

DISTRICT of WSYSA District 1

(A Non-Profit Corporation)
As amended April 29, 2008

ARTICLE I. OFFICES

The principal office of the corporation in the State of Washington shall be located within the District. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Non-profit Corporation Law (the "Act"). The registered office may but need not be identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSES

Section 2.1 Purposes and Powers

This corporation is organized exclusively for charitable, literary and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The specific purposes for which this corporation is organized are:

Section 2.1.1

To provide an organized advanced soccer program for the youth of Washington, and to promote, stimulate and expand public interest and understanding of soccer in Island, King, Skagit, Snohomish, and Whatcom, Counties in the State of Washington

Section 2.1.2

To encourage all individuals regardless of sex, race, color, creed, religion, or national origin to participate in the programs, functions and activities of the corporation. In providing this program and opportunity for young people to participate in soccer, the corporation shall further the public interest in youth sports and specifically soccer, and shall also help to promote positive social values, and combat juvenile delinquency.

Section 2.2 Amateur Organization

WSYSA– District I shall be considered an amateur organization. All WSYSA - District I players must be soccer amateurs, and comply with WSYSA Administrator's Handbook regarding such status, particularly Rule 211 and Rule 212.

Section 2.3 Tax Exempt Status

This corporation is intended to qualify as a tax-exempt charitable, scientific research and/or educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The affairs of the corporation 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 corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons. However, the corporation 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 in this Article II.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or attempting to influence legislation. The corporation shall not directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future legal code.

Section 2.4 Rules

The corporation shall have authority to enact Rules and Regulations consistent with these By-Laws and the Articles of Incorporation for the conduct of competitions, and the operations of the corporation.

ARTICLE III - MEMBERSHIP

Section 1 - The members of District I shall consist of incorporated or unincorporated associations as designated in the District I Administrative Procedures:

Section 2 - Each member association shall be represented by its president or designated alternate. The association representative shall exercise voting power of his/her organization and shall serve as a governing member (trustee) of the District Board of Directors

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the District, but each Association shall be represented by at least one member on the Board of Directors.

Section 4.2 Number, Tenure and Qualifications

The Board shall be composed as follows:

- a. The elected officers of District I
- b. One representative from each member association

Section 4.3 Annual Meeting

An annual meeting of the Directors shall be held on the last Tuesday of the month of March in each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 4.4 Regular Meetings

The Board of Directors may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.5 Special Meetings

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

Section 4.6 Notice

Notice of any special meeting of the Board of Directors shall be given at least seven days prior thereto by written notice delivered personally or sent by mail or e-mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when transmitted. Any Director may waive notice of any meeting. The attendance of a director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board

need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 4.7 Quorum

Quorum - A quorum for all district meetings shall consist of the District Commissioner, or Alternate Commissioner and at least 50% of the officers and 50% of the member association representatives.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 4.8 Voting

Each elected district officer shall have one vote. Each member association shall have one vote per each 1000 players, or major fraction thereof, based on a determination of registered players in each associations. The determination shall be based on total player registration record with WSYSA for the previous seasonal year (including Spring).

Each association shall have a minimum of one vote. This weighted vote shall apply to Constitution and By-laws changes, fees, budget and supplementary budget items and election of officers at the AGM. In any other matter voted upon at district meetings, each member association and each elected officer shall have one vote. Proxy votes are not allowed.

A simple majority of the votes cast, whether weighted or not weighted, shall be required to approve any matter under consideration by the Board

Section 4.9 Vacancies

Any vacancy occurring in the board of Directors must be filled by the appointment by the member Association such Director represents. In the event a Director is not appointed for a period of three months such Association will lose its membership privileges in WSYSA DISTRICT I, and will have to apply to the Board for re-instatement on good cause shown.

Section 4.10 Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 4.11 Action by Directors Without Meeting

Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting by e-mail or other electronic communication setting forth the action so taken and allowing each Director and Officer to record his or her vote thereon. In order for an e-mail vote to be counted the Director or Officer must reply to all of the Board. If this does not happen the vote will be null and void. If any Member requests additional discussion email vote is voided and will be added to the agenda of the next Board Meeting.

Any such actions shall be confirmed at the next regularly scheduled Board meeting.

ARTICLE V. OFFICERS

Section 5.1 - Number

The Officers of District I shall consist of the District Commissioner, Alternate Commissioner, Director of Competition, Director of Development, Secretary and Treasurer.

