

Bylaws of Three River Soccer Club

Article 1. The Club

1.1 Name

The name of the organization is Three Rivers Soccer Club (the “Club”) or, imply, 3RSC”). The Club is organized as a not for profit corporations (501 (c) 3) under the law of the State of Washington.

1.2 Affiliation

The Club is a member of Washington Youths Soccer and US Club Soccer and, by extension, the United States Soccer Federation (the “Federation” and its affiliated entity, the United States Youth Soccer Association (USYSA”0. To the extent allowed under applicable Washington State laws, the articles of incorporation, bylaws, policies, and requirements of the Federation, USYSA, Washington Youths Soccer and US Club Soccer shall prevail of any contrary provision in these bylaws or any other Club rule, regulation or policy.

The Club, with a 2/3 vote of its Operation Board, may form partnerships with other US Club Soccer affiliated or USYSA affiliated soccer clubs to enhance the services the Club provides. In any partnership the Club will retain control through its bylaws and “Operating Board”. As described in Article 4 section 4.2

1.3 Purpose

The purpose of the Club is to promote the game of soccer and to provide opportunities for youth under the age of 19 who register with the Club to play affiliated soccer at a level commensurate with their ability and interest. We will emphasize sportsmanship, skill, teamwork, fitness and achievement through the play of the game of soccer. The Club shall also provide educational opportunities to further develop players, coaches, referees, and directors.

1.4 Function

The Club shall pursue its purpose by functioning as a coordinating and governing body. Toward this end, the Club shall be responsible for:

- Registration of eligible players with a sanctioned body for youth soccer
- Securing, preparing, and maintain fields for programs, practices and games.
- Collecting fees in line with the Clubs overall operating costs and registration

- Maintaining and providing equipment necessary to support the teaching and playing of the game of soccer and ensure the safety of the players
- Establishing uniform guidelines and operating procedures for successful team formation and playing of soccer within the jurisdiction of the Club
- Establishing organized club level league play for players in all leagues supported by the Club
- Providing and organizing coach, player and director training
- Keeping all members and general public informed of the Clubs programs and activities
- Fundraising activities and charitable gifting for the purpose of the Clubs purpose as defined by the Board of Directors

Article 2. Members

2.1. General Members

2.1.1. Composition

The membership of 3RSC shall consist of all registered plays in good standing For whom all fees have been paid and are in good standing, parents or legal guardians, team coaches and assistant coaches and all Executive officers and Board of Directors.

2.1.2. Right to Information

General Members shall have the right to inspect the corporate and financial records of the Club in the manner generally afforded members and the public of a not for profit corporation under Washington State Law.

2.1.2 . Voting through Designated Member Teams

General Members communicate their intensions in the Club through their participation in Member Teams, which will vote on topics through the process described in 2.2.

2.2. Member Teams and Coaches

2.2.1 Qualifications

Teams shall be organized and administered directly 3RSSC under the Direction of the Technical Director/Director of Coaching.

2.2.2 Removal

A member Team and/or coach may be removed from membership in the club with or without cause at any time proved: 1) a vote of two-thirds majority of the 3RSC Board of

Directors. Upon removal of a Member Team coach, a temporary coach will be chosen by the Operating Board of Directors.

2.2.3. Voting Rights of Member Teams and Coaches and Board of Directors

- Two votes will be given to each Member Team: One from the Coach and one from the team representative (i.e. Team Manager)
- The persons representing each team with two votes (each of whom is a “delegate of the Member Team must be the following:
 - 1) The registered head coach of the team/ or the Assistant Coach
 - 2) The registered Team Manager of the team
 - 3) In the event the Team does not have a registered Team Manager the registered head coach will assign this vote to a team member parent to represent the entire team.
- Proxy Votes – Authorized voting members can assign their vote to another voting member. No voting member can hold more than two proxy votes. Written authorization of proxy vote must be made and presented at the time of the meeting in which the proxy is to be used. Written authorization can be by email, facsimile, or written document identifying the specific meeting the proxy may be used for

