

**BYLAWS
OF
Pierce County Soccer Association**

ARTICLE 1. AFFILIATION

Section 1: Pierce County Soccer Association (PCSA) shall be affiliated with, and shall operate under the authority of, the Washington Youth Soccer (WYS) as a Member Association as defined and set forth in the WYS Bylaws. As a Member Association of WYS, PCSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Associations.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

Section 1: Geography of Operations

PCSA shall have as its geography of operations; Pierce County, Washington.

ARTICLE 3. MEMBERSHIP

Section 1: General

The membership of PCSA (“Member Clubs”) shall consist of clubs engaged in youth soccer within the geographic area designated in Section 2.1, and which agree to be bound by the bylaws, procedures and rules of WYS and PCSA, and which shall be admitted to membership in accordance with the bylaws of PCSA.

Section 2: Membership shall be open to any clubs not subject to suspension under the bylaws of the WYS or under the bylaws of the USSF.

Section 3: PCSA and its Member Clubs will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

Section 4: No Member Clubs of PCSA, or individuals associated with such Member Clubs shall engage themselves in a PCSA position or function in an effort to secure an advantage for another organization or for their personal or business gain. Any potential conflict of interest shall be declared in a disclosure statement to the Board, either voluntarily or upon the request of the Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

Section 5: Jurisdiction

PCSA shall have jurisdiction over its Member Clubs, as well as associated individuals and teams.

Section 6: Admission as a Member

Clubs desiring to apply to become Member Clubs of PCSA shall follow the requirements set forth by PCSA in its application policies.

Section 7: Continuation of Membership

(A) Any Member Club paying dues or applicable fees and complying with all requirements of membership as set forth in the PCSA Bylaws and Operating Procedures is entitled to all rights of membership, except that no Member Club in arrears to PCSA or suspended shall have these rights.

(B) Member Clubs shall:

- (a) Provide annually to PCSA copies of the Member Club's articles of incorporation (if applicable), bylaws and other governing documents, and
- (b) Submit changes to those documents to PCSA for review not later than ninety (90) days after adoption, and
- (c) Make copies of those documents available to its members.

Section 8: Discontinuation of Membership

Any violation of the membership requirements of these bylaws by a Member Club shall require a probationary hearing by the Board of Directors within thirty (30) days, to determine what actions are necessary by the Member Club to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Member Club to take such actions and shall provide for suspension of all membership privileges if not satisfied.

Section 9: Member Clubs failing or refusing to follow the PCSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by PCSA, or seriously damaging the interest of PCSA, face suspension or expulsion.

(A) Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.

(B) Suspension or expulsion shall require a two-thirds (2/3) vote of the PCSA Board of Directors.

Section 10: Jurisdiction of Member Clubs

Member Clubs shall have jurisdiction, control and responsibility to supervise all games of youth soccer involving properly registered teams, as well as associated activities, within their specific area of administrative government as approved by the PCSA Board of Directors.

Section 11: Responsibilities of Member Clubs

Member Clubs shall be responsible for the conduct of players, parents, coaches, trainers, managers, administrators and officials under their jurisdiction, and shall insure that their actions on or off the field do not bring disfavor upon PCSA or WYS.

Section 12: Membership Conflict

The articles of incorporation, bylaws and governing documents of any Member Club shall not conflict with those of PCSA or WYS.

Section 13: Member Club Representative

(A) The Member Club Representative (hereinafter "MCR") shall be an elected or appointed individual from each Member Club who will represent, act for, and be the voting representative of that Member Club at all PCSA Association General Meetings. The MCR should be knowledgeable of the feelings and policy of their Member Club's membership, with voting based on this knowledge.

(B) The MCR shall attend all PCSA General meetings for discussion and voting on all matters for which the MCR is eligible to vote, as provided within these Bylaws.

ARTICLE 4. ASSOCIATION COUNCIL

Section 1: Composition

The Association Council consists of the Board of Directors and the Member Club Representatives (MCRs), collectively, Association Council Members.

Section 2: Authority

The responsibilities and authority of the PCSA Council shall be to elect the Directors at the Annual General Meeting.

Section 3: Annual General Meeting (AGM)

The AGM shall be held for the purpose of reporting on the past year's activities, and electing the Board of Directors.

Section 4: Date

The AGM shall take place during the first quarter of each year. Notification and agenda of this meeting shall be mailed to Member Clubs and all members of the Association Council thirty (30) days prior to the AGM date.

Section 5: Reports.

All Member Clubs, PCSA Committee Chairs, and PCSA Board of Directors shall submit an annual report covering their respective activities no later than one month prior to the AGM date, or as requested by the Secretary, for inclusion in the PCSA Annual Report.

Section 6: Voting.

Each Association Council Member shall have votes per the following list:

- (a) Directors shall have one vote each
- (b) MCRs shall have votes based on the player registration of their Member Club. This determination shall be based on registered players of record for the prior Seasonal Year, per the following schedule:

1000		and below	players	one (1) vote
1001	to	2500	players	two (2) votes
2501	to	3500	players	three (3) votes
3501	to	4500	players	four (4) votes
Over		5500	players	five (5) votes

Section 7: Quorum.

