

**BYLAWS  
OF  
WASHINGTON TIMBERS FOOTBALL CLUB**

**ARTICLE 1. AFFILIATION**

- 1.1 Washington Timbers Football Club (hereinafter WTFC or corporation) shall be affiliated with, and shall operate under the authority of, the Washington State Youth Soccer Association (WYS) by meeting the requirements and responsibilities of Member Associations as defined and set forth in Section 5.2 the WYSA Bylaws or to meet the requirements and responsibilities of Affiliated Members, if such a membership is added to the WYS Bylaws. WTFC shall act to be in compliance with all bylaws, policies, rules, regulations and requirements of WYS applicable to Member Associations or to Affiliated Clubs, as applicable.
- 1.2 WTFC shall be affiliated with and shall operate under the authority of the US Youth Soccer Association (hereinafter USYS) and WTFC shall act to be in compliance with all bylaws policies, rules, regulations, and requirements applicable to Members.
- 1.3 WTFC shall be affiliated with, and shall operate under the authority of, the Oregon Youth Soccer Association as a Member Club as defined and set forth in OYSA Bylaws. As a Member Club of OYSA, WTFC shall act to be in compliance with all bylaws policies, rules, regulations, and requirements applicable to Member Clubs.
- 1.4 WTFC shall be affiliated with and shall operate under the authority of US Club Soccer (hereinafter USCS) as a Member Club as defined and set forth in the USCS Bylaws. As a Member Club of the USCS, WTFC shall act to be in compliance with all bylaws policies, rules, regulations, and requirements applicable to Member Clubs.

**ARTICLE 2. PLACE OF BUSINESS**

2.1 Office

The principal office of WTFC shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors may designate. The corporation may have such other offices either within or without the States of Washington and Oregon, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 3. MEMBERSHIP**

3.1 General

WTFC offers current players, parents and/or legal guardians of current players, participatory access to WTFC programs and services through a paid membership in WTFC (hereinafter nonvoting members).

### 3.2 Members and Member Representatives

- 3.2.1 Each Registered team at U-9 and above shall be a member of WTFC (Member) and shall have one vote in any matter for which Members Representatives may vote.
- 3.2.2 A Member must be in good standing, as defined by these bylaws and the WTFC operating documents, in order to enjoy the rights, privileges, and responsibilities of membership in the WTFC. A member who is not in good standing may not vote. No Member in arrears to WTFC or suspended shall have these rights.
- 3.2.3 Each Member shall elect a Member Representative to attend meetings of the Members and exercise the Member's voting rights.

### 3.3 Jurisdiction

WTFC shall have jurisdiction over its Members and its nonvoting members.

### 3.4 Admission as a Member

Registered teams desiring to apply to become Members of WTFC shall follow the requirements set forth by WTFC in its application policies.

### 3.5 Discontinuation of Membership

- 3.5.1 Any Violation of the membership requirements of these bylaws by a Member or nonvoting member shall require a probationary hearing by the Board of Directors within thirty (30) days, to determine what actions are necessary by the Member or nonvoting member to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Member or nonvoting member to take such actions and shall provide for suspension of all membership privileges if not satisfied.
- 3.5.2 Members or nonvoting members failing or refusing to follow the WTFC bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the WTFC, or Members or nonvoting members failing or refusing to follow the WTFC bylaws, policies, procedures, seriously damaging the interest of the WTFC, face suspension or expulsion.
- 3.5.3 Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.
- 3.5.4 Suspension or expulsion shall require a two-thirds (2/3) vote of the WTFC Board of Directors.

3.6 WTFC, its Members and nonvoting members will not discriminate against any individual on the basis of race, religion, age, sex, national origin, or sexual orientation.

3.7 No Members or nonvoting members of WTFC shall engage themselves in a WTFC position or function in an effort to secure an advantage for another organization or for their personal 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 evidence, the Board shall request the withdrawal of the person or recommend an investigation.

### 3.8 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.

3.8.1 Date. The AGM shall take place during the summer months of each year. Notification and agenda of this meeting shall be e-mailed to Members and posted on the Club web site thirty (30) days prior to the AGM date.

3.8.2 Quorum. A quorum shall consist of at least the President or Acting President; one half of the Board of Directors; and twenty percent (20%) of the Membership Representatives.

3.8.3 Directors are not allowed to vote on vacant Director positions filled at the AGM.

## **ARTICLE 4. (RESERVED)**

## **ARTICLE 5. BOARD OF DIRECTORS**

### 5.1 General Powers

All authority of WTFC 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.

### 5.2 Number

The Board shall consist of not more than fifteen (15) Directors and not less than nine (9). 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.

### 5.3 Qualifications

Directors shall have qualifications as the Board may prescribe by resolution. Directors must be at least 21 years of age.

## 5.4 Election of Directors

### 5.4.1 Nominations by the Board.

5.4.1.1 The Nominating Committee shall prepare a list of candidates to fill the open positions at the upcoming election. The list shall include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board. The Nominating Committee shall notify nominees at least thirty (30) days prior to the AGM. Nominees must submit a nomination packet, which includes a resume, a statement of function and written acceptance of their nomination, to the WTFC offices at least fourteen (14) days prior to the AGM.

5.4.1.2 The Nominating Committee shall publish the list and nomination packets of candidates of election at least fourteen (14) days before the AGM.