2.3. Member Meetings

2.3.1. Annual General Meeting

3RSC shall hold an Annual General Meeting (the “AGM”) in April each year for the purpose of conducting the following business:

- Club President Report
- Club Treasures Report
- Technical Director/Director of Coaching Report
- Election of Operating Board of Directors
- Open Discussion Q&A
- If the AGM is not held in the month of April, the Board of Directors shall call the meeting to be held as soon thereafter as possible

2.3.2 Meeting Chair

The President of 3RSC shall serve as the Chair of all general and special meetings, and shall not have a vote except in the case of a tie. The President will then place their vote to break the tie.

2.3.3 Special Meetings

The President of 3RSC can call a special meeting for the membership and/or 3rsc Board of Directors no less than 3 days and no more than 30 day's notice. The meeting notice shall specify the subject, date, time and location of the meeting.

2.4.4. Notice of Member Meetings

Notice of the AGM meeting, special meetings shall be given by:

- Written notice either by e-mail or USPS to each voting member of 3RSC
- All such meeting shall also be posted on the 3RSC web site.
- All notices will specify the date, time and location of the meeting.

2.4.5 Quorum

A quorum for any AGM or special general meeting of the general membership shall consist of not less than twenty-five percent (25%) of the voting members and Board of Directors

The voting members are defined in 2.2.1-2.2.4.

The act of the majority of voting members present at a meeting at which there is a quorum shall be the act of the members. If a quorum is not present the 3RSC Board of Directors will vote at a later date with a quorum present.

Article 3 The Board of Directors/Operating Board

3.1. Duties and Powers

All authority of 3RSC shall be vested in the Board of Directors'. The affairs of the corporation shall be managed by the Board of Directors

3.2 Composition

The members of the Board of Directors shall consist of each of the members of the Executive Committee, Director of Marketing/Communication, Director of Scheduling, Director of Strategic Planning and up to 4 General Board Members for a total of 11 Voting Board Members. No paid staff member shall be on the Board of Directors or be a voting member.

No member of the 3RSC Board of Directors may serve simultaneously as either an Officer or Member of the Operating Board of any other soccer related board of directors as determined by the 3RSC Board of Directors.

3.3 Job Responsibilities

In addition to attending and participating in the meeting of the Board of Directors, each member of the Operating Board, but excluding members of the Executive Committee (with the exception of the treasurer who shall oversee the finance committee), shall, as the Board may direct, assume responsibility for chairing or overseeing at least one (1) Program Group or Service Team (fundraising, field maintenance, uniform ordering)

3.4 Removal

Members of the Board of Directors and officers may be removed from office by a vote of two thirds (2/3) of the member's board of Directors at a regularly or specially called meeting of the Board of Directors.

Any member of the Board of Director and/or Executive Board will be removed immediately do to a revocation of risk management clearance, as required per section 5.4.

Members of the Board of Directors and Executive Board may be removed from office after three (3) consecutive unexcused absences from regular board meetings, by a vote of two-thirds (2/3) of the members of the Board of Directors.

3.5 Vacancies

A vacancy on the Board of Directors shall be filled by a vote at either the AGM ore by a majority of the remaining members of the Board of Directors in attendance at a regularly or specially scheduled meeting of the Board of Directors as long as there is a quorum.

3.6 Meetings of the Board of Directors

The President of 3RSC shall preside over all meetings of the Board of Directors, which shall be conducted according to Robert's Rules of Order newly revised. All Meeting unless otherwise noted on the calendar of the Board of Directors shall be open to General Members and the public, and shall occur regularly on a day and a time set by the Board of Directors. The Board of Directors may meet non-publicly in an "Executive Session" to discuss and act on confidential matters. The Secretary shall record the minutes of the meetings and post to the 3RSC website, except for the minutes of Executive Sessions, which shall be kept confidential.

