

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**SPOKANE VALLEY JUNIOR SOCCER ASSOCIATION**

**ARTICLE 1. NAME**

This organization shall be known as the Spokane Valley Junior Soccer Association (SpVJSA), also referred to herein as the Association and the Corporation. SpVJSA shall be known as and operated as a 501(c)(3) nonprofit corporation in the State of Washington.

**ARTICLE 2. OFFICES**

The principal office of SpVJSA shall be located in Spokane County, Washington. The Association shall have and continuously maintain in the State of Washington a registered office and registered agent as required by the Washington Nonprofit Corporation Act (RCW 24.03). The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

**ARTICLE 3. PURPOSE**

The purpose of the Association is exclusively for general charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the fostering amateur sports competition; teaching the game of soccer; training coaches, coaching personnel, volunteers and referees; to encourage all individuals regardless of sex, race, color, creed, religion, ethnicity or national origin to participate in the programs, functions and activities of the Association; teaching sportsmanship and physical health through the game of soccer; to build youth character through the game of soccer; to encourage courtesy, proper conduct and respect for authority by players, coaches, officials and spectators; to promote a sense of fair play and the development of leadership; to develop, promote and govern the game of soccer among youth players; to establish uniform rules applicable to youth soccer competition; to do such and other things necessary and convenient to accomplish the primary purpose of teaching the game of soccer and youth character building.

## **ARTICLE 4. GEOGRAPHY OF OPERATIONS**

SpVJSA shall have as its geography of operations Spokane Valley and the area encompassed by the boundaries of Spokane County in Washington State.

## **ARTICLE 5. MEMBERSHIP**

### **5.1 General.**

5.1.1 The membership of the Association shall consist of players, teams and clubs who are paid members registered with SpVJSA. Teams and/or clubs must register and pay for each player on/in respective team or club. Membership fees must be paid annual, prior to membership. The membership of the association shall include: SpVJSA recreational players, SpVJSA recreational teams, and the parents, legal guardians, coaches and assistant coaches of all properly registered SpVJSA recreational players; and SpVJSA Affiliated Club players, SpVJSA Affiliated Club teams, and the parents, legal guardians, coaches and assistant coaches of all properly registered SpVJSA Affiliated Club players. An Affiliated Club of SpVJSA shall not operate, or participate in, or partner with a recreational soccer program that competes with SpVJSA's recreational soccer program(s).

5.1.2 All SpVJSA members, or individual authorized to exercise SpVJSA voting rights, shall agree to be bound by these Bylaws, procedures and the rules of SpVJSA, and shall be admitted to membership in accordance with the Bylaws of SpVJSA upon proper registration and/or application and admission, as these Bylaws provide. Furthermore, every SpVJSA member, or individual authorized to exercise SpVJSA voting rights, agrees to adhere to the bylaws and rules of the United States Soccer Federation, Inc. (USSF or US Soccer) and US Club Soccer.

5.1.3 SpVJSA and all SpVJSA Affiliated Clubs will not discriminate against any individual on the basis of race, color, creed, religion, age, sex, disability national origin, or the presence of any sensory, mental or physical disability.

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

5.1.5 Registration fees will be set by the Board.

5.1.6 "Soccerships" (waiver of registration fees) may be provided to those players who may not otherwise have the opportunity to play soccer due to financial reasons.

5.1.7 All players under the jurisdiction of SpVJSA must be insured through US Club Soccer before being allowed to participate in SpVJSA activities.

5.1.8 The Association shall provide or approve availability and distribution of uniforms for recreational play. These uniforms shall be worn for all Association competitions.

5.1.9 Registration fees will be set by the Board.

## 5.2 SpVJSA Voting Rights.

At any regular or special meeting of the membership or in any voting as to which the SpVJSA members have a right to vote in accordance with these Bylaws, including the election of Officers and Directors at the AGM, there shall be one vote per properly registered recreational player, recreational coach, recreational assistant coach, Affiliated Club player, Affiliated Club coach and Affiliated Club assistant coach, provided that only one head coach and one assistant coach per recreational team or Affiliated Club team shall have voting rights, and further provided that only a parent or legal guardian of the properly registered recreational player or Affiliated Club player may vote on behalf of a player under the age of eighteen (18). The right to cumulate votes in the election of Directors and Officers shall not exist.

