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ARTICLE 1. AUTHORITY AND PURPOSE

1.1 Name

The name of this organization shall be FC Alliance, herein referred to as the Club.

1.2 Authority

The Club shall operate as a member Club of the Northshore Youth Soccer Association (NYSA) and will adhere to all rules, procedures, and guidelines applicable to a non-profit organization under the authority granted by the Internal Revenue Code of the United States Sections 501(c)(3).

The power of the Club shall be limited to those granted to an organization under Section 501(c)(3) of the Internal Revenue Code of the United States. This includes, but is not limited to the power to form teams, provide camps and clinics, enter tournaments, travel, enter the appropriate Washington State League Placement Tournament and upon qualifying, enter the appropriate Washington State Youth League division, and to enter qualified teams in appropriate post season championship play (e.g. Championship Cup). In the event of the dissolution of the Club, the assets of the Club will go to a successor Club, the NYSA, or another organization (if the NYSA does not exist) which is exempt under Section 501(c)(3) of the Internal Revenue Code.

1.3 Purpose

The purpose of the Club is to support the development of high level boys and girls soccer at the U11 through U19 age levels that typically reside within the NYSA and District II areas of the Washington State Youth Soccer Association. High level refers to both the skill level and the commitment level of the players as well as the competitive level of the teams formed under the Club's authority.

1.4 Administration

The Club shall be governed by its Bylaws, Operating Procedures, and other Club written policies and procedures. The governing authority of the Club shall be vested in the Board of Directors, herein referred to as the Board, as evidenced by its Executive Committee.

The Board consists of the elected Officers, the Director of Coaching, and the Team Representatives. The individual Team Representatives (one from each Team in the Club) are elected by the Parent Members of the Team. No individual may hold more than one position on the Board or cast more than one vote on any matter that may come before the Board.

1.5 Vision

The Club's vision is to provide the highest caliber of soccer training and development for youth. We strive to be acknowledged as a leader in coaching methods and quality club organization.

We are known for the integrity of our actions and are proud of results we achieve. We support and expect academic excellence from our players. Our top teams are consistently competitive with the top teams in the nation. We are the youth soccer program of choice for players within District II who seek to reach their maximum potential as student-athletes. We provide a training environment supportive of the athlete who wish to play 8 months a year or more and to athletes who aspire to reach State, Regional and National Team levels of play.

1.6 Values

The Club is student-athlete centered. We attempt to offer a program that meets or exceeds our players, parents and coaches expectations. We provide an environment in which talent can flourish on the field while high academic standards are met in the classroom.

We value our highly trained coaching staff and do everything we can to enable them to focus on their number one mission—the coaching and training of the players in the Club. To this end, our coaches are not saddled with management and administrative duties.

We recognize parents as important stakeholders in our program. We encourage parental interest and involvement in Club management and activities. We value open communications at all times and maintain an annual written evaluation system so that parents and players can evaluate all aspects of the Club. We consider quality a high priority and strive to continually improve the service we offer to the soccer community and to the members of our Club. Our management techniques are lively, relevant and engaging.

We are honest and ethical in our actions.

We embrace change and strive to anticipate future needs so that we will be prepared to meet them. We are creative and willing to take risk.

We value fairness. We have a tryout process that is fair, well organized and appropriately staffed. The process is reviewed annually.

1.7 Program

The Club's objective is to provide progressive training and appropriate competition for dedicated soccer players who reside within District II of the State of Washington. Our primary focus remains the development of players, rather than the win-loss record. Our players are pro active in their development, determining months of play, establishing personal goals and executing the appropriate steps to achieve these goals. In this regard, we offer goalkeeper specific training and supplemental skills training for individual field players on a regular basis.

We select and form teams for the most dedicated players to participate at the most competitive levels of the WSYSA Premier League.