3.7 Notice of Board of Directors Meetings

Members of the Board of Directors need not receive notice of any regularly scheduled meeting so long as the members of the Board of Directors receive the adopted schedule, or any subsequent revisions thereto, of regularly scheduled meeting at least three (3) days prior to the first such meeting appearing on the schedule. Members of the Board of Directors shall otherwise be given three (3) days' prior notice of any special meetings of the Board of Directors, which only the President (or if absent the Vice President) shall have the authority to call.

3.8. Quorum

A quorum for any meeting of the Operating Board shall consist of an attendance of not less than a two thirds (2/3) majority of the Total Operating Board (Board of Directors and Executive Board)

3.9. Written Consents

Any action that may be taken at a meeting of the Board of Directors may also be taken by a unanimous written consent signed by every member of the Board of Directors then in office. Such a action will take effect immediately upon the Secretary's act of placing a fully executed written consent in the corporation's minutes book.

3.10. Term Limits

Members of the Operating Board shall have no limit on the number years they may serve as an appointed member starting on the first day of May in the year immediately subsequent to the AGM at which they are elected. Operating Board members shall select and vote for the Executive Board of 3RSC.

Article 4. Executive Board

4.1. Composition

The members of the Executive Board shall consist of each of the clubs elected officers, those being President, Vice President, Secretary and Treasure.

4.2. Election of the Executive Board

Following the AGM meeting electing the Operating Board this board shall elect each of the Executive Officer. Each officer is elected to serve a two-year term but may serve consecutive terms in the same position of the Executive Board.

4.2.1 Executive Board consists of the following positions (Job description for in Attachments A)

- President
- Vice President
- Secretary
- Treasure

4.3 Terms and Term Limits

Each Executive Board position has no limits to the number of terms a Club Officer can serve.

Article 5 3RSC Paid Staff

5.1 Technical Director/Director of Coaching

- Director's position shall have a contract which shall define provision, performance standards, removal and compensation. (See attachment B)
- Contract will be reviewed on an annual basis
- Director shall be hired by the Operating Board
- Reports to the President
- Director has day-to-day responsibilities for the Club's soccer programs including coach recruitment , placement and development and player development
- Director shall attend all Board meetings and report to the Board process of the Club, answer questions of the Board member and carry out the duties described in the job description (Attachment B)
- Hire assistant coaching directors as necessary to fulfill the mission and purpose of 3RSC
- The Operating Board reserves the right to designate additional duties to this position as necessary

5.2. Assistant Coaching Directors

- The Technical Director/Director of Coaching shall oversee and be responsible for the Assistant Coaching Directors to fulfill the requirement set forth by the Operating Board
- Technical Director/Director of coaching will define the job description and expectations of the assistant coaching Director
- All Assistant Coaching Directors must be approved by the Operating Board
- The Operating Board reserves the right to designate additional duties to this position as necessary

5.3. Registrar/Office Manager

- Reports to the Vice President
- Payment will be by 3RSC board
- Annual review will be performed based on job description (See attachment C)
- Responsible for managing all player registration in all leagues of play
- Responsible for Club affiliation annual renewal
- Other duties may be assigned by the Operating Board as necessary

5.4. Additional Paid staff

The Operating Board reserves the right to evaluate day to day operations of the Club and add additional paid staff to be hired in order to fulfill the Club's purpose and Mission.

Article 6 Financial and Miscellaneous Matters

6.1 Fiscal Year

The Clubs fiscal year shall be May 30 for Club financial reporting, but will remain the standard calendar year for tax purposes.

6.2 Use of Trademarks and Copyrights

The Club's copyrighted materials and trademarks, including the clubs logos, belong exclusively to the Club and may not be used for any purpose without the prior approval of the Operating Board; however, each Member Team is hereby granted a limited license to use the Clubs logo for so long as it remains a Member Team for the of purpose of carrying out its duties and functions as set forth in these bylaws.