## 5.3 Annual General Meeting.

The SpVJSA Annual General Meeting (“AGM”) shall be held once every calendar year, preferably in April of each year. All members of SpVJSA and their parents or legal guardians are invited to attend the AGM. There shall be no required quorum for the AGM, provided that the members, or those eligible to vote on behalf of members, are provided with notice of the date, time and location for the AGM at least thirty (30) days prior to the AGM. Notice shall be provided by providing the information on the Association website and by sending a written or electronic notice to each member or their parent or legal guardian.

## 5.4 Proxies.

At a meeting of the members, any member entitled to vote, or any parent or legal guardian entitled to vote, may vote by proxy executed in writing and filed with the Secretary of SpVJSA before or at the time of the meeting. Written authorization can be by email, facsimile, or written documentation identifying the specific meeting the proxy may be used at.

## 5.5 Jurisdiction.

SpVJSA shall have jurisdiction over its membership.

## 5.6 Litigation As Last Resort.

No SpVJSA member, or individual acting (or voting) on behalf of a member, may invoke the aid of the court of the United State or of a State without first exhausting all available remedies provided within SpVJSA, US Club Soccer or USSF.

## 5.7 Affiliated Club Application and Admission.

5.7.1 Clubs desiring to apply to become an Affiliated Club of SpVJSA must be comprised of not less than twenty-five (25) youth soccer teams, in at least three (3) age groups, whose majority of players are drawn from within the area of the SpVJSA geography of operations and shall follow the requirements set forth by SpVJSA in its application policies. A club making application to become an Affiliated Club of SpVJSA shall not operate, or participate in, or partner with a recreational soccer program that competes with SpVJSA’s recreational soccer program(s).

An Affiliated Club must register at least twenty-five (25) youth soccer teams, in at least three (3) age groups, with SpVJSA in order maintain their affiliation. SpVJSA does not allow for the registration of any competitive independent teams or any competitive teams that are not part of a SpVJSA Affiliated Club. Any competitive team wishing to be properly registered with SpVJSA must be part of a SpVJSA Affiliated Club. Any competitive club wishing to be properly registered with SpVJSA must apply to join the Association as an Affiliated Club.

5.7.2 A Club qualified to join the Association as an Affiliated Club may apply for membership by providing the Association with a copy of its proposed bylaws, along with a letter from an officer of the applicant addressed to the President of the Association stating:

- (a) The applicant's proposed "charter," being the type of program it intends to promote (recreational or competitive) and its targeted geographical area;
- (b) The identification of the applicant's proposed teams and those registered, or to be registered, to play for them;
- (c) The names and addresses of each of the applicant's officials;
- (d) The applicant's commitment to undertake the duties delegated to Affiliated Clubs under these Bylaws; and
- (e) The applicant's agreement to govern, administer and develop the game of soccer in its area of control consistent with these Bylaws and the rules of the Association.

5.7.3 Upon receiving a letter application, the President of the Association shall submit the application to the Board. The Board shall have sole discretion whether to approve the application, and approval of the application shall require an affirmative vote of at least two-thirds (2/3) of the Board.

## 5.8 Affiliated Club Continuation of Membership.

5.8.1 Any Affiliated Club paying dues or applicable fees and complying with all requirements of membership as set forth in the SpVJSA Bylaws is entitled to all rights of membership, except that no Affiliated Club in arrears to SpVJSA or suspended shall have these rights. An Affiliated Club of SpVJSA shall not operate, or participate in, or partner with a recreational soccer program that competes with SpVJSA's recreational soccer program(s).

5.8.2 Affiliated Clubs shall:

- (a) Provide annually to SpVJSA copies of the Affiliated Club's articles of incorporation, bylaws, evidence of continued 501(c)(3) or Washington State non-profit status and other governing documents, and
- (b) Submit changes to those documents to SpVJSA for review not later than thirty (30) days after adoption, and
- (c) Make copies of those documents available to its members.

