



**Pacific Northwest Soccer Club Bylaws**  
**Date of Enactment: March 2012**  
**Amended: June 8, 2022**

# **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, thereafter 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 (the “Board”) 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 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 Club is a Washington nonprofit corporation, exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) formed to operate exclusively for charitable and educational purposes. More specifically, the purposes of the Club are:
  - 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 field and develop 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 sports 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:** As a tax-exempt organization within the meaning of Section 501(c)(3) of the Code, 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 compensation 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 date they are 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 directors who comprise the Board of Directors of the Club.
- 5.0.4 Additional volunteers as defined in these 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 Section 5.3.4.
- 5.1.2 The Directors who comprise the Board of Directors of the Club.
- 5.1.3 Additional volunteers as defined in these Bylaws or serving through appointment by the Board of the Club and specifically granted voting membership by the Board.
- 5.1.4 Each qualified voting member in good standing 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 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 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 of whom 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 Board of Directors 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 fourteen (14) 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. In the event that no one agrees to fill the role of team representative, the manager will default as the team representative. 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 The Secretary shall prepare an alphabetical list of the names of all Members and, for Members that are teams, the team representatives who are entitled to vote at the Annual General Meeting. The list of Members and team representatives entitled to vote shall show the email address of each Member.
  - 5.3.6 Quorum. To constitute a quorum for the transaction of business at any annual or special meeting of the Members, a simple majority of the Directors on the Board of Directors and / or the Members in good standing must be present for the roll call.
  - 5.3.7 Proxies. There shall be no proxies recognized at any annual, general or special meeting of the Members.

- 5.3.8 Qualified members (See 5.1) must be present to cast a vote. Nominations are open to Members or former Members. Nominations shall not be accepted from the floor at the AGM.

## ARTICLE VI CALENDAR

- 6.0 **Fiscal Year:** The fiscal year is May 1<sup>st</sup> through April 30<sup>th</sup> and is based on tryouts for the majority of the teams in the Club occurring in May.
- 6.1 **Tax Year:** Tax returns are filed based on the income and expenses for the fiscal year May 1<sup>st</sup> to April 30<sup>th</sup>.
- 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, as described in section 5.3 of these Bylaws, 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 Board. The primary purpose of the AGM will be to elect directors on the Board of Directors of the Club and vote on any proposed amendments to the Club's Articles of Incorporation or Bylaws.
- 7.1 **Board Meetings:** The 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:** General meetings of the Members will be held a minimum of eight (8) times per year. A quorum for general meetings of the Members will consist of a simple majority of Directors on the Board and any number of team representatives and coaches. Minutes of General Membership meetings will be published on the Club website.
- 7.3 **Notice of Meetings:** Not less than two (2) days' notice shall be given to all members of the Board of the above meetings. Notice of the AGM and general meetings of the Members shall be given to each Member no fewer than ten and no more than sixty days before the meeting date. Notices in writing may be delivered or mailed to the Director and/or Member at his or her address shown on the records of the Corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail

properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

- 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, as described below in Article XIV.

## ARTICLE VIII VOTING

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

## ARTICLE IX BOARD OF DIRECTORS

- 9.0 **Purpose:** The Board of Directors shall be responsible for conducting the business and managing the affairs of the Club.
- 9.1 **Number:** The Board shall consist of not less than four nor more than nine Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.
- 9.2 **Election of Directors:** The directors of the Club shall be elected by the vote of a simple majority of the Members present at the AGM. 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 and their immediate family members are not eligible to serve as officers or directors on the Board.
- 9.3 **Term of Office:** The term of office for each Director position shall be two (2) years. The terms shall be staggered to the extent possible. All outgoing Directors shall assist their successor for a period of thirty (30) days to assure a smooth transition.
- 9.4 **Vacancy:** A vacancy existing by reason of the resignation, death, incapacity, or removal of a Board member before the expiration of his or her term, shall be filled by election by the remaining Board members. A Board member selected to complete an unexpired term shall serve for the remainder of his or her predecessor's term.
- 9.5 **Resignation:** Any director may resign at any time by delivering written notice to the President or Secretary, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 9.6 **Removal:** Any Board member may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Board members present at any meeting of the Board. Any director absent without cause and with 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 Board.
- 9.7 **Other Agents.** The 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 X OFFICERS

- 11.1 **Number and Qualifications.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer and a Secretary, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 11.2 **Election and Term of Office.** The officers of the Corporation shall be elected by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for a term of two years or until his or her successor is elected, whichever is later. The terms shall be staggered as follows:  
Odd years: President and Treasurer.  
Even years: VP Operations and Secretary.
- 11.3 **Resignation.** Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 11.4 **Removal.** Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 11.5 **Vacancies.** A vacancy in any office created by the death, resignation, removal,



disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **Executive Board and Directors**

- 11.6 **President:** The President shall, subject to the Board's control, supervise and oversee all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board and the members. 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 agent of the Corporation or are required by law to be otherwise signed or executed by 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 the President by the Board from time to time.
- 11.7 **Vice President of Operations:** In the event of the death of the President or his or her inability to act, the Vice President 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 him or her by the President or the Board.
- 11.8 **Secretary:** The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees 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 or ensure the safe custody of the corporate records of the Corporation; (d) keep records of the post office and 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 the Secretary by the President or the Board
- 11.9 **Treasurer:** The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of 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.

- 11.10 **Vice President of Development:** Duties are as needed by the Board, shall be listed on the club organizational chart, and can be adjusted at any time by the Board of Directors.
- 11.11 **Member At Large:** Duties are as needed by the Board, shall be listed on the club organizational chart, and can be adjusted at any time by the Board of Directors.
- 11.12 **Vice President of Communication:** Duties are as needed by the Board, shall be listed on the club organizational chart, and can be adjusted at any time by the Board of Directors.
- 11.13 **Director of Community Relations:** Duties are as needed by the Board, shall be listed on the club organizational chart, and can be adjusted at any time by the Board of Directors.
- 11.14 **Vice President of Technology:** Duties are as needed by the Board, shall be listed on the club organizational chart, and can be adjusted at any time by the Board of Directors.
- 11.15 **Appointed positions:** As needed, the Board of the Club shall appoint committee chairs.
  - 11.15.1 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.

## 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 the Club and its 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 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 a 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 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 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 Board.

## ARTICLE XV AMENDMENTS TO BYLAWS

- 15.0 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the Board. All Bylaws made and adopted by the Board may be amended, repealed, altered or modified by the Members at the next annual general meeting of Members following such action. Written notice of any proposed alterations, amendments, or repeals must be submitted to the Board fourteen (14) days prior to the Annual General Meeting.

## 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 8, 2022 .

**IN WITNESS WHEREOF**, the undersigned, duly and acting Secretary of the Club, has signed this Certificate dated June 8, 2022 .

X *Kristin A Cobull*

Kris Cebull

Secretary