. If an officer is removed, then such officer shall be automatically removed as a Director of the Association.

Section 5. Vacancies. The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his successor shall have been duly elected and qualified.

Section 6. Succession. In the event that the President is not present at a meeting of the Board of Directors then the meeting shall be conducted by one of the officers in the order set forth in Article I of these Bylaws.

ARTICLE VIII. **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director and officer now or hereafter serving the Association, and each person who at the request or on behalf of the Association is now serving on behalf of the Association, and the respective heirs, executors, administrators of each of them, shall be indemnified by the Association to the fullest extent provided by law against all costs, expenses, judgments and liabilities, including attorneys' fees reasonably incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such Director or officer by reason of any act alleged to have been taken or omitted by him as such Director or officer, whether or not he or she is a Director or officer at the time of incurring such costs, expenses, judgments and liabilities, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law. The Board of Directors may obtain insurance on behalf of any person who is or was a Director, officer, employee or agent against any liability arising out of his status as such, whether or not the Association would have power to indemnify him against such liability.

ARTICLE IX.
CLUB BOUNDARIES

Section 1. Boundaries. Clubs within the City of Bellingham shall be established by the boundaries of the elementary schools as follows:

Southside Soccer Club:	Happy Valley Elementary School Lowell Elementary School Wade King Elementary
Lakeside Soccer Club:	Carl Cozier Elementary School Geneva Elementary School
Eastside Soccer Club:	Northern Heights Elementary School Roosevelt Elementary School Silver Beach Elementary School
Northside Soccer Club:	Alderwood Elementary School Birchwood Elementary School Columbia Elementary School Parkview Elementary School Sunnyland Elementary School Cordata Elementary School

The boundaries of the Meridian Youth Soccer Club, Ferndale Red Lion Soccer Club, Mt. Baker Youth Soccer Club, Lynden Action Soccer Club, Nooksack Soccer Club and Blaine Soccer Club shall be the same boundaries as the school districts in which they are located. Players attending private schools or being home schooled shall be subject to the same boundaries as if they were attending the public school serving the area in which such player lives.

Section 2. Boundary Restrictions. Each player shall register with and play on a team of the soccer club within whose boundary the player resides. The player's residence shall be that player's primary residence if such player has more than one residence.

Section 3. Playing Out of Club Boundary. A player wishing to play for a club outside whose boundary that the player resides shall make written application to the Association explaining the basis for being granted an exception to the club boundary rule established in this Article. The President of the Association or the President's designee shall promptly review the application submitted and shall determine whether a variance should be granted. If the player objects to such determination, then the matter may be appealed to a committee of three (3) individuals appointed by the Independent Directors. The appeal process shall be informal and the decision of the committee shall be final. Any variance granted shall only be valid for the season immediately following or during which the variance is granted. If the variance is desired for subsequent seasons the same process shall apply. In the event elementary school boundaries change, players may, at their election, stay with their existing soccer club.

ARTICLE X.
RANGERS JURISDICTION

Whatcom FC Rangers shall have jurisdiction over and shall be responsible for registration and administration of teams playing at the highest competitive level offered by Washington Youth Soccer (currently the Regional Club League). Whatcom FC Rangers shall only have the following number of teams at the following age groups:

- (a) U9 – U12: Up to three (3) girls teams and up to three (3) boys teams at each age group.
- (b) U13 – U19: Up to two (2) girls teams and up to two (2) boys teams at each age group; provided, existing teams in excess of the two (2) team limit per age group will remain under the Whatcom FC Rangers jurisdiction until the players on those teams no longer qualify to play youth soccer.

All age group designations for this Article are based on the calendar year, pursuant to the U.S. Soccer Birth Year and Season Matrix.

ARTICLE XI.
AMENDMENT TO BYLAWS

Section 1. By the Directors. These Bylaws may be amended, altered or repealed at any regular or special meeting of the Directors if notice of the proposed alteration or amendment is contained in the meeting, and three-quarters ($\frac{3}{4}$) of the Directors of the Association approve of such amendment.

ARTICLE XII.
CLUB REQUIREMENT

Each Member Organization shall meet the following conditions and requirements in order to qualify as a Member Organization of the Association:

- (1) Each Member Organization shall be a non-profit corporation. All corporations shall have a membership and board of director's structure approved by the Association.
- (2) Each Member Organization shall have a president, vice-president, secretary, treasurer (the secretary/treasurer may be a single position), and each shall be an elected position. Without the prior written consent of the Association no one person may hold any two of these offices, and the president, treasurer and registrar shall not reside in the same household.

- (3) Each Member Organization shall comply with the rules, regulations and requirements of the Articles of Incorporation and Bylaws of the Association.
- (4) Each Member Organization shall submit an annual financial report to the Association on or before the first day of March of each year.

In the event a Member Organization fails to meet Member Organization requirements then notice of such deficiency shall be provided in writing to its president. If the Member Organization fails within a reasonable time to comply with requirements established above, then the Board of Directors by a vote of three-quarters (¾) of the Directors present at the meeting may disqualify such Member Organization and establish a new Member Organization to fill the role of the disqualified Member Organization.

ARTICLE XIII. **FEES**

Fees charged by all of the Member Organizations, except the Whatcom FC Rangers, shall be uniform and shall be established by the Board of Directors.

ARTICLE XIV. **JURISDICTION**

The Association shall have exclusive jurisdiction over Member Organizations and teams within Whatcom County, and shall organize and direct the Association's programs and leagues.

ARTICLE XV. **JUDICIARY COMMITTEE**

The Board of Directors shall have the power to punish inappropriate conduct of those participating in the Association soccer programs. Punishment shall be determined by a Judicial Committee, which shall consist of three (3) members of the Association. For each incident, the Judicial Committee shall be appointed by the President.

ARTICLE XVI. **POWERS OF JUDICIARY COMMITTEE**

Section 1. Committee. The Judicial Committee shall have the power to issue warnings, formal written reprimands, suspend players or coaches from playing or participating in games, establish probation periods with conditions, terminate, in part or in whole, from the Association

soccer programs, and/or request the Whatcom Sports & Recreation to refuse further access to the Northwest Soccer Park fields during Association competitions or programs.

Section 2. Rule Making Authority. The Association may, by resolution, establish rules and procedures for administration of the Judicial Committee.

ARTICLE XVII.
FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31 of each year.

ARTICLE XVIII.
LIABILITY

No Director shall have personal liability to this Association or its members for monetary damages for conduct as a Director; provided this provision shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

DATED this 20th day of February, 2020.

APPROVED:



MARK A. LACKEY, President