



THE BYLAWS OF



The Joint Clubs:

Puyallup Soccer Union

&

Rainier Soccer Alliance Elite

Rainier Soccer Alliance Member Clubs

Presented and Adopted at the Annual General Meeting held March 28, 2013

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ARTICLE 1 -TITLES

Section 1.1 ***Titles*** The organization shall be known as United Soccer Club of Puyallup consisting of two sister clubs Puyallup Soccer Union (hereinafter referred to as “PSU”) and Rainier Soccer Alliance Elite (hereinafter referred to as “PSU,” “RSA Elite” or the “Clubs”). The Clubs shall be registered with the state of Washington as non-profit organizations and shall not carry on any activities prohibited by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States of America Internal Revenue Code.

Section 1.2 ***Office*** The principal office and place of business of the Clubs is in Puyallup, Washington. The mailing address for the Clubs is PO Box 731502 Puyallup, WA 98373. The Clubs shall have such other offices within or without the state of Washington as the Boards of Directors shall designate.

Section 1.3 ***Duration*** The duration of these organizations shall be perpetual.

ARTICLE 2 -PURPOSE AND OBJECTIVES

Section 2.1 ***Purpose*** The purpose of PSU and RSA Elite is educational and the Clubs shall embrace the following goals:

- (a) To teach and develop a "love of the game" of soccer among our members;
- (b) To teach, train and develop; players, coaches, referees and administrators for the betterment of the game of soccer;
- (c) To teach and develop through the game of soccer; sportsmanship, physical health, mental alertness and fair competition.

Section 2.2 ***Objectives*** The objectives of PSU and RSA Elite are:

- (a) To develop, promote and govern the game of soccer among affiliated teams;
- (b) to establish an administration to govern and direct the operations, business and all activities of the Clubs;
- (c) To encourage interested volunteer adult leadership to share their time and effort for the Clubs’ programs;
- (d) To provide a vehicle through which members will expand their education and knowledge of the game of soccer beyond that which each might do individually;
- (e) To provide programs of well organized, competitive athletics developing the physical, emotional, and social stability of the players; and
- (f) To represent the Clubs in all matters of organized youth soccer in affiliated organizations

Section 2.3 ***Non-Discrimination*** PSU and RSA Elite are a non-discriminatory private clubs

- (a) Our goal is to be inclusive of all members in our community
- (b) The club does not discriminate against volunteers, contractors or players based on race, color, religious persuasion, sexual orientation, national and ethnic origin
- (c) All rules and laws of the game provided by soccer’s regulatory bodies must be adhered despite non-discriminatory stance of the Clubs. Accommodations may be considered if such

accommodation does not interfere with the safety or spirit of the game.

ARTICLE 3 -AFFILIATION

PSU and RSA Elite are independent soccer clubs that shall be affiliated with other organizations providing soccer programs locally, regionally and nationally.

ARTICLE 4 -CLUB COLORS

The representative colors of PSU are Navy Blue, Red and White. Navy Blue is the primary color; however, various shades or combinations of Navy Blue, Red, and White can be used. Other colors or combinations of colors can be used with approval of the Board of Directors.

The representative colors of RSA Elite are Black, White and Gold. Black is the primary color; however, various shades or combinations of Black, White and Gold can be used. Other colors or combinations of colors can be used with approval of the Board of Directors.

ARTICLE 5 -BOUNDARIES

The boundaries of the PSU include the historical boundaries of Puyallup Soccer Club and South Hill Soccer Club. Generally the Boundaries encompass the boundaries of the Puyallup School District. Members from outside the boundaries may participate in programs. The historical SHSC and PSC boundaries extend from North Hill to the North to 198th Street to the South and from Waller Road to the West to Highway 162 to the East.

The boundaries of RSA Elite generally encompass all areas represented by the member clubs of the Rainier Soccer Alliance. The RSA Elite programs are open to all youth players within and beyond historical boundaries.

ARTICLE 6 -CONTROL AND AUTHORITY

The final control and authority of the Clubs shall be listed in the Bylaws and be by a body of members known as the Board of Directors. This Board shall exercise the right of decision making on all matters pertaining to Club affairs.

ARTICLE 7 -MEMBERSHIP IN THE CLUB

Section 7.1 *Voting Members* The voting members of this Club shall consist of:

- (a) One team representative from each current team, in good standing, registered with the Club, and
- (b) Each member of the Board of Directors in good standing.