## 5.9 Affiliated Club Discontinuation of Membership.

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

5.9.2 Affiliated Clubs failing or refusing to follow the SpVJSA Bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the Association, or seriously damaging the interest of the Association, face suspension or expulsion.

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

5.9.4 Suspension or expulsion shall require a two-thirds (2/3) vote of the SpVJSA Board.

## 5.10 Responsibilities of Affiliated Clubs.

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

## 5.11 Membership Conflict.

The articles of incorporation (if applicable), bylaws and governing documents of any Affiliated Club shall not conflict with those of SpVJSA.

## **ARTICLE 6. BOARD OF DIRECTORS**

### 6.1 General Powers.

All authority of the Association shall be vested in the Board of Directors ("Board") unless otherwise specified in these Bylaws. The affairs of the Association shall be managed by the Board which shall be comprised of nine (9) members ("Directors") of whom four (4) are the officers of the Association:

President, Vice President, Secretary/Coaches Representative and Treasurer, and

Five (5) are non-officer Directors of the Association:

Director of Recreation, Director of Development, Plantes Ferry Director, Director of Judiciary, Director of Marketing.

The number of Directors members 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. The Board, including both officers and non-officers, but excluding the Director of Marketing, will be elected by the SpVJSA membership at the AGM ("AGM") held on, or about, April 1st of each year. Only one member of a household may serve as a Board member

of the Association for any given term. Any Board member being absent without notification from three (3) consecutive meetings of the Board, being negligent in the duties assigned to him, or acting in such a manner unbecoming an officer of the Board, shall be subject to suspension or removal by two-thirds (2/3) majority vote of the Board. Any Board member removed from the board will not be allowed to hold or run for any other Board position for three (3) consecutive election cycles. An election cycle is considered two (2) years.

## 6.2 Term of Office.

The term of office for all elected Directors (non-officer directors and officer directors) shall be two (2) years. Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later. A Director may hold no more than three (3) consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one half of the positions come up for election each year.

## 6.3 Election Cycle.

The President, Director of Recreation, Secretary/Coaches Representative and Plantés Ferry Director shall be elected in odd-numbered years. The Vice President, Treasurer, Director of Development and Director of Judiciary shall be elected in even numbered years.

## 6.4 Non-Officer Directors.

6.4.1 Director of Recreation: The Director of Recreation shall: (a) oversee the use of the recreational fields, recreational scheduling and recreational competition; (b) be responsible for the dissemination of information about recreational programs and competitions to the appropriate teams and coaches; (c) shall install and maintain any necessary equipment and field with the assistance of volunteers and SpVJSA paid staff; (d) shall oversee the scheduling and rescheduling of all games within SpVJSA; (e) shall oversee the various age brackets and the coordination of game and practice fields and shall publish league schedules with the assistance of volunteers and SpVJSA paid staff; and (f) perform such other duties as from time to time may be assigned to him or her by the President or the Board.

6.4.2 Director of Development: The Director of Development shall: (a) plan, schedule and direct specific programs designed to educate, train and develop players and coaches; (b) shall be responsible for parent education; (c) shall keep a complete record of all activities, programs, results and guidelines relation to the education, training and development of players, coaches and parents, periodically providing these records to the SpVJSA Secretary to be kept on file in the office for future reference/use; and (d) perform such other duties as from time to time may be assigned to him or her by the President or the Board.

6.4.3 Plantés Ferry Director: The Plantés Ferry Director shall: (a) act for the SpVJSA Board for the long term success and cooperation of Plantés Ferry Park and the SpVJSA by overseeing all activities that are needed to make Plantés Ferry Park successful for youth soccer and community activities; (b) shall be a member of the Plantés Ferry Park Advisory Board (“Advisory Board”) that meets regularly to schedule events and activities for/at Plantés Ferry Park, attend meetings and participate with other Advisory Board members to make policies, guidelines, set fees and organized activities to govern the use of Plantés Ferry Park; and (c) perform such other duties as from time to time may be assigned to him or her by the President or the Board.