Section 5.2 - Election and Term of Office

The officers of District I shall be elected biannually by the Board of Directors at the annual general meeting of the district. The officers of District Commissioner, Director of Competition and Treasurer shall be elected in odd years

and the offices of Alternate Commissioner, Director of Development and Secretary shall be in even years. The offices of Secretary and Treasurer may be combined by a vote of the Board of Directors, in which case the election shall be in odd years. District officers' terms shall not commence until after the annual general meeting of the Washington State Youth Soccer Association.

Section 5.3 - Officers Duties

The officers shall be responsible for the following:

- a. District Commissioner shall supervise all activities of the District; the work of the Executive Board, the work of the Board of Directors, and shall chair all meetings of same.
 1. Be the representative of the District at WSYSA, as provided by the bylaws and policies of WSYSA. The District Commissioner shall whenever possible vote according to the majority wishes of the member associations.
 2. Be the general representative of District I in all matters, particularly as regards public relations, which responsibility may be delegated.
 3. Appoint directors of committees as the needs of District I may require, subject to the approval of the Executive Board.
 4. Sign orders on the Treasury (as necessary)
 5. Risk management

- b. Alternate District Commissioner shall assist the Commissioner and perform such tasks or functions as may be delegated by the Commissioner or the Board of Directors. The Alternate Commissioner shall be the authorized alternate of District I to the WSYSA Board of Commissioners. The Alternate Commissioner shall supervise the following activities and shall select and propose committee chairmen for the approval of the District Board:
 1. District I Annual General Meeting
 2. WSYSA meetings to be held in District I
 3. Disciplinary Committee
 4. Liaison with the Washington State Referee Committee for referee 'disciplinary' matters
 5. Sign orders on the Treasury (as necessary)

- c. Director of Competition – The responsibilities of the Director of Competition shall include, but not be limited to, the following:
 1. District administered internal and hosted inter-district leagues
 2. District administered tournaments
 3. Coordination with other Districts for placement of District I teams in inter-district competition.
 4. District administered President's Cup competition
 5. District representative to the Washington State Premier League Committee.
 6. Liaison to Member Associations in 'competitive' matters
 7. Approval of formation and operation of all competitive tournaments provided they meet the Executive Board requirements, except such tournaments conducted by Member Associations exclusively for their membership.

- d. Director of Development – The responsibilities of the Director of Development shall include, but not be limited to, the following:
 1. Player and coach training and support
 2. Referee training and support; liaison with the Washington State Referee Committee for referee 'development' matters
 3. Field development
 4. WSYSA Olympic Development Program support for District I players
 5. TOPSoccer and Soccer Start support

6. Liaison to Member Associations in 'development' matters
 7. Approval of formation and operation of all developmental tournaments provided they meet the Executive Board requirements, except such tournaments conducted by Member Associations exclusively for their membership.
- e. Secretary - The responsibilities of the Secretary shall include, but not be limited to, the following:
1. Custodian of all District trophies, office assets, correspondence, and corporation records
 2. Compile and publish minutes in a timely fashion for all meetings of the Board of Directors; and compile Executive Board minutes for presentation at Board of Director meetings
 3. Provide proper notice of all District I Board meetings to required attendees
 4. The Rules Committee
 5. Sign orders on the Treasury (as necessary)
- f. Treasurer - The responsibilities of the Treasurer shall include, but not be limited to, the following:
1. Provide oversight of the financial affairs of District I
 2. Collect and disburse all money required by the District for use within the district. All fees required by WSYSA shall be paid directly to WSYSA by member associations
 3. Prepare financial reports for Executive Board meetings and Board of Director meetings, as necessary
 4. Prepare a proposed budget for each fiscal year with the inputs from the other officers. The proposed budget will be developed for the February Board of Directors meeting.
 5. With the assistance of a Certified Public Accountant and/or other qualified, professional help, as needed, assist the Executive Board in defining specific financial policies
 6. Insurance
 7. The Budget and Finance Committee
 8. Sign orders on the Treasury (as necessary)

Section 5.4 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, to the District Commissioner or to the Secretary of the District. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 - Removal

Any association representative or officer elected by the Board of Directors may be, subject to any limitations imposed by law, removed by a two-thirds (2/3) vote of the Board of Directors. The Secretary shall notify any association representative or officer who misses (3) consecutive regular meetings that their removal shall be automatically proposed and voted upon at the next regular meeting of the Board of Directors.