The Team Representative shall be, in the following order or preference, the coach, assistant

coach, team manager, or parent with a child participating on a specific Club team's roster. Notwithstanding the forgoing, no individual compensated by the club as a Coach or Trainer (other than one whose child receives a registration fee exemption) nor any individual owning an interest in an entity that contracts with the Club for coaching, training equipment and fields for compensation, will serve as Team Representative. If applicable, a parent serving as Team Representative shall be appointed by the Head Coach. The number of voting members in the Club will equal the sum of the number of teams, in good standing, registered with the Club and the number of Board of Directors, in good standing, at the time of the event. Each team, through its representative, and each Board Member is entitled to one (1) vote at the Annual General Meeting ("AGM") and other meetings requiring a vote by the members of this Club. No individual shall have more than one (1) vote. Voting by proxy is not allowed.

Section 7.2 *Non-Voting (Associate) Members* Parents, coaches, assistant coaches, team managers, sponsors, referees, skill trainers, directors, coordinators, committee members, and other individual volunteers of the Club who do not qualify as a voting member, shall have associate membership status. All members (voting and non-voting) shall have the privilege to attend the Annual General Meeting and monthly board meetings and be allowed as guests to address the governing body. An Associate Member cannot vote.

Section 7.3 *Removal of a Member* Any member who has not fulfilled his or her financial obligations to the Club or whose conduct is detrimental to the purpose of this organization shall be subject to disciplinary action by the Club. Disciplinary action could result in expulsion from the Club or suspension from participating in any of the Club's soccer programs.

ARTICLE 8 -ORGANIZATION

Section 8.1 *Governing Body* The Board of Directors shall be the governing body of the Club. The Board of Directors shall consist of the six (6) elected officers and four appointed Program Directors upon approval of elected Board of Directors. The appointed Director(s) of Registration may become member of Board of Directors, upon approval by the elected Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors will exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by these Bylaws otherwise prohibited. The Board of Directors holding elective positions shall be elected at the Annual General Meeting (AGM) to serve terms set forth in Section 8.4 – Term of Office.

Section 8.2 *Board of Directors*

The Clubs will be governed by an overlapping Board with President and Vice President – Administration and Secretary in common. In addition, the Vice President – Operations Recreation and Vice President – Operations Elite will serve as voting representatives to sister club. Treasurers, Registrars and Directors of Referees will represent the Club (PSU or RSA Elite) to which they are elected or appointed. (a) The Boards of the Clubs shall consist of the following elected officers: President (In-common); Vice President – Administration (In-common); Secretary (In-Common), Vice President – Operations; Director of Referees;

Treasurer; Director of Registration and up to four (4) appointed Program Directors upon approval. Each Program Director will need approval of the majority of the Board of Directors to become a voting member. Each Program Director shall be appointed by the VP – Operations subject to approval by the Board. The Director(s) of Registration shall be appointed by the VP - Administration subject to the approval of the majority of the elected board members. Upon majority approval the Director(s) of Registration may become voting member(s) on the Board of Directors.

(b) Each member of the Board of Directors is entitled to a credit amounting to the initial RSA Elite registration fee or the combined registration of multiple recreational players, whichever is less. The credit is subject to the following conditions:

- 1) If no players from the Board member's immediate family are registered to the club, one registration fee of up to the initial RSA Elite registration fee may be donated to another player within the club at the discretion of the Board member.
- 2) Board members may elect to donate the credit back to the club.
- 3) The credit will be applied in December of the soccer season during which the Board member serves and is in good standing.
- 4) If the Board member's account is paid in full, the credit will be paid as a reimbursement..

(c) The Board of Directors shall find from time to time the need for additional support and thus, shall solicit and appoint volunteers to form separate committees to draw upon when assistance is needed to help complete the duties of the Clubs. By a sixty percent (60%) majority the Board of Directors shall have the authority to hire an independent contractor or retain professional services to fill the position of Treasurer, Director of Registration, Office Manager, or any other administrative position needed to accomplish the day to day business of the Clubs.

Section 8.3 ***Duties of the Board Members*** The duties, power and authorities of the Directors shall include, but not be limited to those described below. Additional details of duties may be included in Operating Procedures developed by the Board.

