



Pacific Northwest Soccer Club Bylaws
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Pacific Northwest Soccer Club Bylaws

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Pacific Northwest Soccer Club Bylaws

ARTICLE I NAME AND OFFICES

- 1.0 This organization shall be known as the Pacific Northwest Soccer Club, hereinafter referred to as “PacNW” or the “Club.”
- 1.1 The principal office of the Club in the State of Washington shall be in the County of King. The principal mailing address of the Club is 100 Andover Park West, Suite 150-187, Tukwila, WA 98188. The Club may have such other offices or mailing addresses as the Board of Directors may determine or as the affairs of the Club may require from time to time.

ARTICLE II AFFILIATION

- 2.0 The Club shall be affiliated with Greater Renton Tukwila Youth Soccer Association (“GRTYSA”), District III and Washington Youth Soccer (“WYS”).

ARTICLE III CLUB COLORS AND LOGO

- 3.0 The primary representative colors of the Club are Maroon, Light Blue, and White.
- 3.1 No outside organization, business firm, or persons shall be allowed to use the PacNW logo without express written approval of the Executive Board. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs, projects that are unsafe, discriminatory, or not in accordance with the fundamental policies outlined in the Club Bylaws.

ARTICLE IV PURPOSE AND POWERS

- 4.0 **Purpose:** The specific purpose of the Club is to be organized as a Washington nonprofit corporation to operate exclusively for charitable and educational purposes. More specifically, the purpose of the Club is:
 - 4.0.1 To provide an organized soccer program for the character development of youth, to promote physical fitness, to educate players, coaches, and the public in the skills, techniques, and tactics of soccer, and to stimulate and expand public interest and understanding of soccer.
 - 4.0.2 To encourage all individuals regardless of age, race, color, creed, religious, national origin, or economic status to participate in the programs, functions, and activities of the Club.
 - 4.0.3 To do so by fielding and developing premier soccer teams for boys and girls aged U10 through U19 in the partnering soccer associations.
 - 4.0.4 To provide Junior Program Training for boys and girls aged U5 – U9.

- 4.1 **Amateur Organization:** The Club shall be an amateur organization. All Club players must be soccer amateurs as defined by the state, national, and international governing bodies of the sport.
- 4.2 **Tax Exempt Status:** This Club shall qualify as a tax-exempt organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. The affairs of the Club shall be conducted in such manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax laws. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons. However, the Club shall be authorized and empowered to pay reasonable compensations for services rendered and may make payments and distributions in furtherance of the purposes set forth above.
- 4.3 **Rules:** The Club shall have authority to enact rules, policies, procedures, and regulations consistent with these Bylaws for the conduct of the operations of the Club. The Club may adopt team operating rules to be used by all teams.

ARTICLE V MEMBERS

- 5.0 **Qualifications:** The Members of the Club shall consist of the following:
- 5.0.1 Club Teams from the time they are established and registered with the Club at the completion of tryouts each year until the end of the WYS State Tournament for that team. As used in these Bylaws, "Club Teams" means all current PacNW players, parents and/or legal guardians of current players in good standing.
 - 5.0.2 Head coaches and assistant coaches in good standing.
 - 5.0.3 The officers who comprise the Board of Directors of the Club.
 - 5.0.4 Additional volunteers as defined in the bylaws or appointed by the Board of Directors of the Club.
- 5.1 **Voting Qualifications:** The voting Membership of the Club shall consist of the following:
- 5.1.1 An elected parent representative from each registered team as defined in 5.3.4.
 - 5.1.2 The officers who comprise the Board of Directors of the Club.
 - 5.1.3 Additional volunteers as defined in the bylaws or serving through appointment by the Executive Board of the Club and specifically granted voting membership.

Each qualified voting member shall be entitled to one (1) vote on each matter submitted to a vote at the Annual General Meeting of the members. A member is considered to be in good standing when the member is current in his or her financial obligations to the Club and is in compliance with the Club's articles of incorporation, bylaws, rules, policies and procedures.

