



BYLAWS OF ROCHESTER YOUTH SOCCER CLUB

ARTICLE 1. AFFILIATION

Rochester Youth Soccer Association (hereafter RYSA or the Club) shall be affiliated with, and shall operate under the authority of, the Thurston County Youth Soccer Association (hereafter TCYSA) and the Washington State Youth Soccer Association (hereafter Washington Youth Soccer) as a Member Club as defined and set forth in the TCYSA and Washington Youth Soccer Bylaws. As a Member Club of TCYSA, RYSC shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Clubs.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

2.1 Geography of Operations.

RYSA geography of operations shall consist primarily of Rochester School District in Thurston County, Washington.

ARTICLE 3. MEMBERSHIP

3.1 General

3.1.1 The membership of RYSA (hereafter "Members") shall consist of teams, players, volunteers, sponsors, and boosters 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 Washington Youth Soccer, TCYSA, and RYSA which shall be admitted to membership in accordance with the bylaws of RYSA.

3.1.2 RYSA shall not admit any Member subject to suspension under the bylaws of TCYSA and Washington Youth Soccer or under the bylaws of the USSF.

3.1.3 RYSA and its Members will not discriminate against any individual, including but not limited to discrimination on the basis of race, color, religion, age, gender, or national origin.

3.1.4 No Members of RYSA, or individuals associated with such Members, shall at any time act on behalf of RYSA, or utilize RYSA resources to secure an advantage for another organization or for their own personal or business gain absent explicit approval from the RYSA Board. Any individual acting on behalf of RYSA, or utilizing RYSA resources, shall possess an affirmative obligation to disclose any potential conflict of interest. RYSA shall take all steps necessary to

eliminate and/or mitigate any conflict of interest. Any 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.

3.2 Jurisdiction.

RYSA shall have jurisdiction over its Members, as well as all individuals, coaches, administrators and sponsors of any Member Team.

3.3 Admission as a Member.

These bylaws will apply to all current and future Members of RYSA. Anyone desiring to register to become a Member of RYSA shall agree to adhere to the RYSA bylaws in effect at the time and follow the requirements set forth by RYSA in its registration policies.

3.4 Continuation of Membership.

All Members shall be entitled to all rights of membership under the RYSC Bylaws, except that RYSA shall have the ability to suspend said rights pursuant to Article 3.5.

3.5 Discontinuation of Membership & Disciplinary and Grievance Process.

3.5.1 The Disciplinary Committee (Committee) may conduct investigative or disciplinary proceedings on its own initiative, or on the written or oral complaint of a third party.

3.5.2 Notice of the proceedings will be provided to all interested parties in such ways as the Committee shall deem most expedient, but there will be no requirement that the membership at large be notified.

3.5.3 If held, a hearing shall take place in the presence of all parties of interest. The intent of the hearing is to abide by strict rules of evidence as would occur in a court of law.

- a) The Hearing Chairman may exercise latitude in attempting to determine the facts of the case. The basic tenant to be followed is that each party shall be afforded an equal opportunity to present their case.
- b) Copies of all written evidence that a party wishes to present shall be given to the Committee, defendant, and petitioner.
- c) The Committee shall have the power to summon any club member or club staff to appear at any hearing relative to any matter which comes before it for investigation.
- d) After hearing, the Committee, by a majority vote and for a just cause, may impose such disciplinary sanctions upon a player, parent or coach as the Committee deems appropriate for violation of the club's rules and regulations, or suspend, bar completely or otherwise discipline: any player, parent, coach, team manager or team representative, club officer or other persons who are affiliated or associated

with the Club.

- e) The Committee shall prepare a written summary of the hearing, detailing the charges, findings, and decisions taken in the case. The summary shall be distributed to affected parties within 15 days of the Committee's decision.