(a) ***President*** In general, the President shall be the chief executive officer of the Clubs and shall be responsible for the general management and superintendence of the affairs of the Clubs. The President shall preside at all meetings of the members, directors and coordinators. In all cases where (and to the extent that) the duties of the other officers, directors and coordinators of the Clubs are not specially prescribed by the Bylaws or SOPs, the President will prescribe such duties. The President only votes in meetings to break a tie.

(b) ***Vice President – Administration*** The VP – Administration, in the absence of or disability of the President, shall perform all duties of the President and shall perform such other duties as will be prescribed by the Board of Directors. The VP - Administration must recruit and appoint the following positions: Director of Registration, Director of Discipline & Review; Coordinator of Business and Community Development, Coordinator of Communication & Marketing (Webmaster), Coordinator of Special Events. All appointments are subject to approval of the Board. The VP - Administration is responsible for the management and oversight of each of these Directors and Coordinators and their respective duties. PSU and RSA Elite must work in partnership and through the local school districts, Pierce County Parks and Recreation and other

organizations for field usage. The VP - Administration is responsible for communicating closely with the Clubs' Treasurers, Director of Coaching and other officers and Program Directors.

(c) ***Vice Presidents – Operations, RSA Elite*** The VP - Operations, in the absence of or disability of the President and VP - Administration shall perform all duties of the President and shall perform such other duties as will be prescribed by the Board of Directors. The VP – Operations must recruit and appoint, Coordinator of Equipment/Fields, Coordinator of Games/Fields; Tournament Coordinator – King of the Hill Classic and other program coordinators as needed. VP - Competition will work jointly with the Director of Coaching to appoint Program Directors for the all the Club's soccer programs. The VP – Operations will work with the Director of Referees to help liaison between the Club and Referee organization. The VP - Competition will assist the VP - Administration to ensure all appointed positions are filled. All appointments are subject to the approval of the Board. The VP - Operations is responsible for the management and oversight of each of these Directors and their respective duties. The VP – Operations is responsible to help with league structures, rules and team placement. The VP - Operations is further responsible for administering the Club's organized tournaments and competitions, and for coordinating the Club's involvement in state, interstate, regional and national competitions, tournaments, leagues and contests in cooperation with the Director of Coaching. The VP – Operations will serve as representative to the sister Club's Board. The VP - Operations shall attend all monthly meetings of the Board of Directors.

d) ***Vice Presidents – Operations, PSU*** The VP - Operations, in the absence of or disability of the President and VP – Administration shall perform all duties of the President and shall perform such other duties as will be prescribed by the Board of Directors. The VP – Operations must recruit and appoint, Coordinator of Equipment/Fields, Coordinator of Games/Fields; Coordinator of Micro Programs; Tournament Coordinator – Puyallup Valley Kick Off and other program coordinators as needed. VP - Competition will work jointly with the Director of Coaching to appoint Program Directors for the all the Club's soccer programs. The VP – Operations will work with the Director of Referees to help liaison between the Club and Referee organization. The VP - Competition will assist the VP - Administration to ensure all appointed positions are filled. All appointments are subject to the approval of the Board. The VP - Operations is responsible for the management and oversight of each of these Directors and their respective duties. The VP – Operations is responsible to help with league structures, rules and team placement. The VP - Operations is further responsible for administering the Club's organized tournaments and competitions, and for coordinating the Club's involvement in state, interstate, regional and national competitions, tournaments, leagues and contests in cooperation with the Director of Coaching. The VP – Operations will serve as representative to the sister Club's Board. The VP - Operations shall attend all monthly meetings of the Board of Directors.

(e) ***Treasurers*** The Treasurers shall custody all of their respective Club funds and security and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as will be designated by the Board of Directors. If required by the Board of Directors, the Treasurers shall be bonded for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board shall determine. The Treasurers will work closely with the VP – Administration. The Treasurers shall disburse the funds of the Club

as will be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they require, an account of all his or her transactions as Treasurer and of the financial condition of the Club. The Treasurers are responsible for filing or delivering any other necessary municipal/county forms or documentation related to the Club's business affairs. The Treasurers will find from time to time the need for additional support and thus, must solicit and appoint volunteers to form separate committees to draw upon when assistance is needed to help complete the duties of the office. With specific approval and consent of the Board, the Treasurer shall also seek to retain professional services to accomplish the tasks of the office. The Treasurers shall attend all meetings of the Board of Directors.