- 5.2 **Power of Members:** The Members shall meet annually to elect the Directors of the Club and to take other actions scheduled for the annual meeting or as provided by law. All powers of the Club shall be vested in the Executive Board.
- 5.3 **Annual General Meeting:** The annual general meeting (“AGM”) of the Club and its Members shall be held each year no later than sixty (60) days following the Club tryouts for the majority of the teams in the Club on such date and time as may be determined by the Executive Board. The AGM shall be open to Members, coaches, trainers, employees, managers and administrators, parents and guardians, and players who have attained the age of 18, all who shall have a reasonable right to speak on issues presented for a vote to the Members. The AGM will be held to:
- 5.3.1 Elect Members for open positions on the Executive Board of the Club;
 - 5.3.2 Vote on the amendments to the Articles of Incorporation or Bylaws, if recommended by the Board of Directors or set forth in a written request signed by at least twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than seven (7) days before the annual meeting; and
 - 5.3.3 Vote on any other business that is recommended by the Board of Directors or set forth in a written request signed by twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than seven (7) days before the annual meeting.
 - 5.3.4 Order of Business. At least fourteen (14) days prior to the AGM, each Member shall select two (primary and alternate) team representatives. The primary team representative shall have the right to act and vote for the Member. If the primary team representative is unavailable, the alternate team representative may exercise these rights. Coaches may not be team representatives and no individual may serve as a team representative for more than one Member. For each Member, players who have attained the age of eighteen (18) and the family (parents or guardians, who shall collectively have a single vote) of players who have not yet attained the age of eighteen (18) shall vote for the primary and alternate team representatives. At least ten (10) days before the AGM, the head coach or manager of each Member shall provide the Secretary with the names and email addresses for the team representatives. Each Member shall be entitled to one (1) vote on every issue presented for vote to the membership and that vote may be cast by the primary or alternate team representative.
 - 5.3.5 Quorum, Adjournment. To constitute a quorum for the transaction of business at any annual or special meeting of the Members, a simple majority of the Board of Directors and / or the Members in good standing must be present for the roll call.
 - 5.3.6 Proxies. There shall be no proxies recognized at any annual or special meeting of the Members.

ARTICLE VI CALENDAR

- 6.0 ***Fiscal Year:*** The fiscal year is based on tryouts for the majority of the Club up to the day before tryouts for the following year.
- 6.1 ***Tax Year:*** Tax returns are filed based on the income and expenses for that calendar year.
- 6.2 ***Soccer Year:*** Is specific for each age group. It begins the first day of tryouts and ends the day before tryouts for the following year.

ARTICLE VII MEETINGS

- 7.0 ***Annual General Meeting:*** The Annual General Meeting (AGM) of the members shall be held each year no later than sixty (60) days following the Club tryouts for the majority of the teams in the Club on such date and time as may be determined by the Executive Board. The primary purpose of the AGM will be to

elect officers of the Club and vote on any proposed amendments to the Club's Articles of Incorporation or Bylaws.

- 7.1 **Board Meetings:** The Executive Board of the Club will meet a minimum of nine (9) times per year for the purpose of conducting business and administering the affairs of the Club.
- 7.2 **General Membership Meeting:** A meeting of the General Membership will be held a minimum of eight (8) times per year. Minutes of General Membership meetings will be published on the Club website.
- 7.3 **Order Of Business:** Not less than two (2) days' notice shall be given to all members of the Board of above meetings.
- 7.4 **Rules of Procedure:** The rules of procedure for all meetings will be the rules contained in Robert's Rules of Order on Parliamentary Procedure latest edition.

ARTICLE VIII VOTING

- 8.0 At the Annual General Meeting of the Club each qualified voting member, as defined in Article 5.1 - Members, in good standing shall be entitled to one (1) vote.