### 5.4.2 Nominations by the Membership

5.4.2.1 Membership Representatives may proposal alternate names of candidates for open positions on the Board. Nominees made by Members shall meet the criteria prescribed 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, a statement of the nominee's criteria, as well as the nominee's resume, statement of function and written acceptance of the nomination. The nomination proposal shall be submitted no later than 30 days prior to the AGM.

5.4.2.2 The Nominating Committee shall review the nomination proposal and, if the proposal packet is complete, shall publish the name of the candidate no later than fifteen (15) days before the AGM.

5.4.2.3 Nominations may not be made from the floor at the AGM.

5.4.2.4 Elections will not be competitive absent special circumstances. The nominees receiving the greatest number of votes (but equal to or greater than a simple majority of the quorum) shall be considered elected up to the number of open positions.

## 5.5 Term of the Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of 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. Term Limits may be set by the Board and will be set forth in an operations manual.

## 5.6 Annual Meeting

The annual meeting of the Board shall be held immediately following the AGM each year for the purpose of electing officers and transacting such businesses as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon as thereafter as may be convenient.

## 5.7 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than such resolution. The Board must hold regularly scheduled meetings. The Board must meet no fewer than 9 times per year. Any regular meeting may include an executive session. Only Board Members and legal counsel may attend an executive session.

## 5.8 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 the city of Vancouver, Camas, Washougal, or Portland as the place for holding any special Board of meeting called by them. Notice of special Board shall be given to a Director in writing or by personal communication with the Director not less than five 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 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 by email is effective only with respect to those Directors that have consented to the receipt of email notices.

## 5.9 Quorum

A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### 5.10 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

#### 5.11 Presumption of Assent

A Director of the corporation present at the 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.

#### 5.12 Action by the Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without meeting provided the following requirements are met: (a) written notice must be delivered to each Board member at least 24 hours before a vote is called for; (b) motion is made and seconded; (c) there must be at least a twelve (12) hour window for questions; (d) the votes of each person must be in writing (may be electronic); and (e) all Directors must vote and the vote must be unanimous. If action is taken without a meeting, it should be reported at the next regular Board meeting and included in those minutes.

#### 5.13 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.

#### 5.14 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.

#### 5.15 Vacancies

Any 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.

#### 5.16 Compensation

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

#### 5.17 Conflict of Interest

The Board of Directors adopts the WYS 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.

#### 5.18 Code of Ethics

The Board of Directors shall adopt the WYS Code of Ethics which contains 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**

#### 6.1 Number and Qualifications

The officers of the corporation shall be a President, 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. The offices of President and Secretary may not be held by the same person.

#### 6.2 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.

#### 6.3 Resignation

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary of 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.

#### 6.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgement the best interests of the corporation would be served thereby, such removed 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 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 office or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties are as assigned to him or her by the Board from time to time.

#### 6.7 Vice President

In the event of the death of the President, resignation, or his/her inability to act, or temporary unavailability, 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 from time to time may be assigned to them by the President or the Board.

#### 6.8 Secretary

The Secretary shall: (a) keep minutes of the meetings of the Board, and minutes which may be maintained by the committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director, each officer and each Member Representative; (e) sign with the President, or other office authorized by the President of the Board, deeds mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary such

other duties as from time to time may be assigned to him or her by the President or the Board.

#### 6.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such amount and with surety or sureties as the Board may determine. The Treasurer shall be responsible for oversight of all funds and securities of the corporation; ensure the deposit all 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/her. The Treasurer is responsible for ensuring the annual audit is completed and is responsible for overseeing the annual budget process.

### **ARTICLE 7. COMMITTEES**

#### 7.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least one Director. If a committee exercises the authority of the Directors in the management of the corporation as delegated by the Board, the committee shall consist of only Directors and shall be subject to such limitations as may be prescribed by the Board. If a committee exercises the authority of the Directors in the management of the corporation as delegated by the Board, the committee may allow the participation of non-Directors but such persons shall not have a leadership role on the committee and have no voting power. 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 of 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; or (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 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 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.

### 7.3 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.

### 7.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors then 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 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, each Member Representative and each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any Member of three months standing or to a representative of more than five percent of the Members.

### 8.2 Fiscal Year.

The fiscal year of the WTFC shall begin at 12:00 a.m. on June 1 and end at 11:59 p.m. on May 31.

### 8.3 Rules of Procedure.

The rules of procedure at meetings of the Board, the Members 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 consistent with these Bylaws, the Articles of Incorporation of any resolution of the Board.

### 8.4 Insurance.

WTFC shall provide Directors and Officers Liability Insurance covering Directors, officers, and Committee Chairs, for performing acts and responsibilities directly related to WTFC. WTFC may purchase and maintain additional liability insurance for employees or agents serving at the request of the Board of Directors.

## 8.5 Litigation

8.5.1 No Member, nonvoting member, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of Washington State or any state without first exhausting all available remedies within the appropriate soccer organization, and as provided within WYS, USYS and as provided within USSF.

8.5.2 For violation of this section, the offending party shall be subject to suspension and fines, and shall be liable to WTFC for all expenses incurred by WTFC and its officers, members of the Board of Directors in defending each court action, including but not limited to the following:

- (a) court costs;
- (b) attorney's fees;
- (c) reasonable compensation for time spent by WTFC officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearance;
- (d) travel expenses; and
- (e) expenses for holding special board meetings necessitated by the court action.

## **ARTICLE 9. AMENDMENTS**

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 then in office. Any proposed changes to the Bylaws shall be published to the Members at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors at a meeting held on \_\_\_\_\_, 2018, at which a quorum was present.

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Secretary