(f) **Secretary** The Secretary shall attend all meetings of the Board of Directors. Within fourteen (14) days of each meeting, the minutes of the meeting shall be distributed to the Board and available to the membership. Notice shall be given of all meetings. The Secretary is responsible for all administrative functions of the Club. The Secretary is responsible to for maintaining all club minutes and other important documents. The Secretary will work with the President to maintain a master calendar including times and locations of Clubs meetings and other non-competition activities.

(g) **Director of Referees** The Director(s) of Referees must work closely with the VP - Operations, Coordinator of Games/Fields, Coordinator of Equipment/Fields and Coordinator of Tournaments and Special Events to make sure referees are available and assigned to cover the various games, tournaments, and competitions organized and/or played by the Club's soccer teams. The Director of Referees must either be a certified referee or willing to become a certified referee within the first year or his or her term of office. The Director(s) of Referees shall attend all meetings of the Board of Directors and shall work with the local referee organization (PCSRA) to recruit and train new youth and adult referees for the Club. The Director(s) of Referees is responsible for soliciting and organizing local referee clinics; Referee development and management; Referee Education; Referee Mentoring; Referee Assignment and attendance at required clinics to enable him or her to be a referee assignor for the Club.

(h) **Director of Coaching (DOC)** The DOC is a non-voting contractor for RSA Elite per negotiated contract defining duties. In addition, the DOC will provide a development plan for all RSA Clubs. The DOC will coordinate coaching clinics for both recreational and competitive level coaches. The DOC may play larger role with recreational clubs upon their request of his services.

(i) **RSA Elite Representatives** One elected or appointed Board Member of RSA member clubs will serve as a voting Board Member for RSA Elite with a reciprocal position on member clubs board. This person will serve as liaison between clubs. The Elite Representative will represent the Club's interest in development programs.

Section 8.4 **Term of Office** The term of office for the President, Vice President – Operations, Secretary/Historian, will consist of two (2) fiscal years, elected on every odd year assuming

January AGM. Similarly, the term of office for the Vice President-Administration, Treasurer, and Director of Referees will also consist of two (2) fiscal years, but elected on every even year assuming January AGM. Program Directors/Coordinators will also consist of two (2) fiscal years and appointed every other year or as necessary.

Section 8.5 ***Re-Election & Vacancies*** All officers are eligible to the same office at succeeding elections. They shall serve in the same office for no more than two (2) consecutive full terms, unless approved by a vote of the Board of Directors prior to the AGM. Vacancies occurring subsequent to elections shall be filled by appointment of the President at the first monthly meeting following the AGM subject to approval by the voting Board Members. The term in office for officers appointed in this manner shall be the unexpired term of the vacated office.

Section 8.6 ***Appointed Directors/Coordinators*** The appointed Directors and Coordinators of the Club may consist of the following positions: Director(s) of Registration; Program Director -PSU Full Field Recreational Level Teams; Program Director PSU Modified Teams; Program Director -PSU Academy/Micro programs; Coordinator of Discipline and Review; Coordinator of Equipment/Fields; Coordinator of Games/Fields; Coordinator of Business Development; Coordinator of Communication & Marketing; and Coordinator of Tournaments & Special Events. If an appointed position is left unfilled for any reason it is the responsibility of the elected officer whose position made the appointment to nominate a replacement to fill the position as soon as possible for approval by a majority of the currently serving Board Members.

Section 8.7 ***Duties of Appointed Directors*** The duties, power and authorities of the Directors shall include, but not be limited to, the following:

(a) ***Program Directors*** The position of Program Director (hereafter identified as “PD”) is critical to the success of soccer programs. Each PD with approval from the Board can become a voting member of the Board of Directors. All PD’s must work effectively with DOC and all Officers, Directors and Coordinators of the Club to successfully achieve goals and objectives of the Club. To this end, a PD shall find that from time to time, they need additional support and shall solicit and appoint volunteers to form separate committees or similar resources to draw upon when assistance is needed to help run their program.