6.3 Fundraising

No fundraising activities may take place in the name of the Club or any of the Member Teams without prior written approval of the Operating Board

6.4 Risk Management Clearance

No individual may serve as an officer, director, employee, coach, referee, or other volunteer of the Club without first securing, and keeping, proper clearance through a background check and cleared through 3RSC and their registering agent. Any individual whose background check is revoked regardless whether due to a soccer suspension or otherwise shall not have any authority to act as, or carry out the duties of , an officer, director, employee, coach ore referee of the Club until the clearance is restored.

6.5 No Litigation

No member, official, club, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States or of a State without first exhausting all available remedies provided within 3RSC, US Club Soccer and Washington State youth Soccer Associations. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to 3RSC for all expenses incurred by 3RSC and its officers in defending each court action, including but not limited to court costs, attorneys' fees, travel expenses, and reasonable

compensation for time spent by 3RSC officials and employees in responding to and defending such allocations

6.6 Conflict of Interest

The Club values the participation of individuals whose judgment is not clouded by business or personal interests contrary to that of the Club. Toward this end, no officer, director, employee, or volunteer of the Club, Member Team, Program Group, or Committee shall engage themselves in any position or function in an effort to secure and advantage for another organization or for their or their family's personal or business gain. The Operating Board of Directors shall implement and monitor Club-wide Conflict of Interest Policy that carries out the intention of this bylaw. (See Attachment C)

Article 7 General Provisions

7.1 Notices

Any 'Notice' required in these bylaws may be effected in any manner authorized by Washington State law, including, if applicable, by electronic mail and other means of electronic communication.

7.2 Amendments

These bylaws may be amended only by a vote of two-thirds (2/3) majority of the Operating Board of Directors at a meeting at which a quorum is present and/or a vote of the majority of the voting members at the AGM or another special general meeting called for the purpose of approving and amending these bylaws

I HEREBY CERTIFY AS SECRETARY/PRESIDENT OF THE CLUB THAT THE ASSOCIATION ADOPTED THESE AMENDED AND RESTAED BYLASWS AT A SPECIAL MEETING HELD ON

Print Name_____

Signature_____

Title_____

Date_____

Attachment A

Power and Duties

Club President

- Serve on, and preside over the meetings of, the Club's Operating Board;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club
- Serve on such Club or Association Committees as the Operating Board may consider appropriate;
- Oversee the work of all the other Club Officers and their supporting volunteers, if any; and
- Organize, preside over, and deliver a report on the Club's status at, the AGM.
- 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 to some other office or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

Club Vice President

- Perform the duties of the President in times of the President's absence, including, if necessary, representing the Club on the Association's Board of Directors; Act generally as the liaison between the Club and the Association;
- Succeed to the office of President in the event of the President's resignation or removal;
- Serve on, and provide regular reports to, the Operating Board;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee as requested from time to time by the Executive Committee;
- And Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board as requested from time to time by the Executive Committee.

Club Secretary

- Serve on and record minutes of the meetings for, the Operating Board;
- Give any required notices of meetings in the manner these Bylaws specify;
- Serve as general custodian of the Club's records;
- Along with the Club President, certify the individuals chosen by the Operating Board to serve as the Club's "Delegates" to each AGM or Special Meeting
- Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Secretary's key responsibilities;
- Define the responsibilities for, and oversee the work of, all subordinate volunteer Club program directors and coordinators, if any, whose roles support any area of key responsibility; and
- Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.

Club Treasurer

- Serve on, and provide regular financial reports to, the Operating Board;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Assume key responsibility in the areas of Club accounting, budgeting, finance, fundraising, sponsorships, and such other areas as the Operating Board may assign;
- Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Treasurer's key responsibilities, including, without limitation, the Association's Finance Committee;
- Define the responsibilities for, and oversee the work of, all subordinate volunteer Club program directors and coordinators, if any, whose roles support any area of key responsibility; and
- Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.
- Authority to sign checks. Checks will require two signatures. Check signers for the club will be the President, Vice-President, and Treasurer