6.4.4 Director of Judiciary: The Director of Judiciary shall: (a) work with the Board to ensure that all SpVJSA members, including the parents and legal guardians of those members under the age of eighteen (18), coaches, assistant coaches and volunteers shall comply with the US Club Soccer Policies during their participation/membership in the Association; (b) develop, implement (with Board approval) and oversee uniform rules and guidelines (in addition to those required by US Club Soccer) to be followed by SpVJSA recreational players, SpVJSA recreational teams, their parents, legal guardians, coaches and assistant coaches of all properly registered SpVJSA recreational players, SpVJSA Affiliated Club players, SpVJSA Affiliated Club teams, and the parents, legal guardians, coaches and assistant coaches of all properly registered SpVJSA Affiliated Club players; (c) shall be responsible for prompt disposition of protest, letters of information, complaint, appeals, grievances, improper fund raising activities, improper player transfers or any other matter referred to him or her; (d) report back to the Board as to the results of either their findings, or a Judicial Committee's findings, relating to protests, grievances, complaints, appeals, etc.; and (e) perform such other duties as from time to time may be assigned to him or her by the President or the Board.

6.4.5 Appointment of Director of Marketing: As a first order of business at the AGM, the Board shall appoint an additional Director known as the Director of Marketing to serve for one (1) year or until the next AGM. The Director of Marketing shall: (a) be responsible for fundraising and sponsorship activities for the Association. Specific duties include developing and maintaining relationships with local businesses and other organizations for purposes of raising money for programs; (b) be a non-voting member of the Board and shall have the option to attend any Board meetings; and (c) perform such other duties as from time to time may be assigned to him or her by the President or the Board.

#### 6.5 Qualifications.

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws. Directors need not be members of SpVJSA.

#### 6.6 Election of Directors.

##### 6.6.1 Nominations.

(a) SpVJSA members and Directors may propose to the Board names of candidates for open positions on the Board. The proposal should include the nominee's name the office they are submitting their nomination for. The Board shall review the nomination proposals and may request additional information from the nominee(s). All nominees made by the membership, or any Director, shall meet any criteria prescribed by the Board and shall be submitted to the Board no later than thirty (30) days prior to the AGM. There shall be no nominations from the floor at the AGM.

##### 6.6.2 Elections

- (a) Elections of Directors shall be held at the AGM. SpVJSA members shall elect the Directors for the open positions each year.
- (b) Each individual entitled to voting rights pursuant to Article 5 and these bylaws shall receive a ballot with the names of the candidates and shall cast his or her vote.

- (c) The ballots shall be counted by the Directors. The nominee with the most votes for that position shall be considered elected. Following the ballot count, the ballots shall be available for inspection. Any objections to the official count or the result shall be immediately communicated to all parties.
- (d) If the Board determines that a specific skill set needed on the Board was not filled by the nominees elected, the Board, in the best interest of the organization, may select one of the unelected candidates who possess these requisite skills to serve on the Board. This placement shall create an additional At Large Board seat for a one year term.

6.7 Annual Board Meeting.

The annual meeting of the Board (“Annual Board Meeting”) shall be held immediately following the AGM each year for the purposes of transacting such business as may properly come before the Board. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

6.8 Regular Meetings.

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

6.9 Special Meetings.

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

6.10 Meetings by Telephone.

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

6.11 Place of Meetings.

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

6.12 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.



### 6.13 Waiver of Notice.

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

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

### 6.14 Quorum.

A majority of the number of Directors 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.

### 6.15 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.

### 6.16 Presumption of Assent.

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

### 6.17 Action by Board Without a Meeting.

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

### 6.18 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.

6.19 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 (2/3) of the votes cast by Directors then in office.

6.20 Vacancies.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. In the event that a Director position is vacant the Board shall collectively determine which current Director will assist with and/or perform the function of that vacant position until a replacement Director is appointed by the Board.

6.21 Compensation.

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

6.22 Conflict of Interest.

The Board shall adopt a 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.

