

## **Bylaws of Whatcom County Adult Soccer Association**

### Article I – Name

The name of the corporation shall be Whatcom County Adult Soccer Association (referred hereinafter as WCASA). The principal office of WCASA shall be located at P.O. Box 29716, Bellingham, WA 98228, or such other location within the state of Washington as the Board of Directors shall designate by resolution.

### Article II – Purpose and Nonprofit Status

- a. The purpose of the WCASA is to promote, foster and develop the game of soccer for adult recreation; and govern all aspects of soccer play be registered teams and players, including (1) rules of play, (2) registration rules, (3) game and referee schedules, (4) player and team discipline, and (5) managing competition through match scheduling and team placement.
- b. The WCASA shall be nonprofit in its operation and organized for charitable and educational purposes under Section 501 (c) (7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), WCASA will not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under the nonprofit Code establishing WCASA..
- c. The WCASA shall have such powers as are generally exercised by non-profit corporations and as are allowed under State of Washington laws regulating such corporations (RCW 24.03). No substantial part of the WCASA activities shall be the carrying on of propaganda, or to otherwise attempt to influence legislation. WCASA shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

### Article III – Membership/Voting

- a. Membership: Membership shall be open to any participant in activities of WCASA as follows:
  - (1) Individual players through their affiliation on a fee-paying team within the previous twelve months
  - (2) WCASA Board of DirectorsThe WCASA Board may adopt additional procedures for maintaining and verifying membership not inconsistent with the Articles or Bylaws, and from time to time assess membership dues.
- b. Voting
  - (1) Electors shall be the persons entitled to vote for officers. All current officers and directors shall be electors. Each team, which paid its fees in the prior year, may name one elector.

### Article IV- Bylaws and Authorities

The WCASA is governed by these Bylaws, the Rules of the Game, and WCASA procedures and policies.

The governing authority of the WCASA shall be its Board of Directors, whose responsibilities are described in these Bylaws. The business and affairs of the association shall be managed by its Board of Directors, which may exercise all powers of the corporation and perform all lawful acts and things which are not by law, the Articles of Incorporation, or these Bylaws prohibited to the corporation.

The Board of Directors shall have the power to make, alter and repeal these bylaws, and to adopt new bylaws, by an affirmative vote of fifty-five percent of the entire Board, provided that notice of the proposal to make, alter or repeal these by-laws, or to adopt new bylaws was included in the notice of the meeting of the Board at which such action takes place.

## Article V – Selection of the Board of Directors

- a. Board of Directors: The minimum number of WCASA Board of Directors shall be 3 as identified in the Articles of Incorporation. The number of Directors may be changed by a majority vote of Board of Directors but the number shall never be decreased below the minimum number authorized by the Articles of Incorporation. The tenure of office of a Director shall not be affected by any decrease or increase in the number of Board members.
- b. Elected Officers: The elected Board Officers shall consist of the President, Vice President, Treasurer, and Secretary. The Officers shall be elected by majority vote of the electors at the annual meeting. Officers shall serve two year terms. The President and Secretary shall be elected in odd years. The Vice-president and the Treasurer shall be elected in even years.
- c. Appointed Directors: The Appointed directors shall serve one-year terms: Administrator, Judicial, At Large, , Washington State Adult Soccer Association Representative and Whatcom Sports Commission Representative. Additional appointments may be added as required by majority vote.
- d. Vacancies: A vacancy occurring in the Board of Directors prior to term completion shall be filled by a majority vote of the remaining members of the Board, although such majority may be less than a quorum. A Director elected by the Board of Directors to fill the unexpired term shall hold office until the expiration of that term.
- e. Removal; Resignation: A Director shall be removed exclusively by the procedures provided in this section. Before any director may be removed written charges specifying the alleged cause deemed detrimental to the best interests of the WCASA shall be filed with the Secretary (or, if the removal of that Director is sought, with the President of the Board), and a copy thereof shall be served on the Director charged. He or she shall be given the opportunity, at a meeting of the Board called for that purpose, to be heard on the subject of the charges. The question of removal shall be called first for vote by the Board. The affirmative vote of two-thirds of the members of the Board present shall be necessary to affect such removal. If the motion fails, the question of removal shall be immediately placed before the Electors. The affirmative vote of two-thirds of all the Electors shall be necessary to affect a removal from office. The Board may, from time to time, promulgate a list of acts or omissions, which shall constitute cause for removal. Such a list shall not be deemed exclusive or exhaustive of all causes.