(b) ***Director(s) of Registration*** The Director(s) of Registration may become a voting member(s) of the Board of Directors, upon majority approval from Board of Directors. The Director of Registration is responsible for ensuring the Club’s teams and players are properly registered and affiliated with the appropriate association, league, or tournament to participate in the game of soccer. The Director of Registration may appoint separate registrars to delegate the workload with the approval of the Board of Directors. The Director of Registration shall find from time to time the need for additional support and thus, shall solicit and appoint volunteers to form separate committees to draw upon when assistance is needed to help complete the duties of the office. With specific approval and consent of the Board, the Director of Registration shall also seek to retain professional services to accomplish the tasks of the office. The Director of Registration shall attend all meetings of the Board of Directors and be responsible for all player registration functions.

(c) ***Coordinator of Equipment/Fields:*** The Coordinator Equipment/Fields shall work closely with the VP - Administration, VP – Operations, Director of Coaching, Program Directors, Coordinator of Games/Fields, and shall attend all meetings of the Board of Directors. Coordinator of Equipment/Fields may recruit and appoint Club members, committee's and volunteers to carry out noted responsibilities, if needed the Coordinator of Equipment/Fields may seek financial payments for these responsibilities, all proposed payments must be approved by the BOD.

(d) ***Coordinator of Games/Fields:*** The Coordinator of Games/Fields shall be responsible for the coordination of all league games and the acquisition of field time for games, practices and tournaments. Accordingly, the Coordinator Games/Fields shall work closely with the VP – Administration, VP – Operations, Director of Referees, Director of Registration, Coordinator of Equipment/Fields, and league officials to coordinate date, times and locations for all of Club home competitions. The VP - Operations shall also work with DOC, Program Directors, and the Coordinator of Games/Fields to schedule the use of all Club fields for practice sessions by Club teams.

(e) ***Coordinator of Discipline & Review*** The Coordinator of Discipline and Review shall attend all meetings of the Board of Directors and be responsible for all Discipline and Compliance related issues of the Club including serving as the Club representative for any Club, Alliance, association, league or tournament disciplinary meeting involving a member; establishing a standing Judicial Review Committee which shall consist of:

1. VP – Operations and other any other member selected by the Board.
2. Two coaches selected by the coaches.
3. The Director of Referees
4. Director of Coaching, and/or Program Director of respective program.
5. A single non-partisan individual selected by the above members.

(f) ***Coordinator of Business Development*** The Coordinator of Business Development shall attend all meetings of the Board of Directors and be responsible for all new business development functions of the Club as defined in the duties set forth below:

- *Development of Club Sponsorships/Sponsor Packages
- *Development and implementation of Club Fundraisers
- *KOTH Sponsorship and Advertising
- *Grant writing
- *Paid Advertising
- *Merchandise Sales

(g) ***Coordinator of Communications & Marketing*** The Coordinator of Communications and Marketing shall attend all meetings of the Board of Directors and be responsible for all public Communications and Marketing activity of the Club as defined in the duties set forth below:

- *Web site maintenance and content management
- *Information Systems/Networking

- *Publicity
- *Press Releases
- *Logo and image management
- *Merchandise marketing
- *Video Production development (player and Club)
- *Player and team profiles

(h) ***Coordinator of Tournaments and Special Events*** The Coordinator Tournaments and Special Events shall attend all meetings of the Board of Directors and responsible for all respective Club Soccer Tournaments and Special Event activities of the Club including, but not limited to, Meetings and agendas, Tournaments (Fall, Spring or Winter), Leagues and Camps, Opening Day, Pictures, Annual Awards, Tryout Flyers

Section 8.8 ***Qualifications of Officers and Directors/Coordinators*** A Officer, Director or Coordinator must be an individual who has not been convicted of a felony, all background checks will be reviewed by the Board of Directors on a case by case basis. No Officer, Director or Coordinator shall own an interest in an entity that contracts with the Club for soccer related expenses including but not limited to coaching, training, equipment and facilities unless approved by the board. (See Section 8.11 – Conflict of Interest)

Section 8.9 ***Resignation*** Any officer, director or coordinator shall resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Club. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.10 ***Removal of an Officer, Director, or Coordinator:*** At a special meeting called expressly for that purpose, any officer or director shall be removed from office, with or without cause, by affirmative vote of two-thirds of the Board of Directors. By way of example, and not in limitation of the foregoing, any Director absent without cause and prior notice to the Secretary from two (2) consecutive Board meetings, or being negligent in his or her duties to the Club, shall be subject to removal by the Board of Directors.