ARTICLE IX QUORUM

- 9.0 **Executive Board meetings:** A Quorum will consist of four (4) members of the Executive Board.
- 9.1 **General Meetings:** A Quorum will consist of four (4) members of the Executive Board and any number of team representatives and coaches.

ARTICLE X EXECUTIVE BOARD

- 10.0 **Purpose:** The Executive Board shall be responsible for conducting the business and administering the affairs of the Club.
- 10.1 **Number:** The Executive Board of the Club (sometimes referred to as the "officers") shall consist of a President, Vice President Operations, Secretary, Vice President Development, Member at Large, Vice President Communications and Director of Community Relations.
- 10.2 **Election Procedure:** The officers of the Club shall be elected by a simple majority at the AGM. Qualified members (See 5.2) must be present to cast a vote. Proxy votes will not be admissible. Nominations are open to club members indicating the position they will agree to accept if they are elected. Nominations

shall not be accepted from the floor at the AGM. Club employees are not eligible to serve as officers on the Executive Board.

- 10.3 **Term of Office:** Except for initial appointments the term of office for each Executive Board position shall be two (2) years. The terms shall be staggered and positions will become open as follows:
Odd years: President, VP Development, VP Communications.
Even years: VP Operations, Secretary, Director of Community Relations, Member at Large. All outgoing officers shall assist their successor for a period of thirty (30) days to assure a smooth transition.
- 10.4 **Vacancy:** A vacancy existing by reason of the resignation, death, incapacity, or removal of an Executive Board member before the expiration of his or her term, shall be filled by election of the remaining Executive Board members. An Executive Board member selected to complete an unexpired term shall serve for the remainder of his or her predecessor's term.
- 10.5 **Resignation:** Any officer may resign at any time by delivering written notice to the President or Secretary, or by giving oral notice at any meeting of the Executive Board.
- 10.6 **Removal:** Any Executive Board member may be removed from office, with or without cause, by affirmative vote of two thirds of the Executive Board members. Any officer absent without cause and no prior notice to the Secretary from three (3) consecutive Board meetings, or being negligent in his or her duties to the Club, may be subject to removal by the Executive Board.
- 10.7 **Other Agents.** The Executive Board may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the tenure of the Board of Directors and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. Members of the Club's Technical Committee, who are not elected, shall serve as a non-voting advisors to the Board of Directors.

ARTICLE XI OFFICERS

Executive Board and Directors Organizational Chart

- 11.0 **President:** The President shall be the principal executive officer of the Club and shall supervise and control all the business and affairs of the Club and shall preside at membership meetings and all Executive Board meetings. In addition but not limited to, the President shall:
- 11.0.1 Represent the Club in all matters in regards to public relations with the local community;
 - 11.0.2 Appoint persons to fill vacancies within the Club, subject to the approval of the Executive Board;
 - 11.0.3 Appoint special committees and chairpersons, subject to the approval of the Executive Board;
 - 11.0.4 Authorize an emergency expenditure of the Club's funds that is less than \$250.00;
 - 11.0.6 Co-signs contracts or other financial instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws to some other officer or agent of the Club or shall be required by law to otherwise signed or executed. All contracts and other financial instruments must be signed by 2 members of the executive board;
 - 11.0.7 Appoint and oversee Association representatives to attend GRTYSA monthly board meetings.
 - 11.0.8 Co-Sign orders on the Treasury with the Vice President of Operations;
- 11.1 **Vice President of Operations:** In the absence of the President or in the event of his death, disability or refusal to act, the Vice President of Operations shall perform the duties of the President. When so acting, the Vice President of Operations shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President of Operations shall assist the President from time to time as deemed necessary by the President. The duties of the Vice President of Operations shall include, but are not limited to:
- 11.1.1 Co-signs contracts or other financial instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws to some other officer or agent of the Club or shall be required by law to otherwise signed or executed. All contracts and other financial instruments must be co-signed by the President;
 - 11.1.2 Co-Sign orders on the Treasury with the President;
 - 11.1.3 Marketing;
 - 11.1.4 Publicity;
 - 11.1.5 Program Liaison between DOC and TD and Executive Board;
 - 11.1.6 Treasurer Oversight with Director of Operations
 - 11.1.7 Oversees all Uniform related operations for players and coaching staff