3.5.4 Just cause need not be actions specifically delineated in the rules of this club. Just cause includes, but is not limited to: violation of the club's bylaws, policies, rules and regulations, behavior/actions deemed detrimental to youth soccer, good sportsmanship, the Club's standing in the community, or to the health and safety of any member of the Club or public. All members are also bound by the bylaws, policies, and rules and regulations dictated by TCYSA and Washington Youth Soccer.

3.5.5 Such sanctions include, but are not limited to:

- a) **Probation:** Member or player is sent a letter of reprimand, which details the infraction(s) and states the probationary period. Any further violation during the probationary period will be grounds for suspension. At the end of the probation, member will be reinstated to good standing.
- b) **Suspension:** Member or player is sent a letter of reprimand that details the infraction and states the suspension period. Member or player is not permitted to attend practice or games of the player's team for a period determined by the Committee. Member or player may petition the Committee in writing at the end of the time period to be reinstated on probationary status. The second violation in a probationary status results expulsion.
- c) **Expulsion:** Member or player is sent a letter of reprimand, which details the infraction and states that the parent or player is permanently enjoined from participation in the organization. In the event of a parent expulsion, a player may continue to participate, under such terms as the Board of Directors sets forth.

3.5.6 The Board of Directors may **immediately suspend** from the club anyone who, through his or her actions, causes or creates an incident or atmosphere that the Board of Directors deems to affect or threaten the health or safety of any member of the club or the public at any soccer event that the club is a participant in, or who commits any egregious action deemed harmful to the club or its members.

- (a) Any person(s) so suspended so shall have 5 business days to appeal the Board of Director's action in writing and request a hearing by the Disciplinary Committee.
- (b) The Disciplinary Committee shall convene a hearing within 10 days of receipt of the appeal and may uphold or overturn the President's action, or impose any sanction it deems appropriate.

3.5.7 Any party to a proceeding may appeal a ruling of the Disciplinary Committee, but must do so in writing presented to the Board of Directors, within 5 days of the Committee's ruling.

- a) Upon appeal, the Board of Directors may, but is not required to suspend any

disciplinary action pending resolution of the appeal. In the event of an appeal, the Board of Directors, within 15 days, will hold an evidentiary hearing, with the President serving as hearing officer.

- b) Upon receipt of appeal, properly submitted, the President shall set a time and place for the hearing and will advise all appropriate parties.
- c) Notice of the hearing of an appeal will be provided to all interested parties in such ways as the Board of Directors shall deem most expedient, but there will be no requirement that the membership at large be notified.
- d) Such hearings and settings are solely the responsibility of the Board of Directors, but the appealing party is bound to present all information and evidence relative to the appeal at the hearing.
- e) Any interested party may present witnesses, but no person may be compelled to testify.
- f) The Board of Directors may impose any sanction at its disposal deemed appropriate.
- g) In cases of controversy as to timely receipt of appeals, the postmark date (postage meter not acceptable) will govern.
- h) Final decisions of the Board may be appealed in accordance with US Club or WSYSA Bylaws if the matter at hand involves a sanction affecting the registration of a player registered with US Club or WSYSA. US Club or WSYSA, through its duly authorized committees or otherwise as set forth in their Bylaws, shall have jurisdiction in such matters to approve, modify or reverse a decision of the Board.

3.6 Jurisdiction and Responsibilities of Member Coaches.

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

Member Coaches agree to abide by the RYSC Risk Management Policy and the RYSC Coach-Player Interaction Policy. Member Coaches also agree to follow all other RYSC policies as published, TCYSA bylaws, policies, rules and regulations, and Washington Youth Soccer's bylaws, policies, and rules and regulations. Failure to abide by these policies, bylaws, and rules and regulations subjects the coach to the disciplinary policy outlined in Article 3.5.

3.7 Responsibilities of Member Clubs.

Member Clubs shall be responsible for the conduct of players, parents, assistants, trainers, managers, administrators and officials of their entire membership, and shall take all reasonable measures to ensure that no actions on or off the field bring disfavor upon RYSA, TCYSA or Washington Youth Soccer.

