



**WILLAMETTE UNITED
SOCCER CLUB, INC.**

Bylaws

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WILLAMETTE UNITED SOCCER CLUB, INC BYLAWS

ARTICLE I Name

This Corporation shall be known as the Willamette United Soccer Club, Inc., hereafter referred to as the Club. The Club is, and shall be known as a non-profit corporation.

ARTICLE II Purpose /Philosophy

The Club shall strive for excellence in the promotion and administration of youth soccer in the community. In doing so, it shall be the objectives of this Club to promote character development and physical fitness, to develop self and community pride, to model and teach good sportsmanship through team play, and to provide the opportunity to learn, enjoy and play organized soccer at various skill levels in a safe environment.

ARTICLE III Affiliation

The Willamette United Soccer Club is currently associated with the Oregon Youth Soccer Association (OYSA).

ARTICLE IV Authority

The final authority of the Club shall be vested in an elected body known as the Board, which shall exercise the right of decision on all matters pertaining to Club affairs. The Club shall be governed by its bylaws and the policies, rules and regulations of the Board, except when superseded by the Constitution, Bylaws or regulations of its affiliate, Oregon Youth Soccer Association (OYSA).

ARTICLE V Membership

SECTION 1. Players, the player's parents or guardians, coaches, referees, team managers, administrators, and Officers, not subject to suspension by USSF or any of its members, who wish to actively participate in the Club are eligible for membership in the Club. The Club reserves the right to decline any application for membership. Members shall abide by the rules and regulations of the Club.

SECTION 2. Player registration fees shall be established by the Club, and payable to the Club. Acceptance of the registration fee shall constitute preliminary approval of the application. If an application is not accepted, the Club shall refund the applicant's registration fee (if any) in full. All such applications shall be done in the format prescribed by the Board.

SECTION 3. The Club shall provide athletic insurance for each player and coach listed on the roster of a member team through the Oregon Youth Soccer Association.

ARTICLE VI Organization

SECTION 1. The Board shall conduct the business of the Club and shall be composed of voting Officers elected at the AGM or appointed by the Board.

SECTION 2. The term of office for an elected Officer shall be two (2) years. The Vice President, Treasurer, and secretary shall be elected in odd numbered years. The President, and Recreational Program Director shall be elected in even numbered years. Vacancies occurring subsequent to elections shall be filled by majority vote of the Board, except for the office of President. In that instance, the Vice President shall succeed to the office of President and the Board shall elect a new Vice President. The term of office for interim officers elected by the Board shall expire with the next Annual General Meeting following Board elections, at which time the remaining term of the vacated office shall be filled by the person elected by a majority vote of the voting members present at the Annual General Meeting.

The board may also include as many as three "At Large" board members. The term of office for At Large members of the Board shall expire with the next Annual General Meeting following their appointment by the Board.

SECTION 3. Any elected officer may be removed from office in the following manner:
A) A petition, signed by at least two members of the Board, must be submitted to the Board requesting the removal of a specific elected officer and listing the grounds for the petition for removal.

B) A special Board meeting shall be held within fourteen (14) days of the date the petition is submitted. The meeting shall be for the purpose of reviewing all available information.

C) The meeting shall be limited to discussion by the Board members. A final vote shall be taken, but the elected officer in question shall not be allowed to vote. A three-fourths vote by a quorum of the Board shall be required for removal of an elected officer.

D) The Board shall then take normal action to fill a vacancy.

SECTION 4. ELECTED OFFICERS AND DUTIES

A) President

The President shall supervise all activities of the Club and Board. He/She shall serve as presiding officer at all Board meetings. The President shall represent the Club or appoint a representative to attend various soccer meetings. The President shall have the power to call General meetings or Board meetings for the Club as the need arises, or when requested by fifty percent or more of the elected officers. The President shall manage all employees of the club. The president will organize and implement all employee reviews and assignments. The President shall be an ex-officio member of all committees. The President shall be a voting member of the Club Board.

B) Vice President.

The Vice President shall assume the duties of the President in the absence of the President and otherwise act at the direction of the President. The Vice President shall in the absence of the President preside and conduct meetings of the Board and the general membership and assume all responsibilities assigned to them by the Board. The Vice President shall be a voting member of the Club Board.

C) Treasurer

The Treasurer shall be responsible for the maintenance of the Club financial records and the safeguarding of the Club's financial records. He/She shall:

- report on the Club's financial activities and financial condition at the Club's regular meetings
- prepare annual budgets for Board approval.
- oversee all Club dispersals as directed by the Board .
- oversee the deposit of all cash receipts in the Club's bank
- serve as an advisor for all fund raising projects
- arrange for and assist in the preparation of the Club's reviewed financial statements (this engagement by an independent CPA firm performed in accordance with generally accepted accounting principals) and all necessary governmental filings.

The Treasurer shall be a voting member of the Club Board.

D) Secretary

The Secretary shall attend to and maintain a record of all correspondence and meeting minutes for the Club and Board. The Secretary shall provide record keeping for activities of all committees established by the Board. The Secretary shall be responsible for keeping records of Club events in order to maintain a history of the Club. The Secretary shall also be responsible for the attendance record of each meeting. The Secretary shall provide proper notice for meetings of the Club and Board. The secretary shall be the custodian of the Club Bylaws and Operating Rules. The Secretary shall be a voting member of the Club Board.

G) Recreational Program Director

The Recreational Program Director shall have overall responsibility for the Club's Recreational program. He/She shall attempt to resolve issues and conflicts that arise from the operation of the Recreational program. He/She shall represent the Club at various coaching and Recreational meetings. He/She shall be responsible for the training, education, selection and support of the Recreational coaches. He/She shall direct the Referee Coordinator, who shall be responsible for the selection, training, support and scheduling of Recreational referees, and represents the Club at various referee meetings. The Recreational Program Director shall be a voting member of the Club Board.