6.23 Code of Ethics.

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

6.24 Risk Management.

SpVJSA is committed to a safe environment for its members and participants, and to preventing abusive conduct in any form. SpVJSA and its members, Officers and Directors shall comply with the US Club Soccer Risk Management Policy (dated June 1, 2008) attached as Exhibit A to the US Club Soccer Policies dated November 5, 2012. All coaches, assistant coaches and volunteers shall comply with the Risk Management Policy prior to and during their participation in SpVJSA activities. Furthermore, in the event of any alleged physical abuse, sexual abuse or criminal behavior, the Board may temporarily suspend a member, coach, assistant coach or volunteer from active participation in any program, team, event, etc... until such time that the Board has reviewed the allegations to determine what, if any, action is required. Furthermore, the Board shall report any and all allegations of alleged physical abuse, sexual abuse or criminal behavior to the appropriate law enforcement agency.

6.25 Player Rules

All SpVJSA members, including the parents and legal guardians of those members under the age of eighteen (18), coaches, assistant coaches and volunteers shall comply with the US Club Soccer Player Rules (dated October 15, 2008), attached as Exhibit B to the US Club Soccer Policies dated November 5, 2012, during their participation/membership in the Association.

6.26 Discipline.

The SpVJSA Board or Director of Judiciary or a disciplinary committee appointed by the Board or Director of Judiciary shall have the authority to suspend a member, or declare ineligible a player,

coach or volunteer for violations of the Bylaws or SpVJSA rules and guidelines to be followed by SpVJSA recreational players, SpVJSA recreational teams, their parents, legal guardians, coaches and assistant coaches of all properly registered SpVJSA recreational players, SpVJSA Affiliated Club players, SpVJSA Affiliated Club teams, and the parents, legal guardians, coaches and assistant coaches of all properly registered SpVJSA Affiliated Club players. SpVJSA and its members, Officers and Directors shall comply with the US Club Soccer Disciplinary Procedures (dated June 20, 2011) attached as Exhibit C to the US Club Soccer Policies dated November 5, 2012. All members, including the parents and legal guardians of those members under the age of eighteen (18), coaches, assistant coaches and volunteers shall comply with the US Club Soccer Disciplinary Procedures during their participation/membership in the Association.

## **ARTICLE 7. OFFICERS**

### **7.1 Number and Qualifications.**

The officers of the Association (“Officers”) shall be a President, a Vice President, a Secretary/Coaches Representative and a Treasurer, each of whom shall be elected by the SpVJSA members in accordance with Article 6. The Officers, by virtue of being elected by the SpVJSA membership, shall also serve as Directors of the Association along with the non-officer Directors.

### **7.2 Election and Term of Office.**

The Officers of the corporation shall be elected each year as needed 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 for a two year period and until the next annual meeting of the Board or until his or her successor is elected, whichever comes later.

### **7.3 Resignation.**

Any Officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **7.4 Removal.**

Any Officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **7.5 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.

### **7.6 President.**

The President shall, subject to the Board’s control: (a) supervise and control all of the assets, business and affairs of the corporation; (b) preside over meetings of the Board; (c) sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof

have been expressly delegated by the Board or by these Bylaws to some other officer or in some other manner; (d) serve as a member of the Plantes Ferry Park Advisory Board (“Advisory Board”) that meets regularly to schedule events and activities for/at Plantes Ferry Park, attend meetings and participate with other Advisory Board members to make policies, guidelines, set fees and organized activities to govern the use of Plantes Ferry Park; and (e) perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### 7.7 Vice 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: (a) oversee the review and approval of all sponsorship requests for members of SpVJSA; and (b) perform such other duties as from time to time may be assigned to them by the President or the Board. Furthermore, in the event of the death of the President or his or her inability to act, 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.

#### 7.8 Secretary/Coaches Representative.

The Secretary/Coaches Representative shall: (a) keep the minutes of the meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address, telephone number and e-mail address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; (f) tally all votes at the AGM; shall be responsible to oversee the selection process and approval of recreational coaches; (g) shall seek coaches and/or assistant coaches; and (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### 7.9 Treasurer.

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; (c) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all of the duties incident to the office of Treasurer; (d) prepare and present financial reports at the monthly Board meeting and a yearly report at the AGM; (e) maintain and enforce adequate accounting procedures to safeguard the assets of SpVJSA; (f) work with the Associations accountant(s) to prepare and maintain the Associations tax-exempt status report and income tax filing; and (g) such other duties as from time to time may be assigned to him or her by the President or the Board.

