

**BYLAWS
OF
ONALASKA YOUTH SOCCER CLUB**

ARTICLE 1. AFFILIATION

Onalaska Youth Soccer Club (hereinafter OYSC) shall be affiliated with, and shall operate under the authority of, the Lewis County Youth Soccer Association (hereinafter LCYSA) as a Member Club as defined and set forth in the LCYSA Bylaws. As a Member Club of LCYSA, OYSC shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Clubs.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

2.1 Geography of Operations.

OYSC shall have as its geography of operations Onalaska and the surrounding area, within Lewis County, respecting the area of operation of its neighboring clubs.

2.2 Offices.

The principal office of OYSC 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 State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 3. MEMBERSHIP

3.1 General. The membership of OYSC (hereinafter "Members") shall consist of the following:

- (a) Current players, parents and/or legal guardians of former or current players – the parent and/or legal guardian of a player who signs the parental authorization/registration forms shall be the voting member for that player,
- (b) Members of the Board of Directors

3.2 Member Rights.

3.2.1 Each Member shall have one vote in any matter for which Members may vote, except that a parent or guardian shall have one vote for each player currently enrolled in the Club, but no additional vote if that parent also qualifies as a Member by virtue of being on the Board of Directors.

3.2.2 A Member must be in good standing, as defined by these bylaws and the OYSC Policies and Procedures, in order to enjoy the rights, privileges and responsibilities of membership in OYSC. A Member who is not in good standing may not vote. No Member in arrears to OYSC or suspended shall have these rights.

3.3 Jurisdiction.

OYSC shall have jurisdiction over its Members.

3.4 Admission as a Member.

Individuals desiring to apply to become Members of OYSC shall follow the requirements set forth by OYSC in its application policies.

3.5 Discontinuation of Membership.

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

3.5.2. Members failing or refusing to follow the OYSC bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the OYSC, or seriously damaging the interest of the OYSC, 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 OYSC Board of Directors.

3.6. OYSC and its Members will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

3.7. No Members of OYSC shall engage themselves in an OYSC 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.

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 second quarter of each year. Notification and agenda of this meeting shall be mailed to Members 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 five percent (5%) of the Members.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers.

All authority of OYSC 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.

4.2 Number.

The Board shall consist of not less than 4 and not more than 11 Directors, the specific number to be set by resolution of the Board. 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.

4.3 Qualifications.

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

4.4 Election of Directors.

4.4.1 Nominations by the Board.

4.4.1.1 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 sixty days prior to the AGM. Nominees must submit a written statement of qualifications and contact information to the Board 45 days prior to the AGM.

4.4.1.2 The Nominating Committee shall publish the list of candidates for election at least 30 days before the AGM.

4.4.2 Nominations by the Membership

4.4.2.1 Members may propose 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, written statement of qualifications and contact information. The nomination proposal shall be submitted no later than 30 days prior to the AGM.

4.4.2.2 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 20 days before the AGM.

4.4.3 Elections

4.4.3.1 Elections of Directors shall be held at the AGM.

4.4.3.2 Each Member shall receive a ballot with the names of the candidates. Each Member may cast no more than one vote for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available.

4.4.3.3 If the Board of Directors 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 Board seat for a one year term.

4.5 Term of 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. A Director may hold no more than two consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one third of the positions come up for election each year.

4.6 Annual Meeting.

The annual meeting of the Board shall be held immediately following the AGM each year for the purposes of electing officers and transacting such business 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 thereafter as may be convenient.

4.7 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.

4.8 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 or without the State of Washington as the place for holding any special Board or committee meeting called by them.

4.9 Meetings by Telephone.

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment 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.

4.10 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.

4.11 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten 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.

4.12 Waiver of Notice.

4.12.1 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.

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

4.13 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.

4.14 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.

4.15 Presumption of Assent.

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

4.16 Action by Board Without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original

and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.17 Resignation.

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

4.18 Removal.

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

4.19 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.

4.20 Compensation.

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

4.21 Conflict of Interest.

The Board of Directors shall adopt the Washington Youth Soccer Conflict of Interest Policy that comports with applicable state and federal requirements. Each Director shall, on an annual basis, sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that Director may have.

4.22 Code of Ethics.

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

ARTICLE 5. OFFICERS

5.1 Number and Qualifications.

The officers of the corporation shall be a President, a 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. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 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.

5.3 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.

5.4 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.

5.5 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.

5.6 President.

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the corporation. The President shall 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 officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

5.7 Vice President.

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. 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 as from time to time may be assigned to them by the President or the Board.

5.8 Secretary.

The Secretary shall: (a) keep the minutes of the meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address 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; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.9 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 have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 6. COMMITTEES

6.1 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.

6.2 Standing Committees.

6.2.1 The Board shall establish the following governance committees as standing committees as needed:

- (a) Finance Committee
- (b) Nominating Committee
- (c) Audit Committee
- (d) Strategic Planning Committee
- (e) Fundraising Committee

6.2.2 The Board shall establish the following operating committees as standing committees as needed:

(a) Oversight Committee. The Board shall establish a committee to oversee and manage the game of soccer and related activities. The Oversight Committee has the authority to establish its own standing committees as set forth in the operating procedures.

6.3 Quorum; Manner of Acting.

A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

6.4 Resignation.

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any 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.

6.5 Removal of Committee Member.

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 7. ADMINISTRATIVE PROVISIONS

7.1 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.

7.2 Fiscal Year.

The fiscal year of the OYSC shall begin at 12:00 a.m. on September 1, and end at 11:59 p.m. on August 31, of the following year.

7.3 Annual Review or Audit.

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

7.4 Rules of Procedure

Onalaska Youth Soccer Club is an informal organization, and the management of its affairs shall be kept that way whenever possible. Robert's Rules of Order, revised, shall be the parliamentary authority of the corporation if needed, but shall be used only as a guide to assist the club in the conduct of its affairs, and only as a reference where the Board may need help to resolve any unspecified procedural disagreement that might arise. These Bylaws, and Robert's Rules, shall

not be used in such a manner as to complicate or obstruct the informal conduct of the affairs of the club.

7.5 Insurance.

OYSC shall provide Directors and Officers Liability Insurance covering Directors, Officers, and Committee Chairs for performing acts and responsibilities directly related to OYSC.

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

The foregoing Bylaws were amended by the Board of Directors on January 9, 2012.

Amendments emailed for approval on January 28, 2012

The foregoing Bylaws were adopted by the Board of Directors on April 9, 2012.