The program minimizes conflict with other advanced soccer programs such as the Olympic Development Program (ODP). Our aim is to provide the highest caliber of training and education so that individual players may pursue advanced opportunities if they wish. For our college bound players, we showcase their abilities to college coaches at our Annual College Showcase. We also offer an Annual College Symposium with University of Washington and other college coaches as speakers and panelists. Our Club College Coordinator is available to advise and assist players with the college application process.

1.8 Rule Conflict Resolution

The Club may not adopt any Bylaws, Operating Procedures, or other policies and/or procedures that are in violation of an applicable NYSA, District II, or WSYSA policy or procedure. In the event of a conflict, the governing authority will be determined as documented in the then current copy of the *WSYSA Administrative Handbook*.

ARTICLE 2. MEMBERSHIP

2.1 Eligibility

Eligible members shall consist of the youth players selected for participation in the Club's program, parents of the participating youth players and other elected and appointed persons, as defined herein.

2.2 Playing Members

Playing Members are those youth players who are participating on teams formed by the Club. Playing Members shall not be voting members, but shall be represented by their Parent Members.

2.3 Parent Members

Parent Members are those persons who are the parents or legal guardians of Playing Members and who shall be responsible for fulfilling the Playing Members financial obligations to the Club. The Parent Members of a Playing Member shall, collectively, have one (1) vote on matters coming before the team on which the Playing Member is at that time a member. In the event of a conflict, the Board may designate the person who shall vote on matters on behalf of the Playing Member.

2.4 Invited Members

The Club may admit Invited Members who in the estimation of a majority of the Executive Committee would, through their membership in the Club, advance the interests of the Club. The Executive Committee shall elect Invited Members by a majority vote. The Executive Committee shall have the authority to set the term of membership for invited members, which may be different among invited members.

ARTICLE 3. ORGANIZATION AND OPERATION

3.1 Operating Year

The operating year of the Club shall be defined as the period from April 1 of a calendar year to the last day in March of the following calendar year.

3.2 Governing Rules

The organization and operation of the Club for each operating year shall be determined by these Bylaws and Operating Procedures as amended from time to time.

3.3 Meetings

The Club shall have at least ten (10) meetings of the Board each operating year. One meeting will be the Annual meeting. Meetings shall be conducted by Robert's Rules of Order (current edition).

3.4 Calling Meetings

Meetings of the Board may be called by any four members of the Executive Committee of the Club, the date, time and location of each meeting must be communicated to all official members of the Board at least seven (7) days in advance by written communication. Faxed or electronic communication is permitted provided that the recipient acknowledges receipt of the same via fax or electronic reply.

3.5 Annual Meeting

The Board shall hold an Annual Meeting of the Club each operating year in April.

3.6 Executive Committee Meetings

The Executive Committee of the Club shall meet as often as necessary to administer the approved business of the Club, but not less than six (6) times each operating year. Scheduled meetings of the Executive Committee shall be communicated to the members of the committee at least twenty-four (24) hours in advance by written communication. Faxed or electronic communication is permitted provided that the recipient acknowledges receipt of the same via fax or electronic reply.

3.7 Quorum

A quorum for Board meetings shall consist of at least 50% or more of the Executive Committee and 50% or more of the remaining official Board members. A quorum for Executive Committee meetings shall consist of at least 50% of the Executive Committee members who are eligible to vote.

3.8 Duties and Responsibilities of the Board

The Board is responsible for overall Club philosophy, establishment and enforcement of Club Bylaws and Operating Procedures, approval of strategic plans, approval of the Annual Budget and any interim exceptions, general affairs of the Club, election of Club officers, and approval of recommendations from the Executive Committee.

3.9 Duties and Responsibilities of the Executive Committee

The Executive Committee is responsible for proposing strategic plans, establishing overall yearly objectives, proposing the Annual Budget, monitoring Club expenditures, establishing and maintaining Club Operating Procedures subject to the concurrence of the Board as provided herein, and ensuring compliance with Club and NYSA Bylaws.

