

BYLAWS
OF THE
OLYMPIA YOUTH SOCCER CLUB

(A corporation incorporated under the laws of the state of Washington)
DBA Olympia United Soccer Club

1. MEMBERSHIP

- 1.1. Members: This corporation shall have two classes of membership, voting and non-voting. The voting members shall be the President, Vice-President, Treasurer, each of the members of the Board of Directors, and one designated representative from each registered Member Team. A member team shall be a team that is actively registered during the most recent season. The procedure and time for registration of, and designation by, the Member Teams shall be prescribed by the Board of Directors. Each voting member shall have only one vote, regardless of holding more than one position.

Non-voting members shall consist of supporters of the corporation who are accepted for membership by submitting (in a format prescribed by the Board) such form and/or fee as the Board may require.

- 1.2. Annual Membership Meeting: The annual membership meeting shall be held during the month of May of each year, at a place and time designated by the Board. The purpose of the annual membership meeting shall be to elect directors for the vacant positions on the Board.

2. BOARD OF DIRECTORS

- 2.1. Powers: This Corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed directly by the Board or, if delegated, under the ultimate direction of the Board.
- 2.2. Number of Directors: The authorized number of directors shall be nine (9).
- 2.3. Appointment and Term of Office for Directors: The Board of Directors shall consist of nine members elected by the voting members. The term of each director is for two (2) years, with four of the Board members retiring each even-numbered year, and five of the Board members retiring each odd-numbered year. Each director shall hold office until the expiration of the term for which he/she is designated and until replaced.
- 2.4. Vacancies: Vacancies may be filled by a majority of a quorum of a regular or special meeting of the Board of Directors. Vacancies filled shall be for the unexpired portion of the term.

- 2.5. Meetings: A regular meeting of the Board of Directors shall be held at least once a year. The President shall preside over the meeting. Each regular or special meeting shall be called by the President or by any two directors, by written notice delivered personally, by electronic mail (e-mail), or mailed first-class at least (4) days or more prior to any such meeting. The notice shall state the time and place of the meeting.
- 2.6. Quorum: One-half of the directors then in office shall constitute a quorum (five out of the nine). Every act by a majority of the directors' present at meeting is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.
- 2.7. Standard of Care:
- (a) General: A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (ii) Counsel; independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) A committee of the Board upon which the director does not serve, as to matters within its designated authority, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the above, shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it are dedicated.

- (b) Investments: Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. The provisions of subsection (a) above shall apply to this subsection.

2.8. Prohibited Transactions:

- (a) Loans: This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that this corporation may advance to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- (b) Self-Dealing Transactions: Except as provided in subsection (c) below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this corporation and one or more of the directors or between the corporation and any person in which one or more of its directors has a material financial interest.
- (c) Approval: The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable, to this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning this transaction and director's interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors. No approval shall be given to any transaction engaged in by a private foundation which is prohibited by Sections 4941 through 4945 of the Internal Revenue Code of 1954, as amended.

- 2.9. Indemnification: This Corporation shall provide indemnification to the full extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under law.

- 2.10. Inspection: Every director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

3. OFFICERS

- 3.1. Officers: The officers of this corporation shall be a President, Vice-President, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the directors. Any number of offices may be held by the same person, except that the Secretary/Treasurer may not serve concurrently as the President of the Corporation.
- 3.2. Election: The officers of this corporation shall be elected annually by the directors. Officers need not be a member of the Board.
- 3.3. Removal: Any officer may be removed, with or without cause, by the Board of Directors, at any meeting of the Board.
- 3.4. Resignation: Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice.
- 3.5. Vacancies: A vacancy in any office for any reason shall be filled in the manner described in these Bylaws for regular appointments to that office.
- 3.6. President: The President shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may be, from time to time, assigned by the Board or prescribed by these Bylaws. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, generally supervise, direct, and control the business, the officers, and committees of the corporation.
- 3.7. Vice-President: Shall preside in the absence of the President.
- 3.8. Secretary: The Secretary shall keep full and complete records of the proceedings of the directors. The records shall include minutes of meetings, including any resolution adopted.
- 3.9. Treasurer: The Treasurer shall have charge and custody of all funds of the corporation, shall deposit such funds in the manner required by the Board, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accountings as required, and shall discharge such other duties as pertain to the office or as prescribed by the directors.

- 3.10. Director of Competition: The Director of Competition shall be responsible for encouraging sportsman like play and for undertaking disciplinary action in accordance with the Club's policies.

4. MISCELLANEOUS

- 4.1. Fiscal Year: The fiscal year of this corporation shall end each year on December 31st.
- 4.2. Contracts: All contracts entered into on behalf of this corporation must be authorized by the Board of Directors.
- 4.3. Execution of Checks: Except as otherwise proved by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the corporation shall be signed by such individuals as are authorized by the Board of Directors.
- 4.4. Reports to Directors: The Treasurer shall furnish a written report, annually, to all directors of this corporation containing the following information:
- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
 - (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (c) The revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year; for both general and restricted purposes during the fiscal year;
 - (d) Any transaction during the previous fiscal year involving \$1,000.00 or more between this corporation or a subsidiary, in which any director or officer of the corporation or a subsidiary was a party. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the corporations, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest;
 - (e) Responsibility for risk management; and
 - (f) The amount and circumstances of any indemnification or advances paid during the fiscal year to any officer or director of the corporation.
- 4.5. Amendments: Proposed amendments to these Bylaws must be submitted, in writing, to the directors at least one week in advance of the board meeting at which they will be considered for adoption. The vote of two-thirds (2/3) of the directors present at any meeting shall be required to adopt a Bylaw amendment.

4.6. Club Manager: The Board of Directors may approve the hiring of a Club Manager to perform the specific tasks outlined below.

- (a) . Develop brochures, or coordinate volunteer efforts to create such brochures, to promote the Olympia United Soccer Club and its activities. Coordinate publicity with local news media as to dates and times of Club player registration days and other Club activities.
- (b) Coordinate the distribution and participate in the delivery, of brochures and publications to area schools.
- (c) Organize coach's and player's clinics as directed by the Board of Directors of the Club.
- (d) Serve as equipment manager for the Club, which includes storing, issuing, and maintaining an inventory of all Club equipment. In addition, the Club Manager will be responsible for the purchase of additional equipment as directed by the Board.
- (e) Serve as Club registrar. This includes maintaining a database of all players and coaches, assisting with team formation, preparing rosters, and preparing reports required by the Thurston County Youth Soccer Association or other persons and entities requiring such reports.
- (f) The Club Manager is responsible for the Club communications including telephone, email and website. All inquiries will be answered, if possible, or forwarded to the appropriate members of the Club.
- (g) Provide any assistance possible to the Board of the Olympia United Soccer Club in the implementation of its youth soccer program.
- (h) Payment and level of service shall be established by the Board of Directors and negotiated with the Club Manager annually or when deemed necessary by either party.

Date Adopted: February 13, 1985

Date Amended: November 8, 1988

Date Amended: April 12, 1995

Date Amended: March 1999

Date Amended: March 11, 2014

President