3.8 Member Club Representative

The Member Club Representative (hereafter MCR) shall be an elected or appointed individual

from the Club membership, who will represent RYSA and serve as a director on the Board of Directors of TCYSA at all TCYSA Board meetings. The MCR should be knowledgeable of the feelings and policy of the Club's membership, with voting based on this knowledge, as well as the fiduciary duties of directors of nonprofit corporations in Washington State, including the duty of loyalty to the corporation.

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

ARTICLE 4. ANNUAL GENERAL MEETING

4.1 Annual General Meeting (AGM).

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

Date. The AGM shall take place in February of each fiscal year. Notification of and agenda for this meeting shall be mailed or emailed to RYSA Membership and all members of the Board at least thirty (30) days prior to the AGM date.

Reports. All RYSA Committee Chairs and RYSA Executive Officers (see Article 5) 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 RYSA Annual Report. Reports should include proof of submission of Washington Secretary of State application of non-profit status and IRS tax-exempt returns, and an audit report of the financials.

4.1.1 Voting. Each Executive Officer of the Board shall have one vote.

ARTICLE 5. BOARD OF DIRECTORS

5.1 Composition.

All governing authority shall lie with the Board of Directors ("Board"). The Board of Directors shall be comprised of the Executive Officers, Non-Executive Officers, and Team Representatives.

5.2 General Powers.

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

5.3 Number.

The Board shall consist of one representative per team and not less than three nor more than five Executive Officers, the specific number to be set by resolution of the Board. The number of Executive Officers 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.

5.4 Qualifications.

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

5.5 Election of Executive Officers

Nominations by the Board: The Nominating Committee shall prepare a list of candidates to fill the open positions for the Executive Officers at the upcoming election. The list will endeavor to include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board.

5.5.1 Nominations by Members: Members may propose alternate names of candidates for open positions of the Executive Officers. Nominations made by Members shall meet the criteria prescribed for the Executive Officers by the Board. Any Member 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 a statement of the nominee’s qualifications at least 15 days prior to the AGM.

5.5.2 Elections

5.5.2.1 Election of Executive Officers shall be held at the AGM. The Membership shall elect the Executive Officers for the open positions each year.

5.5.2.2 Each Member shall receive a ballot with the names of the candidates. Each Member may cast no more than one vote for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available and in the order of the Executive Officer positions listed on the slate.

5.6 Term of Office.

Unless an Executive Officer dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later. Terms shall be staggered so that approximately one half of the positions come up for election each year. The Board will decide the timing of reelection of any new Executive Officers created under Article 5.3. Executive Officers defined in these Bylaws will be elected on odd and even years according to the following schedule:

President	Odd
Vice President	Even
Secretary	Odd
Treasurer	Even
Registrar	Odd

Equipment Manager	Even
Field Manager	Odd
Supermod Coordinator	Even

5.7 Regular Meetings.

The Board shall specify the date, time and place for the holding of regular meetings. Such date, time and place will be announced at the preceding regular meeting. No other notice of regular meetings will be required.

5.8 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by 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 reasonable location as the place for holding any special Board or committee meeting called by them.

5.9 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 provided all persons participating in the meeting can hear each other at the same time and can provide input. Participation by such means shall constitute presence in person at a meeting.

5.10 Place of Meetings.

Meetings shall be held at a place designated by the Board, or by any persons entitled to call a meeting

5.11 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a director in writing or by personal communication with the director not less than five (5) days before the meeting. Notices in writing may be delivered, mailed, or emailed 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.

5.12 Waiver of Notice.

5.12.1 In Writing. Whenever any notice is required to be given to any director under the provisions of these Bylaws 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.

5.12.2 By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.13 Quorum.

A quorum for the AGM or any other Board Meeting shall consist of at least one half of the Executive Officers.

5.14 Manner of Acting.

Any act which garners the majority of the votes as cast by the Directors present at a meeting at which there is a quorum shall be deemed the act of the Board, unless the vote of a greater number is required by these Bylaws or applicable Washington law.