ARTICLE 4. VOTING AND ELECTION OF OFFICERS

4.1 Voting

Motions to be voted on by the Board of the Club shall be decided by a simple majority of those official members present except where specified elsewhere herein. Each eligible member shall be entitled to one vote, at duly called meetings of the Board, on motions brought before the Board for a vote. Proxies will not be accepted.

4.2 Executive Committee

The Executive Committee of the Board shall consist of all officers of the Club, each of whom shall be elected for a two (2) year term. FC Alliance shall hold elections for new officers at the November Board Meeting. Club Vice Presidents and Boys Registrar shall be elected in even years. The President, Secretary, Girls Registrar and Treasurer shall be elected in odd years. The newly elected officers shall take office at the January Executive Committee Meeting, and the outgoing officers shall mentor their successors. The Director of Coaching shall also be a voting member of the Executive Committee.

No more than 25% of the Club Officers may be made up of the Coaching Director, Associate Coaching Directors, a Coach or Assistant Coach of a team within the Club while serving as a member of the Executive Committee. The Coaching Director, Associate Coaching Directors, Coaches or Assistant Coaches may not serve as President, Executive VP or Treasurer of the Club.

4.3 Removal of Executive Committee Members

Executive Committee Members may be voted out of office at any duly called meeting of the Board with a two thirds (2/3) majority vote in favor of removal. Removal shall occur only after a motion for removal

which details the cause for removal. A member subject to removal shall be notified in writing that the matter shall be voted on at a specific time and place, which notice shall include the reason(s) for removal.

4.4 Executive Committee Vacancies

Vacancies on the Executive Committee shall be filled by appointment to the vacant position by a simple majority of the remainder of the Executive Committee. Appointments shall be confirmed at the next duly called meeting of the Board.

4.5 Revision of Bylaws

Revisions of the Bylaws may be made at any duly called meeting of the Board, provided that the proposed revision has been published and communicated to the official members at least thirty (30) days prior. Bylaw revisions shall require approval of a minimum of eighty percent (80%) of the Board present at any meeting held before April 1, 2001. Thereafter, Bylaw revisions shall require approval of a minimum of two thirds (66.6%) of both the Executive Committee and the Board members present at the meeting.

4.6 Revision of Operating Procedures

Revisions of the Operating Procedures may be made at any duly called meeting of the Executive Committee and must be approved at the next duly called Board meeting. Operating Procedure revisions shall require approval of a minimum of eighty percent (80%) of the Board present at any meeting held before April 1, 2001. Thereafter, Operating Procedure revisions shall require approval of a minimum of two thirds (66.6%) of both the Executive Committee and the Board members present at the meeting.

ARTICLE 5. OFFICERS

5.1 President

The President shall preside at all duly called meetings of the Club including those of the Executive Committee and the Board and shall have general supervision of the affairs of the Club. The President shall be the principal operating and administrative officer and shall have the authority to sign all certificates, contracts or other instruments of the Club. The President shall also appoint such committees as may be required from time to time, and shall perform other duties as are incidental to the office or are properly required by the members of the Board. The President shall not have a vote in any matters brought up for a vote except in the event of a tie, in which case the President shall cast the deciding vote.

The President shall represent the Club as a member of the NYSA Board of Directors.

5.2 Executive Vice President

Performs the duties of the President in case of the President's absence, resignation or inability to perform the duties of the office; and, such other duties as may be incidental to the office or are properly required by the members of the Board.

5.3 Secretary

Shall issue notices of meetings as required herein, keep official minutes of all duly called meetings, oversee publicity respecting the Club, produce the Club Newsletter, and shall periodically report same to the Executive Committee and the Board. The Secretary shall also make such other reports and perform other such duties as may be incidental to the office or may be properly required by the members of the Board.