Section 8.11 ***Conflict of Interest:***

The purpose of the conflict of interest policy is to protect the 501c(3) tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.11.2 ***Definitions:***

8.11.2.1 ***Interested Person.*** Any Officer, Director or Coordinator, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is considered an Interested Person.

8.11.2.2 **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Clubs has a transaction or arrangement
 - b. A compensation arrangement with the PSU, RSA Elite or with any entity or individual with which the Clubs' have a transaction or arrangement
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PSU and/or RSA Elite are negotiating a transaction or arrangement.
- Compensation includes direct or indirect remuneration as well as gifts or favors that are not substantial. A financial interest is not necessarily a conflict of interest. Under Section 8.11.3.2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides or assigned committee members believe that a conflict of interest exists.

8.11.3 **Procedures**

8.11.3.1 **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

8.11.3.2 **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting or Committee Meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

8.11.3.3 **Procedures for Addressing the Conflict of Interest.**

- a) An interest person may make a presentation at the Board of Directors or Committee Meeting(s), but after the presentation, he/she shall leave the meeting during the discussion of, and subsequent vote upon, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board, at the request of the committee chairperson or other governing board members, shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board of Directors or Committee shall determine whether the PSU and/or RSA Elite can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the Board of Directors or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Club's or Clubs' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its

decision as to whether to enter into the transaction or arrangement.

8.11.3.4 *Violations of the Conflict on Interest Policy.*

- a) If the Board of Directors or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or Committee determines the member has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action(s).

8.11.4 *Records of Proceedings* The minutes of the governing board and all committees with board delegated powers shall contain:

8.11.4.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, *the* nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or Committees decision as to whether a conflict of interest in fact existed.

8.11.4.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.11.5 *Compensation*

8.11.5.1 A voting member of the governing board who receives compensation, directly or indirectly, from PSU or RSA Elite for services is precluded from voting on matters pertaining to that member's compensation.

8.11.5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PSU or RSA Elite for services is precluded from voting on matters pertaining to that member's compensation.

8.11.5.3 No voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PSU or RSA Elite, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.11.6 *Annual Statements* Each director, coordinator, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;

a) has read the Club by-laws and other governing/operating documents and agrees to comply.

ARTICLE 9 – MEETINGS

Section 9.1 *Monthly Meetings*

(a) The Club's Board of Directors shall meet on a monthly basis (minimum of 10 per year), time and place specified by the President.

(b) Club Secretary/Historian will notify all Board of Director members of any scheduled meetings and publish the time and place for the monthly Board meetings on the Club's internet website.

Section 9.2 *Special Meetings* Special meetings of the Board of Directors or Members shall be convened by request of the President, or three (3) or more of the elected officers, or thirty percent (30%) or more of the Clubs' membership. Seven days notice will be given to all Board of Directors prior to scheduling any special meeting of the Board of Directors. No less than ten (10) days or no more than fifty (50) days notice will be given to all Members before a Special Meeting of the Members. Special meetings shall be limited to two (2) hours.

Section 9.3 *Annual General Meeting*

(a) The Annual General Meeting of the members shall be held each year in the month of December or January on such date and time as shall be determined by the Board of Directors. The Annual General Meeting will be held to: (i) elect the officers of the Club; (ii) vote on any other business that is recommended for the general membership by the Board; (iii) vote on any bylaw changes.

(b) Notification of the meeting will be made to all Club members by publishing the date, time and place of the meeting on the Club's internet website at least thirty (30) days prior to the date of the event.

(c) A voting member must vote in person. Voting by proxy shall not be allowed.

Section 9.4 *Quorum*

(a) Board of Director Meetings. Quorum for all meetings of the Board shall consist of at least four (4) elected officers and two (2) others members of the Board.

(b) Member Meetings/Annual General Meeting. A quorum for the Annual General Meeting or special meetings of the members shall consist of at least the President or Vice-President of Administration or Treasurer, a majority of the Board and minimum of 10 voting members. Once a member is present or represented at a meeting, other than to object to holding the meeting or transacting business, the member is deemed to be present for purposes of a quorum for the remainder of the meeting.

Section 9.5 *Rules of Order* The Rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which it is applicable to the extent not inconsistent with these Bylaws and any Special Rules or Order the Board shall adopt and any statutes or laws applicable to this organization.