Attachment B

Technical Director/Director of Coaching

- The Technical Director (TD) may act only in those areas in which he has been authorized by the Three Rivers Club, subsequent to approval by the Club President or designee.
- The TD may only delegate those roles/responsibilities/authorities that have been outlined in the signed Employment Agreement language.
- The TD shall not purchase, rent, or commit funds in the name of the Three Rivers Soccer Club without approval of the Club President or designee.
- It is the responsibility of the TD to establish guidelines for safe and well organized practice sessions that will enable all TRSC players to develop and improve their skills.
- It is the responsibility of the TD to maintain a current WYS RMA and give attention to appropriate safety practices, including the inspection of equipment and the reporting of any hazardous facility conditions.
- It is the responsibility of the TD to promote fair play and good sportsmanship.
- TD will be part of the Club Advisory Board.
- In addition, the TD shall be responsible for the implementation of the following items as defined/outlined by the TRSC Board of Director.
 - Shall develop, manage, and evaluate age-specific training programs for coaches and players, starting with the youngest players in the association. These training programs shall include specific goals and objectives for each coach and player in each age group. It will be the responsibility of the TD to assess the effective implementation of required guidance/standards/curriculum. If modifications are deemed necessary, the TD will coordinate with the Technical Directors to make appropriate adjustments.
 - Working with the Club President and Technical Directors, oversee the Three Rivers coach selection and player processes. TD shall conduct coach interviews (with assistance from the Technical Director) and provide a written recommendation of coaching staff assignments to the Club Board of Directors for approval. These recommendations will include team head coaches and age group technical advisors.
 - Working in coordination with the professional staff, establish evaluation committees for the player tryout process. At the conclusion of the tryout phase, TD or assignee will assist in player assignments and report to Club President and any player team changes will be submitted to Club President for approval.
 - In coordination with the professional staff, develop a strategy (and implement) to integrate a more structured development approach for the Select Program.
 - Shall develop and oversee the Club's training academy process. It will be the responsibility of the TD to assess the effective implementation of required guidance/standards/curriculum. If modifications are deemed necessary, the TD will coordinate with the professional staff to make appropriate adjustments.
 - Co-Director for Academy, Youth Academy and Youth Program.

- Lead ODP evaluation, pre-tryout training, and provide representation for TRSC players at ODP events.
- Assist the Club President or designee and professional staff in developing the club's budget by providing a coach-licensing plan (e.g., how many coaches will attend the different level license training per year, including advance license training).
- For coaches attending advance license training and certification (partially paid by the club) develop a program where these coaches pay the club back this benefit in their time and talent.
- In coordination with the Club Coaching Advisory Board, establish a long-term plan for improvement of players and coaches.
- The TD shall support coaches preparing for National Coaching License courses.
- The TD shall, oversee Regional Club league (RCL) or State League program coach development. This includes attending RCL or State related meetings, as scheduled if necessary. Three Rivers shall reimburse the TD or any associated travel costs, as pre-approved by the Three Rivers Club Board of Directors.
- The TD shall, along with the professional staff, schedule and lead regular coaching development meetings.
- Assist in the evaluation of coaches by attending games and tournaments (pre-season and post-season).
- Prepare and submit monthly reports summarizing current status of the TRSC Program.
- Prepare and submit trip reports from attendance at any RCL/WSYSA meetings.

Attachment C

Club Registrar / Office Manager

- General office and club administration
- Checking and responding to all emails voicemails and social media sites regularly and in a timely manner
- Setting up, organizing and running registration
- Must be willing to drive around the local area as needed for Club related business
- Provide support when needed for Club events, including but not limited to: registration, coach's meetings and tournaments
- Maintain Club website, club-wide email communications and social media sites daily making sure that all current and accurate content is posted to the website as necessary
- Periodically producing and distributing Club communications to all Club members
- Update field status daily via website, email or social media
- Work with and support a variety of Board Members and Volunteers
- Opportunity to help fundraise and bring in club sponsors for additional income
- Organize and maintain multiple schedules (i.e. field, teams, referee, etc.)
- Attend monthly meetings and present status updates to the Board
- Support the Technical Director and other Director of Coaching with soccer actives