Any director may resign at any time giving written notice to the Board or the Chairperson. Unless otherwise specified in such notice, the resignation shall be effective upon delivery to the Board or the designated officer.

## Article VI – Meetings

- a. Place of Meetings: The Board of Directors shall hold their meetings, annual, regular or special, within Whatcom County, unless the Board shall have by resolution designated some other location.
- b. Annual Meeting: The WCASA Annual Meeting shall be held on the first Tuesday in February of each year and shall commence at 6:30 p.m. unless the Board shall, by appropriate action, change the time and date. The Electors (Article IV) shall elect Officers of the Board of Directors at the annual meeting and consider such other business as may be placed before them, including presentation of the annual WCASA budget. The quorum for the annual meetings shall be a quorum of the Board of Directors eligible to vote. Voting by proxy shall not be allowed.
- c. Regular Meetings: Regular meetings of the Board of Directors shall be held on the first Wednesday of each month or at a mutually agreed date and time.
- d. Special Meetings: Special meetings of the Board may be called by the President, or by two or more Directors, on 24 hours notice to each of the Directors, if such notice is delivered personally or by telephone..
- e. Quorum: At all meeting of the Board of Directors a majority of the number of Directors then in office, shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum present shall be an act of the Board, except as may be specifically provided by law or the Articles of Incorporation. Voting by proxy shall not be allowed. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting until a quorum shall be present.

- f. Action by Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent or email acknowledgement to such action is signed or received by all members of the Board, and such written consent is filed with the minutes of the proceedings of the Board.
- g. Meetings by Telephone or Teleconferencing: The Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other speak at the same time. Participation by such means shall constitute presence at such meeting.
- h. Order of Business: All business of the corporation shall be conducted in accordance with the latest available edition of Robert's Rules of Order.
- i. Regulations: The Board may by majority vote establish procedures, regulations and rules of play as needed from time to time.

#### Article VII - Duties of Directors

The duties of the Board of Directors include:

- Reviewing and approving annual budget
- WCASA financial oversight
- Develop and amend WCASA rules and procedures
- Set legal and financial policy
- Establish near-term and long-term direction
- WCASA operational oversight
- Define and develop clear vision and mission statement
- Revise bylaws as required
- Contract administrative services
- Ensure that there are licensed backup referee assigners, and contract for those services
- Work with administrator to place teams in correct divisions
- Support Administrator as requested

In addition to their regular duties as directors, the following duties shall be performed by the directors holding the following offices:

a. President. The duties of the President include:

- preside at meetings of the Board;
- serve as official representative of the Board;
- work with the Treasurer to develop yearly budget
- sign correspondence of the Board;
- present an annual report to the Board,
- make other reports as the Board shall direct.

b. Secretary. The duties of the Secretary include:

- keeping accurate and complete minutes and records of the Board;
- serve as a signatory on WCASA accounts;
- certifying records and actions as the need arises.

c. Treasurer. The duties of the Treasurer include:

- developing the annual budget in collaboration with the Board President,
- serve as a signatory on WCASA accounts,
- review reconciliation reports for WCASA accounts;
- full and accurate maintenance of the financial records of the corporation; and
- preparation and presentation of the annual budget of WCASA.