- 11.2 **Secretary:** The duties of the Secretary shall include, but are not limited to:
- 11.2.1 Attend all Club meetings and keep orderly minutes of all Club meetings;
 - 11.2.2 Distribute meeting minutes to Executive Board and general membership;
 - 11.2.3 Be custodian of the corporate records of the Club and, in that regard, shall be provided with a copy of all material contracts and agreements entered into by the Club;
 - 11.2.4 Responsible for the dissemination of information to the members through various forms of written and electronic communication;
 - 11.2.5 Assume the duties of the President in the absence of the President, and Vice President of Operations;
 - 11.2.6 Sign on orders of the Treasury
 - 11.2.7 Volunteer Coordination
- 11.3 **Vice President of Development:** The duties of the Vice President of Development shall include but are not limited to:
- 11.3.1 Work closely with the GRTJSA Vice President of Competition, and Vice President of Development, attending all Development Committee meetings;
 - 11.3.2 Attend all Club meetings;
 - 11.3.3 Track the licensing level and dates of license for each coach in the Club;
 - 11.3.4 Work with the Technical Director and Director of Coaching (DOC) to supply coaches with information concerning licensing or advancement of licensing;
 - 11.3.5 Coordinate annual written coach job offers
 - 11.3.6 Director of the Referee Coordinator.
 - 11.3.7 Coordinate with Club Referee Assignor.
 - 11.3.8 Responsible for the Disciplinary Rep for the Club and its requirements.
 - 11.3.9 Coordinate with RCL & State Disciplinary Committees.
- 11.4 **Member At Large:** The duties of the Member at Large shall include but are not limited to:
- 11.4.1 Participates as member of the Executive Board attending monthly meetings of the Executive Board;
 - 11.4.2 Represent the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure;
 - 11.4.3 Serve as Chair on committees and projects to further the goals of the Club;
 - 11.4.4 Primary contact for the membership to convey their issues, needs, and interests to the Executive Board;
 - 11.4.5 Identify potential problems and opportunities for the Club
 - 11.4.6 Responsible for all interaction within the Club boundary school districts and its Club Rep. Including but not limited to coordinating the distribution of Club Information to the school districts within our boundaries via the Club's School District Representatives.

- 11.5 **Vice President of Communications:** The duties of the VP of Communications shall include but are not limited to:
 - 11.5.1 Responsible for Web Master / IT.
 - 11.5.2 Marketing of the Club to interested parties (parents, players, coaches, school districts).
 - 11.5.3 Publicity, via traditional channels (newspaper, school flyers) & new social media (Twitter, Facebook, blogs).
 - 11.5.4 Work with web master to post articles & announcements.
 - 11.5.5 Responsible for the dissemination of information to the members through various forms of written and electronic communication;

- 11.6 **Director of Community Relations:** The duties of the Community Relations Director shall include but are not limited to:
 - 11.6.1 Tryout/TCB Coordinator for the teams that form at the beginning of the Soccer Year.
 - 11.6.2 Responsible for Sponsorship for the club other than the main Club sponsor.
 - 11.8.2.1 Responsible for the Club Sponsor Rep.
 - 11.8.2.2 Work closely with Sponsor representatives for Club events.
 - 11.6.3 Establishing, promoting, and implementing the community service project for the Club entitled, "The Pack Gives Back," through which the Club members can unite to serve their communities.
 - 11.6.4 Oversee Program Coordinator, Camp/Academy/Clinic Coordinator as assigned.