5.15 Presumption of Assent.

A director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

5.16 Action by Board Without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

5.17 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.

5.18 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. A director may vote on such motion notwithstanding the fact that it relates to his/her position as a director.

5.19 Vacancies.

A vacancy in the position of Executive Officer may be filled by the affirmative vote of a majority of the remaining directors, even if it is 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. If a vacancy is an MCR position, the Board will appoint a replacement. The fact that a the Club has not appointed a replacement, or an MCR fails to cast a vote for any measure before the TCYSA Board, shall not prevent a vote from being taken provided there is a quorum present.

5.20 Compensation.

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

5.21 Conflict of Interest.

The Board shall adopt the Washington Youth Soccer Conflict of Interest Policy 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.

5.22 Code of Ethics.

The Board shall adopt the Washington Youth Soccer Code of Ethics 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. EXECUTIVE OFFICERS

6.1 Number and Qualifications.

The Executive Officers shall be a President, a Vice President, a Secretary, a Treasurer, and a Registrar. 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. A maximum of two offices may be held by the same person, except the offices of President and Secretary, which may not be held by the same person. Any Executive Officer filling two executive roles will be limited to one vote at Board meetings and at the AGM.

6.2 Election and Term of Office.

The Executive Officers shall be elected by the Club Membership at the AGM as provided in

Sections 5.5 and 5.6 of these Bylaws. Unless an Executive Officer dies, resigns, or is removed from office, he or she shall hold office until the AGM at which the Executive Officer position falls due for election under the two-year cycle or until his or her successor is elected, whichever comes later.

6.3 Resignation

Any Executive 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 the acceptance of such resignation shall not be necessary to make it effective.

6.4 Removal

Any Executive 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.

6.5 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.

6.6 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 prepare agendas and preside over meetings of RYSA. In his/her capacity as Chair of the Board, the President shall vote only in the case of a tie. 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. The President will be an authorized signer on the bank account(s) of RYSA.

6.7 Vice President.

In the event of the death of the President or his/her inability to attend meetings of the Board, 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 be the MCR for all TCYSA meetings, and perform such other duties as from time to time may be assigned by the President or the Board. The Vice President will be an authorized signer on the bank account(s) of RYSA.

6.8 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 and email address of each director; (e)

sign with the President, or Treasurer or other Executive Officer authorized by 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/her by the President or the Board.

6.9 Treasurer.

The Treasury function shall comply with the requirements of TCYSA and Washington Youth Soccer in order to adopt best practices and qualify for insurance coverage for losses. 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. The Treasurer will be an authorized signer on the bank account(s) of RYSA.

6.10 Registrar.

The Registrar shall (a) coordinate player registrations with the clubs; (b) ensure that the age of each player registered with RYSA is verified by the club; (c) maintain an up-to-date file on all players, teams, and coaches; (d) work with the TCYSA Registrar in the processing of registration and transfer of players, and the maintenance and update of team rosters; (e) maintain liaison with the TCYSA Registrar; (f) handle all transfers to and from teams, and to and from other Clubs and Associations as required and within deadlines; (g) establish a deadline date for the registration of all players within the Club and submit dates for the Annual Calendar; (h) ensure that all RYSA participants who work with children, such as, but not limited to, the Board, Head and Assistant Coaches, and Team Managers, fill out and submit to TCYSA and Washington Youth Soccer, a Risk Management application; (i) maintain a liaison and work with TCYSA and Washington Youth Soccer Risk Manager and provide him/her with all the completed Risk Management applications in a timely manner.

6.11 Equipment Manager.

The Equipment Manager shall (a) inventory all equipment (b) track the return of all equipment (c) inspect equipment to ensure safe equipment is dispersed to members (d) notify the Board of Directors about the disposition of any equipment (e) notify the Board of Directors about any equipment needs for the Club (f) keep all equipment stored in an organized manner in both the storage unit and the Connex box placed at Hoss field.

