

AMENDED AND RESTATED BYLAWS
OF
WHATCOM COUNTY YOUTH SOCCER ASSOCIATION
Adopted February 20, 2025

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 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 (“**Affiliate Organizations**”). The remaining four (4) directorships shall be filled by Directors who shall fill the following offices:

President
Vice President
Secretary
Treasurer

(hereinafter collectively 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 and operates under the authority of Washington Youth Soccer ("WYS"), United States Youth Soccer Association, and United States Youth Soccer ("USSF"), 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 organizations bylaws, rules, regulations, and policies. The Association will abide by the articles, bylaws, policies and requirements (including those on interplay) of USSF and WYS. Furthermore, the Association adopts the WYS Code of Ethics.

ARTICLE IV. **DIRECTORS MEETINGS**

Section 1. Annual Meeting. The annual meeting for the Directors shall be the third Thursday of February every year ("**Annual Meeting**").

Section 2. Regular Meetings. There shall be two (2) regular meetings of the Directors. One of the regular meetings shall be held after completion of the spring recreation season but before the start of the fall recreational season. The other regular meeting shall be held after completion of the fall recreational season but before the end of the calendar year. The date and time of the regular meetings shall be determined at the Annual Meeting. The Annual Meeting described in Section 1 and the regular meetings described in this section will be collectively referred to as the "**Regular Meetings**".

Section 3. Special Meetings. 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 4. 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..

Section 5. 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 6. Voting of Directors. Except as otherwise provided in the Articles of Incorporation, or these Bylaws, each Director shall be entitled to one (1) vote.

ARTICLE V. **DIRECTORS**

Section 1. Election. Independent Directors shall be elected by the Directors at the Annual Meeting of the Board of Directors. Independent Directors shall be elected for a term of two (2) years. The terms of the President and Treasurer shall end in calendar years ending in an even number. The terms of the Vice-President and Secretary shall end in calendar years ending in an odd number. Nominations for Independent Directors' positions shall be made by providing written notice to the Secretary no less than fifteen (15) days prior to the Annual Meeting.

Section 2. Vacancies. If any of the Independent Director positions are vacant, the Directors at a Regular Meeting 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 Affiliate Organizations shall be automatically terminated as a Director when they cease to be a Club Representative for one of the Affiliate 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 an Affiliate Organization who is removed as a Director shall not have the right to hold any offices in any Affiliate 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. Affiliate 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 pursuant to Section 1 of Article V.

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.

(1) **President.** The President shall, subject to the Board’s control, supervise and control all the assets, business, and affairs of the corporation. The President shall preside over meetings of the Board. 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 or by these Bylaws to some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

(2) **Vice President.** In the event of the death of the President or his or her inability to act, the Vice President shall be the Acting President and shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

(3) Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep records of the email address of each Director and each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

(4) Treasurer. The Treasurer shall be responsible for conducting all financial matters pertaining to the Association activities, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. Treasurer shall provide financial statements of the Association to the Board at the Regular Meetings..

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 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.
RECREATIONAL LEAGUE

Section 1. Recreational League. The Association shall operate a recreational league (the “**Recreational League**”) including of the following Affiliate 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, and Blaine Soccer Club (collectively the “**Recreational Clubs**”).

Section 2. Jurisdiction of Recreational Clubs. Teams organized under the Recreational Clubs shall only participate in the Recreational League or a recreational tournament affiliated with the Association, provided a team organized under a Recreational Club may participate in a recreational tournament that is unaffiliated with the Association with written consent of the commissioner of the Recreational League.

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 the Appeals Committee. 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 ("WFC Rangers") shall have jurisdiction over and shall be responsible for registration and administration of teams playing at the highest competitive level offered by WYS, currently the Regional Club League (the "RCL"). Whatcom FC Rangers may form as many teams as WFC Rangers determines there are skill level appropriate players for the RCL, provided, WFC Rangers shall not have more than one (1) team in the lowest division of any age level of the RCL. WFC Rangers shall not enter teams into North Puget Sound League, or comparable leagues operated by WYS ("NPSL"), for teams competing in age levels U15 and younger. WFC Rangers may enter teams into the NPSL for teams competing in age levels U16 and older.

ARTICLE XI. **JURISDICTION COMMITTEE**

Section 1. Committee. The Association has a standing committee to evaluate the placement of Competitive Teams in WYS leagues (the "**Jurisdiction Committee**"). "**Competitive Teams**" shall mean teams playing under the Association jurisdiction, either through an Affiliate Organization or the Association directly, that play in any league operated by WYS (including but not limited to RCL and NPSL). The Jurisdiction Committee is an advisory committee under the Act.