ARTICLE 10 -BYLAW AMENDMENTS

Section 10.1 ***Voting Requirement*** The Bylaws of the Club must be amended by 60% of existing elected board members and 60% vote of the membership present at the Annual General Meeting or Special Meeting specifically called for this purpose.

Section 10.2 ***Proposals*** Any proposal to amend the Bylaws of the Club must be made by any member of the Club. Any proposal or motion to amend the Bylaws must be made in writing to the V.P.-Administration no later than thirty (30) days before the Annual General Meeting (AGM) or Special Meeting or continuation thereof.

Section 10.3 ***Notice*** Any notice of the proposals or motions shall be distributed in writing to all members or posted on the Club internet website, at least thirty (30) days in advance of the Annual General Meeting or Special Meeting. The proposed amendments to the Bylaws shall be maintained at the Club offices or internet site for review by the members at least thirty (30) days in advance of the Annual General Meeting or Special Meeting.

Section 10.4 ***Effect*** The installation of and any subsequent amendment to these Bylaws shall become effective immediately following the vote of the membership.

Section 10.5 ***Distribution Amendments*** Amendment to the Bylaws shall be posted to the Club's website and be maintained at the Club offices for review by the members within five (5) days after their adoption.

Section 10.6 ***Conflicting Bylaws*** The bylaws, policies and requirements of affiliated leagues may take precedence over governing documents of the Clubs and their members to the extent applicable under Washington state law. The Clubs and their members will abide by those articles, bylaws, policies and requirements to ensure participation in such leagues by Club teams. The Bylaws shall be amended at the next Annual General Meeting to eliminate the cause for any conflict.

ARTICLE 11 -PROVISIONAL RULES

Section 11.1 ***Temporary Rules & Regulations*** By a sixty percent (60%) majority the Board of Directors shall have the authority to adopt or amend temporary rules and regulations which shall expire at the conclusion of the Annual General Meeting if not adopted by the membership to become a Standing Rule or Regulation. Any Temporary Rule or Regulation not adopted by the membership shall not be reinstated by the Board of Directors as a Temporary Rule or Regulation.

Section 11.2 ***Distribution of Temporary Rules & Regulations*** A copy of the Board-adopted Temporary Rule(s) or Regulation(s) shall be sent to any affiliated organization for their records and approval if required by that affiliated body.

Section 11.3 ***Adoption & Amendment*** Standing Rules and Regulations must be adopted by the voting members and shall be subject to amendment by the membership only in the fashion prescribed in Article 7.

ARTICLE 12 -RECORDS, REPORTS, & FINANCIAL MATTERS

Section 12.1 **Records & Reports** The Clubs shall maintain adequate and correct accounts, books, and records. All such records shall be kept at the Club's principal place of business. The Secretary shall be responsible for the maintenance of the administrative records. The Treasurer shall be responsible for the maintenance of the financial records and have the books available for inspection.

Section 12.2 **Revenues & Payment of Monies** Income and Revenues of the Club shall be deposited in such bank or financial institution as the Board shall designate. All expenditures for amounts in excess of \$1,000.00 must be approved by a majority of the **voting** Board of Directors. Ongoing field rental, referee bills, and regular expenditures are exempt from approval. All receipts and expenditures shall be presented upon request to the Board of Directors. Contract and indebtedness shall be executed by the Board in compliance with these Bylaws, and no one other than the Board of Directors can make binding financial commitments on the Clubs' behalf.

PSU and RSA Elite specifically disclaim financial responsibility for, and shall not assume nor is held liable for, the debts or the financial obligations, either expressed or implied, of any affiliated team or any of the coaches, managers, or any affiliated team officials.

Section 12.3 **Loans** No loans shall be contracted on behalf of the Clubs and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 12.4 **Audit** The Treasurers shall appoint an Audit Committee to conduct an internal review the books and records of the Club. Such Audit Committee will review the books and records of the prior year's activities within a reasonable time from the installation of the new Board following the AGM. In addition thereto, the Audit Committee shall establish rules and regulations and procedures as it deems necessary or proper for the checks and balances relating to the audit of the books and records of the Club.

Section 12.5 **Fiscal Year** The fiscal year of the Clubs shall begin January 1st and end on December 31st.

Section 12.6 **Annual Report** At the Annual General Meeting, the Treasurer shall have available for distribution to the membership present a written financial report of the Club.