- 11.7 **Appointed positions:** As needed, the Executive Board of the Club shall appoint committee chairs.
 - 11.7.1 Standing Committees and Appointed positions shall be as listed on the Club organizational chart and can be adjusted at any time by the Board of Directors:

**Executive Board and Directors and Appointed Positions
Organizational Chart**

ARTICLE XII DISPUTE RESOLUTION

- 12.0 The Club will provide equitable and prompt hearing of grievances by its Members, including grievances involving the right to participate in activities sponsored by the Club. Hearings must be requested in writing to the President.
- 12.1 No Member may invoke the aid of the courts in the United States of the State of Washington or any other State without first exhausting all available remedies within the United States Soccer Federation and its member organizations, as provided by the United States Soccer Federation Bylaws.
- 12.2 For a violation of 12.1, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its Members in defending each court action, including but not limited to court costs, attorney's fees, reasonable compensation for time spent by Members in responding to and defending against allegations the action, including responses to discovery and court appearances; travel expenses; and expenses for holding special board meetings necessitated by the court action.

ARTICLE XIII FINANCE

- 13.0 **Fiscal Year:** The fiscal year of the Club shall be from May 1 to April 30, or such other fiscal year as may be determined by resolution adopted by the Executive Board.
- 13.1 **Checks, Drafts:** All checks, orders for the payment of money, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President or Treasurer.
- 13.2 **Insurance:** The Club may purchase and maintain insurance on behalf of itself or any person who is or was an Executive Board Member, officer or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.
- 13.3 **Logo Restrictions:** The Club logo shall be protected by trademark regulations, and no outside organization, business or person shall be allowed to use the logo without the express written approval of the Executive Board. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs or projects that are unsafe, discriminatory, or inconsistent with the fundamental policies outlined in the Club Bylaws.

ARTICLE XIV RULES OF PROCEDURE

- 14.0 The rules of procedure at meetings of the Executive Board, meetings of the Members and committee meetings shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Executive Board.

ARTICLE XV AMENDMENTS TO BYLAWS

15.0 These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the Executive Board, except that the Executive Board may not amend or repeal any Bylaw that the Members have expressly provided, in amending or repealing such bylaw, may not be amended or repealed by the Executive Board. The Members may also alter, amend and repeal these bylaws or adopt new bylaws. All bylaws made and adopted by the Executive Board may be amended, repealed, altered or modified by the Members at the next annual meeting of Members following such action. Written notice of any alterations, amendments, or repeals must be submitted to the Executive Board thirty (30) days prior to the Annual General Meeting.

ARTICLE XVI INDEMNIFICATION

16.0 Each Director or Officer or Committee Member now or hereafter serving the Club and each person who at the request of or on behalf of the Club is now serving or hereafter serves as a trustee, Director or Officer of any other corporation, whether for profit or not for profit, and the respective heirs, executors and administrators of each of the shall be indemnified by the Club to the fullest extent provided by law against all costs, expenses, judgments, and liabilities, including attorney fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action suit, or proceeding, civil or criminal, in which he or she may be made a party by reason of his or her being or having been such Director or Officer of the Club at the time of such costs, expenses, judgments, and liabilities, provided that in his or her connection in his or her official capacity with the Club, he or she acted in good faith and in a manner reasonably believed not opposed to the interests of the Club, and in the case of criminal proceedings, he or she had no reasonable cause to believe in conduct was unlawful. 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, a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Club or had reasonable cause to believe his or her conduct was unlawful. The foregoing right shall not be exclusive of other rights to which such Directors or Officers may be entitled as a matter of law.

The Executive Board will review the WYS insurance and determine that WYS insurance on behalf of any person who is or was a Director, Officer, Employee or agent against any liability arising out of his or her status as such, whether or not they would have the power to indemnify him or her against such liability is adequate. Such indemnification shall be governed and consistent with RCW 24.03.035 (14) and RCW 23A.08.025, as amended.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of the Pacific Northwest Soccer Club have been duly adopted by the current Members of the Club on June 19, 2019.

IN WITNESS WHEREOF, the undersigned, duly and acting Secretary of the Club, has signed this Certificate dated June 19, 2019.

X

Kimberly Orndorff
Secretary