6.12 Field Manager.

The Field Manager shall (a) inspect the fields and goals prior to the start of any season and notify the Board of Directors of any field concerns (b) inspect the fields and goals no less than once per

week during the season to ensure all playing surfaces are safe for members (c) notify the Board of Directors of any field playing surface hazards (d) organize the painting of the soccer fields at least weekly during the soccer seasons.

6.13 Supermod Coordinator.

The Supermod Coordinator shall (a) ensure there are enough coaches to run the Supermod program (b) notify the Board of Directors if there are not enough coaches so recruiting efforts may be done (c) communicate with families prior to the start of the season to notify them of important information (d) meet with all Supermod coaches prior to the first practice to outline expectations and format of the Supermod program (e) be present at all Supermod practices/games/events (f) if the Supermod coordinator is unable to attend a practice/game/event, the Supermod coordinator should ensure another RYSC Board member is present in that role.

ARTICLE 7. COMMITTEES

7.1 Standing or Temporary Committees.

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 two or more directors. Such committees may have other members appointed by the Board who 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) adopt a plan of merger or consolidation with another corporation; (d) authorize the sale, lease or exchange of the property and assets of the corporation not in the ordinary course of business; (e) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (f) adopt a plan for the distribution of the assets of the corporation; or (g) 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 law.

7.2 Standing Committees.

7.2.1 The Board may establish the following governance committees as standing committees:

- (a) Disciplinary Committee
- (b) Nominating Committee
- (c) Audit Committee

7.3 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.

7.4 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 Board meeting or 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 the acceptance of such resignation shall not be necessary to make it effective.

7.5 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

8.1 Books and Records.

The corporation shall keep copies of its current Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of the Board, 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. Records must be stored in a location accessible by all board members, preferable in an electronic format. No emails or records may be deleted without approval of the board and within the standards of the Washington Secretary of State's records retention schedule for non-profit organizations. Records should be maintained for a minimum of 7 years. Destruction of records without authorization, or before the minimum time frame, subjects a Director to disciplinary action include termination.

8.2 Fiscal Year/Calendar Year.

The fiscal year of the RYSA shall run concurrent with the calendar year and begin at 12:00 a.m. on January 1, and end at 11:59 p.m. on the last day of December of the same year.

8.3 Annual Review or Audit.

The Board may retain an independent accounting firm to review or audit financial statements for each calendar year. If the board does not retain an independent accounting firm to review or audit financial statements for each calendar year, a board member who is not the treasurer must audit the financials each year. The Board may also ask TCYSA to audit the financials. The audit must take place as soon as practical, but no later than 90 days following the end of the calendar year. The results of the audit must be made available to the board at the annual general meeting in April.

8.4 Rules of Procedure.

The rules of procedure at meetings of the Board and committees 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.

8.5 Insurance.

RYSA shall provide Directors' and Officers' Liability Insurance covering Directors and Committee Chairs for performing acts and responsibilities directly related to RYSA. All Board members will be RMA cleared.

8.6 Non-profit/Tax-Exempt Status

The Board must take care to ensure the non-profit/tax-exempt status of RYSA is maintained by filing annual applications with Washington Secretary of State and appropriate tax forms (990s) with the IRS. Failure to file these applications/returns will result in disciplinary action against the Director. Proof of the submission of the application and IRS return must be presented to the board at the Annual General Meeting.

ARTICLE 9. PAID POSITIONS

9.1 Positions.

The Club reserves the right to establish paid positions to meet the needs of the Club in accomplishing its goals and objectives. This may include, but is not limited to, a Club Manager, Bookkeeper, and/or Director of Coaching/Player Development. The Board of Directors must approve the establishment of each paid position and a description of the duties and responsibilities of the position. The Board shall also establish the level of compensation for each position.

9.2 Voting Rights.

Any person in a paid position shall be an independent contractor to the Club and cannot be a voting member of the Club.