A quorum shall consist of at least the President or Acting President; one half of the Board of Directors; and either one half of the MCRs or three fifths of the total weighted votes of the MCRs.

ARTICLE 5. BOARD OF DIRECTORS

Section 1: General Powers

All authority of PCSA shall be vested in the Board of Directors unless otherwise specified in these Bylaws. The affairs of the corporation shall be managed by the Board of Directors.

Section 3: Number

The Board shall consist of not less than 5 Directors, the specific number to be set by resolution of the Board. 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.

Section 4: Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

Section 5: Election of Directors.

(A) Nominations by the Board.

- 1 The Nominating Committee shall prepare a list of candidates to fill the open positions at the upcoming election. The list shall have written acceptance of their nomination to PCSA officers at least 45 days prior to the AGM.
2. The Nominating Committee shall publish the list of candidates for election at least 45 days before the AGM.

(B) Nominations by the Membership

1. Member Clubs may propose alternate names of candidates for open positions on the Board. Nominees made by Member Clubs shall meet the criteria prescribed by the Board. Any Member Club wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name, and written acceptance of nomination. The nomination proposal shall be supported by at least 5% of the Association Council, as evidenced by hardcopy or electronic notification, and shall be submitted no later than 30 days prior to the AGM.
2. The Nominating Committee shall review the nomination proposal and shall publish the name of the candidate no later than 20 days before the AGM.
3. There can not be nominations from the floor at the AGM, unless no available candidate has filed for the position in question.

Section 6: Elections

- (A). Elections of Directors shall be held at the AGM. The Association Council Members shall elect the Directors for the open positions each year.
- (B) Each Association Council Member shall receive a ballot with the names of the candidates. Each Association Council Member may cast no more than their allotted votes for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available.

Section 7: Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of 3 years or until his or her successor is elected, whichever is later. A Director may hold no more than two consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one third of the positions come up for election each year.

Section 8: Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

Section 9: Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

Section 10: Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11: Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

Section 12: Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director or communicated to the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. 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.

Section 13: Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 14: Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. 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.

Section 15: Removal

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

Section 16: Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 17: Compensation

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

Section 18: Conflict of Interest

The Board of Directors shall adopt the WYS Conflict of Interest Policy (Addendum 2) that comports with applicable state and federal requirements. Each Director shall, on an annual basis, sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that Director may have.

Section 19: Code of Ethics

The Board of Directors shall adopt the WYS Code of Ethics (Addendum 3) that comports with applicable state and federal requirements. Each Director shall, on an annual basis, sign a Code of Ethics Statement in which he or she agrees to act according to the Code of Ethics.

ARTICLE 6. OFFICERS

Section 1: Number and Qualifications.

The officers of the corporation shall be a President, 1st Vice President, 2nd Vice President a Secretary and a Treasurer, 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.

Section 2: Election and Term of Office

The officers of the corporation shall be elected each year 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 until the next annual meeting of the Board or until his or her successor is elected, whichever comes later.

Section 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.

Section 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.

Section 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.

Section 6: President

The President shall, subject to the Board's control, supervise and control all of 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.

Section 7: 1st Vice President.

In the event of the death of the President or his or her inability to act, the 1st 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 1st 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 1st Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

Section 8: 2nd Vice President:

In the event that neither the President or 1st Vice President are available to perform their respective duties the 2nd Vice President shall perform those duties as required.

The 2nd Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

Section 9: Secretary

The Secretary shall: (a) keep the minutes of the 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 of the corporate records of the corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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.

Section 9: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and 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; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; 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.

ARTICLE 7. COMMITTEES

Section 1: Standing or Temporary Committees

Standing Committees adopted by the Board shall be the Registration Committee, Competition Committee, and Disciplinary Committee.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. Such committees shall be chaired by a Director. Such committees may have other members that are not Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation as delegated by the Board, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

- (a) amend, alter or repeal these Bylaws
- (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation
- (c) amend the Articles of Incorporation
- (d) adopt a plan of merger or consolidation with another corporation
- (e) authorize the sale, lease or exchange of all or substantially all the property and assets of the corporation not in the ordinary course of business
- (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore
- (g) adopt a plan for the distribution of the assets of the corporation;
- (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by

Section 2: Quorum; Manner of Acting

A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 3: Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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 there, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 8. ADMINISTRATIVE PROVISIONS

Section 1: Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

Section 2: Fiscal Year

The fiscal year of the PCSA shall begin at 12:00 a.m. on July 1st, and end at 11:59 p.m. on June 30th, of the following year.

Section 3: Annual Review or Audit.

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

Section 4: Rules of Procedure

The rules of procedure at meetings of the Board, the Council and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 9. COMPETITION

Addendum 3 is the current list of Affiliated Clubs within PCSA.

ARTICLE 10: DISSOLUTION of ASSOCIATION

Section 1: In the event of the dissolution of Tacoma Pierce County Junior Soccer Association, legal counsel shall be retained by the Association Council for distribution of assets to member clubs in good standing after all liabilities have been settled, as specified in Section 501-C (3) of the Internal Revenue Code of 1954, as from time to time amended.

ARTICLE 11: AMENDMENTS

Section 1: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds of the number of Directors in office. Any proposed changes to the Bylaws shall be published to the members of the Council at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors and the Council on _____, 20____.

Secretary