Section 12.7 **Insurance** The Club shall provide, through Washington State Youth Soccer Association; US Club, and/or additional insurance coverage chosen by the Board.

ARTICLE 13 – OPERATING PROCEDURES

The Clubs will establish and maintain Standard Operating Procedures (SOP). All members, players, volunteers, contractors and vendors must follow and comply with SOPs.

ARTICLE 14 -RATIFICATION

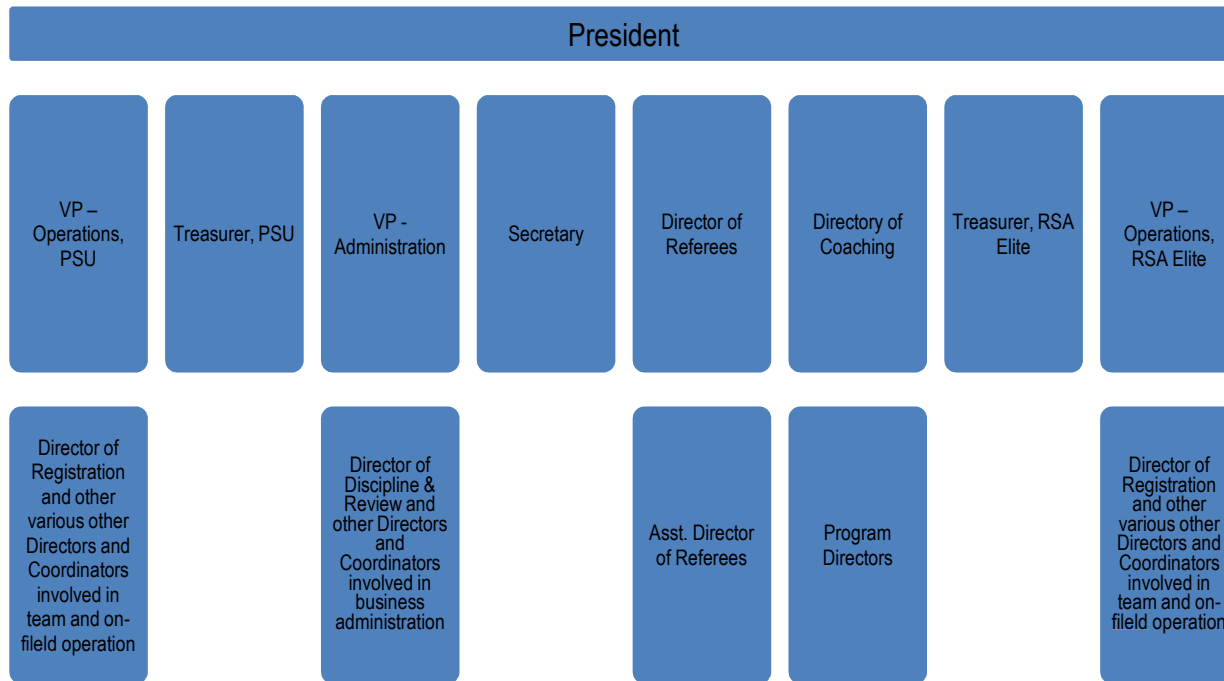
Any proposed changes to these Bylaws must be reviewed and approved by a majority of the Board of Directors before being presented to the membership. The Board shall notify the membership of such changes 30 days prior to a meeting held for the purpose of voting on the changes. The signature of three (3) members of the PSU Board of Directors shall signify the date of such meeting and the membership's successful vote on any change or amendments made to these bylaws.

ARTICLE 15 – DISSOLUTION

Upon dissolution or winding up of PSU and RSA Elite, after paying or making adequate provision for payment all of the liabilities, all remaining assets of PSU and RSA Elite shall be distributed by the Board of Directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable, educational, religious and/or scientific purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by the Superior Court of Pierce County, Washington, for the purposes set forth in Article III of the Club's Articles of Incorporation or to such organization or organizations as the Superior Court of Pierce County shall determine to be organized and operated for similar purposes.

In Witness whereof, the undersigned officers acknowledge that the membership, by a majority vote, have approved the foregoing bylaws and shall be in effect hereafter.

Dated this 28th day of March, 2013.



One RSA Elite Representative from each member recreational club will also have a vote on matters pertaining to RSA Elite with reciprocal representation from RSA Elite to the recreational club.

Director of Coaching is a non-voting Board Member.