9.3 Supervision.

An Executive Officer shall be appointed as the supervisor of each paid independent contractor as determined by the Board.

9.4 Recruitment.

All paid positions must undergo an open recruitment process for hiring. The Board of Directors has final approval of the hiring of the person to fill a position.

9.5 Contract.

A contract specifying the duties and responsibilities of the position, and the level of compensation, must be developed for any paid position. Any contract cannot exceed a period of two (2) years in length.

ARTICLE 10. Thurston County Youth Soccer Association

10.1 RYSA shall support and promote the mission, purpose, and activities of Thurston County Youth Soccer Association. Directors, officers, employees, volunteers and committee members shall not engage themselves in a TCYSA position or function in an effort to secure an advantage for another organization or individual, 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.

10.2 RYSA commits as follows:

10.2.1 It is open to any soccer players, coaches, trainers, managers, administrators and officials not subject to suspension by USSF;

10.2.2 It provides and coordinates opportunities for every player within its geographic boundaries to participate in TCYSA and Washington Youth Soccer activities;

10.2.3 It acknowledges that the USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of said organizations to the extent applicable under state law, and shall provide that said organizations will abide by the USSF articles, bylaws, policies and requirements, including those on interplay;

10.2.4 It provides equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities organized or sponsored by said organizations may be appealed first to TCYSA Appeals Committee, and then to the Washington Youth Soccer's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision;

10.2.5 It provides for becoming and remaining a Member Club, which affiliation may be voluntarily modified or discontinued only by a majority vote of the members of RYSA;

10.2.6 It shall be governed by, follow and enforce the Governing and Operating Documents of TCYSA and Washington Youth Soccer in the administration and conduct of youth soccer programs within its territory, and by the rules and regulations of US Youth Soccer as may be applicable pursuant to the membership of Washington Youth Soccer in US Youth Soccer;

10.2.7 It adopts TCYSA and Washington Youth Soccer Code of Ethics.

10.2.8 It shall maintain recognition of federal tax-exempt status under Section 501(c)(3)

of the Internal Revenue Service Code as well as Washington non-profit corporation status with the State of Washington.

10.2.9 It shall register annually with TCYSA every player, coach, trainer, manager, administrator and official who is sponsored, financed, coached, organized or administered and who will be participating in TCYSA and Washington Youth Soccer activities, as required by USSF.

10.2.10 It shall provide annually to TCYSA a copy of the documents submitted to the Internal Revenue Service during that year and such documents as TCYSA may from time to time request and it shall make copies of those documents available to its members and maintain current versions of the document on its website;

Article 11. DISSOLUTION

If the Club is dissolved, all assets remaining after payment of debts will be transferred to the TCYSA or other non-profit club, association, or organization dedicated to the mission of providing soccer opportunities to young players, as determined by vote of the Board. Such decision must be unanimous, and be approved by the boards of the receiving individual associations or clubs and be attested in writing by two officers of each club, one of whom is the President or Secretary. Any disputes regarding the distribution or valuation of assets will be referred to Washington Youth Soccer for arbitration.

Article 12. AMENDMENTS

Amendments to these Bylaws may be affected only upon affirmative vote of a 60% majority of directors present at any Board Meeting at which there is a quorum. Any proposed amendment to these Bylaws must be submitted in writing to the Board and to all Members not later than thirty days (30) preceding the meeting at which the vote will be taken. Any case in which these Bylaws are in conflict, or become in conflict with the bylaws of TCYSA, the latter shall take precedence and these Bylaws shall be amended no later than the next Annual General Meeting to eliminate the cause of conflict.

The foregoing Bylaws were adopted by the Board of Directors of RYSA on April 14, 2024.

President: Nathan Todd	Registrar: Sarah Tonda
Vice President: Vacant	Equipment Manager: Jystine Gross
Secretary: Dana Corbett	Field Manager: Vacant
Treasurer: Melissa Howes	Supermod Coordinator: Andrew Gross