- d. Vice-President. The duties of the Vice-President include:
- support the President
  - act in the absence of the President.
- e. Administrator. The Administrator shall be responsible for:
- Serving as the public face for WCASA
  - Communications including but not limited to informing players of Board decisions and WCASA policies, relaying information/complaints/suggestions from players to the Board, and facilitating communications between WCASA and other associations (e.g., WSASA, soccer venue schedulers, etc.)
  - Preparations related to WCASA meetings
  - Maintain WCASA player database
  - Coordinate and manage administration of and scheduling for teams throughout the soccer season.
  - Maintain WCASA website including game day weather information
  - Coordinate with Judicial Representative on suspension issues
  - Solicit assistance from WCASA Board members as needed for various tasks.
- f. Judicial. The Judicial Representative shall be responsible for:
- Evaluating red and yellow cards issued
  - Decides player punishment within WCASA guidelines for penalties
  - Acts as the public face to players/referees as regards punishment
- g. Whatcom Sports Commission (WSC) and Washington State Adult Soccer Association (WSASA) Representatives. The WSC and WSASA Representatives shall be responsible for:
- Attending WSC and WSASA meetings
  - Representing WCASA needs to the WSC and WSASA
  - Report back to WCASA
- h. Under 30 Representative. The Under 30 Representative shall be responsible for:
- Developing new leagues and divisions for younger players
- i. At Large Representatives. The At Large Members shall be:
- active players that represent the interest of the players and teams
  - attend meetings and provide feedback
  - available for special projects
  - provide backup to Judicial Representative as needed
  - provide backup to the Administrator as requested

#### Article VIII - Committees

The Board may form such committees, either standing or ad hoc, as it shall deem necessary or desirable.

#### Article IX – Player and Team Discipline

The Board shall establish rules and procedures for the discipline of players and teams.

- (1) Player discipline may include time-out, game expulsion, game suspension, division, league and/or season suspension, and/or permanent suspension from play in WCASA games. A schedule of fines may be imposed as a condition of further participation. A fee may be required as a condition of the right to appeal.

- (2) Team discipline may include victory forfeitures, game suspensions, season suspensions, and/or permanent expulsion from play in WCASA organized games. A schedule of fines may be imposed as a condition of further participation.
- (3) The Board shall have authority to determine the appropriate league and/or division for assignment of each team.

#### Article X - Notices

- a. Delivery of Notices: Whenever, under the provisions of law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any director or member such notice may be given in writing, by mail, addressed to such director or member at his or her post office address as it appears on the records of the WCASA. Such notice shall be deemed to be given at the time it is deposited in the United States mail, postage prepaid. Notice may also be given personally, or by telephone or email.
- b. Waiver: Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any member who attends a meeting without protesting at the commencement of such meeting the lack of notice thereof to him or her, shall be conclusively deemed to have waived notice of such meeting.

#### Article XI - Corporate Finances

- a. Deposit of Funds: All funds of WCASA not otherwise employed shall be deposited in such banks or trust companies as the Board shall determine.
- b. Checks: All checks, drafts, notes and evidences of indebtedness of WCASA shall be signed by the Treasurer, or in his or her absence, by the Secretary. The President and the V.P. shall be responsible for controlling the Savings a/c and transfers from the Savings a/c to the Checking a/c will be performed by the President or V.P. Individual expenditures of up to one-hundred dollars (\$100.00) are authorized without prior approval of the Board, subject to audit and review by the Board.

#### Article XII - Compensation, Contracts, and Employees

- a. Compensation- Any director or officer or employee of WCASA is authorized to receive reasonable compensation from WCASA for services rendered when authorized by the Board. No director of the corporation may receive compensation merely for acting as a member of the Board; provided however, that directors may be reimbursed for their actual expenses incurred while serving the corporation or carrying out their duties.
- b. Contracts with Directors and Officers. No director or officer of the corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is so authorized. The interested director shall not vote on any such contract, nor should directors with a direct relationship to the interested director, but his or her presence shall be counted for purposes of determining the existence of a quorum.
- c. The Board may appoint or authorize the employment of such employees as it shall deem appropriate.

#### Article XIII - Fiscal Year

The fiscal year of the corporation shall be from January 1 of each year to December 31 of the same year.