Section 2. Members. The Board shall appoint the members of the Jurisdiction Committee at each Annual Meeting. There shall be at least four (4) and no more than six (6) members of the

Jurisdiction Committee, consisting of: (a) the executive/technical director of WFC Rangers; (b) a member of the Board of Directors of WFC Rangers; and (c) the remaining members shall be selected at the discretion of the Board, provided those members must be either members of the Board or actively involved in the operation of the Associations programs (for example the commissioner of the recreational league). No one person may hold more than one position on the Judicial Committee.

Section 3. Committee Chair. At the Annual Meeting of the Board, the Board shall appoint one of the members described in subsection (c) of Section 2 above as the Jurisdiction Committee chair. The Jurisdiction Committee chair shall: (a) call and schedule Jurisdiction Committee meetings; (b) run Jurisdiction Committee meetings; and (c) report to the Board regarding Jurisdiction Committee recommendations.

Section 4. Meetings. The Jurisdiction Committee shall meet at least twice each year. One of the required meetings of the Jurisdiction Committee shall be after completion of the fall RCL season but before the start of the spring RCL season. The other meeting required by the Jurisdiction Committee shall be within thirty (30) days after completion of all tryouts for all Competitive Teams. At the meetings, the Jurisdiction Committee should evaluate placement of teams in leagues operated by WYS and make recommendations regarding the number of teams in each WYS league. When evaluating if teams are in the appropriate league and division the Jurisdictional Committee should consider: (a) the total number of players (recreational and competitive) at each gender by age level registered under the Association; (b) the results, during league play and tournaments, of the competitive teams that played or are playing under the Association in WYS leagues; (c) the number of divisions at each gender by age level in all state league (including RCL and NPSL); and (d) any other factors the Jurisdiction Committee deems appropriate to evaluate the placement of teams. The Jurisdiction Committee shall make recommendations to the Board regarding the placement of teams in the appropriate leagues.

ARTICLE XII. **AFFILIATE ORGANIZATION REQUIREMENTS**

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

- (1) Each Affiliate Organization shall be a non-profit corporation. All Affiliate Organizations have a structure approved by the Association.
- (2) Each Affiliate 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 Affiliate Organization shall comply with the rules, regulations and requirements of the Articles of Incorporation and Bylaws of the Association.
- (4) Each Affiliate Organization shall submit an annual financial report to the Association on or before the first day of March of each year.

In the event an Affiliate Organization fails to meet Affiliate Organization requirements then notice of such deficiency shall be provided in writing to its president. If the Affiliate Organization fails within a reasonable time to comply with requirements established above, then the Board of Directors by a vote of three-quarters ($\frac{3}{4}$) of the Directors present at the meeting may disqualify such Affiliate Organization and establish a new Affiliate Organization to fill the role of the disqualified Affiliate Organization.

ARTICLE XIII. **JURISDICTION**

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

ARTICLE XIV. **APPEALS COMMITTEE**

Decisions of the Association or the Affiliate Organizations may be appealed to the Appeals Committee (the "**Appeals Committee**"). Appeals shall be submitted and adjudicated in accordance with appeals procedures established by the Board. The Appeals Committee shall consist of not less than three (3) members and not more than seven (7) members. The Appeals Committee shall be appointed at Annual Meeting. Grievances involving the right to participate and compete in activities organized or sponsored by the Association may be appealed directly to WYS Appeals Committee and then to USSF's Appeals Committee.

ARTICLE XV. **FISCAL YEAR**

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

ARTICLE XVI. **LIABILITY**

No Director shall have personal liability to this Association or participants in the Associations programs 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.

ARTICLE XVII.
NOTICES

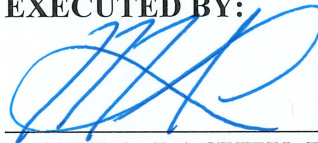
Any notices required under these Bylaws shall be delivered by email to the email address provided by the Club Representative or Independent Director, which may be changed by such Club Representative or Independent Director by providing written notice to the Secretary.

ARTICLE XVIII.
AMENDMENT TO BYLAWS

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.

DATED this 20th day of February, 2025.

EXECUTED BY:



MARK A. LACKEY, President

ATTESTED BY:

Signed by:



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KRISTA KOCH, Secretary