Section 5.6 - Vacancies

Any vacancy occurring in any office may be filled by the affirmative vote of the Board of Directors. An officer elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

Section 5.7 Appointments

In addition to the above elected officers the District Commissioner may, with Board approval, appoint committee chairs, and others assigned specific responsibilities for carrying out the affairs of the corporation.

ARTICLE VI- DISCIPLINARY

Section 6.1 - League Discipline -

- a. A Disciplinary Committee shall be approved each year by the Board of Directors to conduct open hearings and receive testimony from all witnesses on district league disciplinary problems. The Committee shall consist of the Disciplinary Chair and at least two (2) appointed members from the member associations. The chairman shall be appointed by the Alternate Commissioner and approved by the Board of Directors. The WSYSA Disciplinary Code, Rule 605 of the WSSA Administrator's Handbook will be used as a guide for establishing penalties wherever possible.
- b. The District Disciplinary Committee will rule on all violations of the constitution, by-laws, rules and regulations of the District or on any action by a member association, player, coach or spectator which is detrimental to the purpose of the youth soccer program. The WSYSA Administrator's Handbook will be used as a guide for establishing penalties wherever possible.

ARTICLE VII - LEAGUE FORMATION

Section 7.1 - Competition Level

District leagues for all groups U-11 through U-19 will be formed for the benefit of the member associations for both boys and girls.

- a. The Director of Competition shall have overall responsibility for District league formation and scheduling of games within each division of the District I league.
- b. The Director of Competition shall have the overall responsibility for coordinating with other WSYSA Districts for the placement of District I teams in leagues outside of District I, and for the placement of out-of-district teams in District I leagues.
- c. League formation and team placement shall be accomplished per District Policies/Procedures.
- d. Fines will be assessed per District Policies/Procedures.

Section 7.2 - Game Scheduling

Deleted.

Section 7.3 - League Rules

All competition will be governed by WSYSA Rules and Regulations. Any additions or interpretations by the District Board of Directors to these rules and regulations will be published each year prior to league start dates.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The Corporation may, in the discretion of the Board of Directors pay any officer, employee, or other person providing services to the corporation for such service provided that such payment shall not exceed the reasonable market value for such services.

Section 8.2 Checks, Drafts, Et Cetera

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by two of the following four officers: Treasurer, Commissioner, Alternate Commissioner or Secretary.

Section 8.3 Budget

The Treasurer shall prepare a proposed budget in January of each year and submit it to the Board of Directors for adoption at the District Annual General Meeting.

Section 8.4 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, savings and loan institutions, brokerage accounts or other depositories as the Board of Directors may select.

Section 8.5 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 8.6 Loans

No loans shall be made by the corporation to its Directors or officers.

Section 8.7 Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR AND SEAL

Section 9.1 Fiscal Year

The fiscal year of the corporation shall begin on the first day of April and end of the last day of March in each year.

Section 9.2 Seal

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE X. WAIVER OF NOTICE

Section 10.1 Waiver

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the corporation, 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.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1 Indemnification. Subject to case by case determination as mandated by the provisions of Section 13.2 below, the corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened civil, criminal, administrative or investigative (other than an action by the corporation) by reason of the fact that s/he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 11.1.2 Plea

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a

manner which s/he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, s/he had reasonable cause to believe that his/her conduct was unlawful.

Section 11.1.3 Exception

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 11.2 Case by Case Determination

Any indemnification under Sections 13.1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that the director or officer has met the applicable standard of conduct set forth in Section 13.1 and that indemnification is therefore proper in the circumstances. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to an action, suit or proceeding under Sections (1) and (2);
- b. If a quorum under paragraph (a) of this subsection is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- c. By the court in which the action, suit or proceeding under Sections (1) or (2) is or was pending upon application by the corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the corporation opposes the application by the attorney, agent or other person.

Section 11.3 Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section (4) upon receipt of a reasonable undertaking or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the corporation may make indemnification as authorized in this section.

Section 11.6 Not Exclusive

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.7 Insurance

The corporation shall have power, but not the obligation to purchase and maintain insurance on behalf of any person who is or was a commissioner, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE XII. AMENDMENTS TO BYLAWS

Section 12.1 Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of sixty percent of the Directors present at any regular meeting or special meeting called for such purpose, and at which a quorum is present: PROVIDED THAT the amendment must have been read and reviewed at a prior meeting of the Directors which has taken place not less than thirty (30) days prior to the meeting at which the vote is taken on the amendment, and further PROVIDED THAT the amendment complies with the Act and does not adversely affect the corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.