5.4 Registrar

5.4.1 Registrar - Boys

Shall insure the proper registration of all Club boys' teams in accordance with current WSYSA and NYSA registration guidelines. The Registrar - Boys is responsible for proper registration of the all boys total Club with the NYSA Registrar at a date set by the NYSA Registrar. The Registrar - Boys shall bring to the NYSA Registrar, for corrective action, improper registration procedures of boys' member teams as the Registrar becomes aware of such actions. The Registrar - Boys shall perform such other duties as may be incidental to the office.

5.4.2 Registrar – Girls

Shall insure the proper registration of all Club girls' teams in accordance with current WSYSA and NYSA registration guidelines. The Registrar - Girls is responsible for proper registration of the all Girls total Club with the NYSA Registrar at a date set by the NYSA Registrar. The Registrar - Girls shall bring to the NYSA Registrar, for corrective action, improper registration procedures of girls' member teams as the Registrar becomes aware of such actions. The Registrar - Girls shall perform such other duties as may be incidental to the office.

5.5 Treasurer

Shall keep regular books of account required by the Board. The Treasurer shall authorize disbursement of funds as may be duly approved by the Board. The Treasurer shall keep proper record of all financial transactions and provide monthly reports to the Executive Committee and the Board. The Treasurer shall also perform other such duties as may be incidental to the office or as may be properly required by the Board or the NYSA Treasurer. The Treasurer shall also be responsible for monitoring the tax exempt status of Club activities and the segregation and proper reporting of any taxable activities in which the Club should choose to participate.

The Treasurer shall have professional accounting experience.

5.5.1 Team Accounting: Each team is required to zero-balance their NYSA account at the end of each season.

5.6 Vice President, Operations

5.6.1 Vice President, Operations, Equipment

Shall perform the day to day operational duties of the Club with respect to Equipment of the Club and shall be responsible for all Club property, including: managing and overseeing the acquisition of uniforms for playing members, and the acquisition and preservations of other hard goods and equipment, performing other duties attendant thereto, and, such other duties as may be incidental to the office or are properly required by members of the Board.

5.6.2 Vice President, Operations, Fields

Shall perform the day to day operational duties of the Club with respect to Fields and Referees required by the Club and shall be responsible for all Club facilities, including: arranging of practice facilities, coordinating Referees, performing other duties attendant thereto, and, such other duties as may be incidental to the office or are properly required by members of the Board.

5.7 Vice President, Teams

Shall be responsible for overseeing the administrative activities of each team formed under the authority of the Club, and, such other duties as may be incidental to the office or are properly required by the members of the Board. The VP, Teams is encouraged to appoint an Assistant VP, Boys Teams and Assistant VP, Girls Teams to expand the volunteer base servicing the teams within the Club.

5.7.1

Vice President, Team

The standard F.C. Alliance medical release form shall be modified to include a notarized signature for parents. Teams that anticipate traveling outside the State during the year should have their parent signatures notarized.

5.8 Vice President, Fund Raising

Shall be responsible for all fund raising activities of the Club; and, such other duties as may be incidental to the office or as properly required by the members of the Board.

5.9 Vice President, Competition

Shall be responsible for overseeing participation of the teams in the Club in Tournament, Regular Season and Post-Season play. The VP, Competition shall maintain information regarding available tournaments, leagues, and post-season play, and shall instruct teams in the requisites for application to said tournaments, leagues, and post-season play. The VP, Competition shall form and preside over a committee of the members of the Executive Committee, which shall be responsible for tryouts for teams in the Club. In addition, the VP, Competition shall perform such other duties as may be incidental to the office or are properly required by the members of the Board.

The VP, Competition is encouraged to appoint an Assistant VP, District Competition and Assistant VP, State Competition to increase the base of volunteers servicing the teams within the Club.

5.10 Coordinator Advanced Development Program U11/U12

Shall facilitate the administration of the U11/U12 Advanced Development Program and serve as "mentor" to all the U11 and U12 teams. Shall supervise the administration of the Camp Casey Program for U11 – U19 teams. The Coordinator Advanced Development Program U11-U12 shall perform other duties incidental to the office.