## 7.10 SpVJSA Paid Staff

7.10.1 The Director of Operations, Registrar and Plantes Ferry Maintenance positions and any other SpVJSA paid staff of SpVJSA are employees of SpVJSA. The Board, collectively, shall approve of the hiring of any SpVJSA employees and the Board shall set general guidelines on the responsibilities and operations of these positions within SpVJSA. Although any Board Member may request the service of the SpVJSA paid staff, the President is the direct supervisor and will prioritize all paid staff responsibilities. The Board, through volunteers or through paid staff, will: (a) ensure that SpVJSA maintains a membership database, official team rosters, and all information required by US Club Soccer; (b) implement procedures for the registration of Association members in accordance with SpVJSA bylaws and guidelines and US Club Soccer; (c) maintain mailing lists of members, coaches and Board members; and (d) provide a membership summary annually for the AGM to be presented by the President or Board.

## **ARTICLE 8. COMMITTEES**

### 8.1 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall be chaired by a Director. Such committees may have other members that are not Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation as delegated by the Board, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all 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 the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

### 8.2 Authority To Suspend Committee Or Remove Members

The Board, by resolution adopted by a majority of the Directors, may suspend any standing or temporary committee previously created, or otherwise remove from office any member of any committee elected or appointed by it.

## **ARTICLE 9. ADMINISTRATIVE PROVISIONS**

### 9.1 Books and Records.

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board;

records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

9.2 Fiscal Year.

The fiscal year of the Association shall begin on July 1st and end on June 30th of the following year.

9.3 Seasonal Year.

The Seasonal Year of this Association shall begin on September 1st and end on August 31st of the following year.

9.4 Rules of Procedure.

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

**ARTICLE 10. INDEMNIFICATION**

10.1 Directors and Officers.

The Corporation shall indemnify its Directors and officers to the fullest extent permitted by the Washington Nonprofit Corporation Act (RCW 24.03) and the Washington Business Corporation Act. (RCW 23B).

10.2 Employees and Other Agents

The Corporation shall have power to indemnify its employees and other agents as set forth in the Washington Nonprofit Corporation Act or Washington Business Corporation Act.

10.3 Insurance.

To the fullest extent permitted by the Washington Nonprofit Corporation Act or Washington Business Corporation Act, the Corporation, upon approval by the Board of Directors, may purchase and maintain insurance on behalf of the Board or an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under the Washington Nonprofit Corporation Act or Washington Business Corporation Act.

**ARTICLE 11. USE OF THE PREMISES PER AGREEMENT WITH SPOKANE COUNTY**

SpVJSA shall comply with any and all provisions of the current agreement between Spokane County and SpVJSA regarding the operation and use of soccer facilities at Plantes Ferry Sports Stadium (a/k/a Plantes Ferry, Plantes Ferry Sports Complex, Plantes Ferry Park, the “Premises”). As provided in the current agreement between SpVJSA and Spokane County (the “Agreement”), so long as the Association is in compliance with the Agreement, it shall be entitled to peacefully and quietly hold, occupy, and enjoy the Premises during the term of the Agreement without hindrance from the County or by any person lawfully claiming through or under the County.

SpVJSA shall ensure that the soccer fields shall be used primarily for soccer play including games, practices, clinics, and tournaments. The Association shall work with its members through an open, public process, to develop a formal scheduling policy for use of the Premises, taking generally into account, the following priorities: The Association shall extend the greatest priority for youth soccer services for boys and girls within the Association, followed by field time for other youth soccer affiliate organizations, followed by County Recreation Program use, followed by community events and sporting activities as may be compatible with the facility, all the while, taking field maintenance, field wear & tear, and cost recovery, thereof into account.

The Association’s open, public process for development of the facility scheduling policy shall be subject to prior review and approval of the Spokane County Parks Director.

Said scheduling policy shall be reviewed at least annually by the Association, via an open, public process, and may or may not be adjusted as necessary by the Association, taking into account the needs of the facility users and the facility itself.

**ARTICLE 12. 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 in office. Any changes to the Bylaws, whether proposed or already effected, shall be published to the members of the Association as soon as practical.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date