H) Classic Program Director

The Classic Director will be an employee of the club and appointed by the club president. The Classic Program Director shall have overall responsibility for the Club's Classic

program. He/She shall attempt to resolve issues and conflicts that arise from the operation of the Classic program. He/She shall represent the Club at various OYSA, Club and Classic meetings. He/She shall be responsible for the training, education, selection and support of the Classic coaches. The Classic Program Director shall NOT be a voting member of the Board.

K) At-Large Members

Up to three additional officers of the Board, selected from Club volunteers, may be appointed by the Board. At-Large Members shall perform duties as delegated by the Board. Each At-large member shall be a voting member of the Club Board.

ARTICLE VII Club Employees

The Board, at its discretion, may appoint or contract for paid persons to fulfill certain duties of the Club. The actual duties of such positions shall be determined and may be changed by the Board. Such paid positions may include the following:

Director of Coaching

The DOC duties may include coordination of the recruitment, selection, education and training of Club coaches and providing general and administrative support for the Recreational and Classic programs. See detailed job description.

Club Administrator

The Club Administrator duties may include coordination of player registration which includes enforcing standards for certifying enrollment of all Club participants, forwarding certification material to inter-club, tournament and championship competition, and submission of required registration materials to OYSA. The Club Administrator may act as Registrar for the Club and may manage the collection and refund of player fees. See detailed job description

Club Manager

The Club Manager's duties will be to supervise the operations of the club, including the Club Administrator position. See detailed job description

ARTICLE VIII Meetings

SECTION 1. A quorum of the Club shall consist of at least one half of the voting members of the Board present at the Regular or Special meetings. A quorum shall be required in order to vote on Club business. All members of the Board shall have one vote, including the President. In case of a tie vote, the President has the deciding vote.

SECTION 2. Regular Board meetings shall be held at a time and place specified by the President of the Board. There will be a minimum of 6 meetings a year. The Regular meetings of the Board are open to all members as defined in Article V Section 1. Special Meetings and Executive Sessions shall be called by the President or the Board as necessary. Attendance at Special Meetings and Executive Sessions shall be limited to Board members and parties invited by the Board.

SECTION 3. Annual General Meetings shall be held in January each year, preceded by a two week minimum public announcement on the club web site of the time and place of the meeting. One vote shall be recognized for each Recreational team from the prior fall season and one vote shall be recognized for each Classic team from the prior Fall season or the current Winter U15-U18 program, with the delegate identified at the beginning of the Annual General Meeting. Each elected Board Officer shall have one vote, unless they have been designated as a team delegate. Team delegates shall be the Recreational coaches and Classic team managers. Team delegates may designate a substitute from their team by notifying the Club in writing at least one week prior to the Annual General Meeting. In no case shall one individual have more than one vote.

The order of business for the Annual General Meeting shall be as follows:

Roll Call (by team and Officer)

Credentials (must be member of the Club and appointed team delegate; if no challenge is made, it shall be assumed the "delegate" designation is valid. Any challenges shall be resolved at the discretion of the Board.)

Unfinished Business

Proposed Bylaw Changes

Voting On Proposed Bylaw Changes

Election of Officers

New Business

Adjournment

SECTION 4. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall guide the Club in all cases that they are applicable and in which they are not inconsistent with the Bylaws and special rules of order that the Club may adopt.

ARTICLE IX Bylaw Changes and Amendments

SECTION 1. Changes or amendments to these Bylaws require a two-thirds (2/3) majority vote of the accredited delegates present at the Annual General Meeting.

SECTION 2. A proposed change or amendment to the Bylaws must be submitted in writing to the Club not later than thirty days before a vote is taken. Proposed changes shall be publicized to all members.

ARTICLE X Operational Rules

The Board shall decide the operational rules and policies of the Club. These rules can only be changed or exceptions made by a majority vote of the Board. In cases of a conflict between the Operational Rules and the Club Bylaws, the Club Bylaws shall prevail.

ARTICLE XI Disbursement of Funds

In the event the Willamette United Soccer Club dissolves, any remaining funds in the

Club's accounts are to be disbursed to the West Linn and Wilsonville Parks and Recreation Departments, to be used for the purposes of development of soccer facilities and/or programs

ARTICLE XII Grievance, Protests and Appeals

SECTION 1. The Club's policies shall specify, and its Board of Directors shall enforce, procedures for handling protests and appeals in accordance with the principles of due process: hearings shall be duly called, publicized, and held; all parties shall have a chance to be heard; and all rules will be fairly and evenly applied.

SECTION 2. Only Members of the Club may lodge grievances, protests or appeals with the Club.

SECTION 3. Only violations of the Club's Bylaws and Policies, including the right of individuals to participate and compete, misapplication of the "Laws of the Game," or violation of league rules and regulations shall be proper subjects to be considered for action.

SECTION 4. The Club will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete.

SECTION 5. Protests

Protests from Members of the Club must be made in accordance with the dispute resolution protocol set forth in the Club policies.

SECTION 6. Hearing Procedures

In all hearings conducted under these bylaws, the parties shall be accorded:

- A) Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
- B) Reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- C) The right to have the hearing conducted at a time and a place so as to make it practicable for the person charged to attend;
- D) A hearing before a disinterested and impartial body of fact-finders;
- E) The right to call witnesses and present oral and written evidence and argument;
- F) The right to have a record made of the hearing if desired; and
- G) A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion.

SECTION 7. Mediation

The Club recommends and will provide appropriate mediation for the resolving of conflicts and disputes related to Grievances, Protests, and Appeals.

SECTION 8. Exhaustion of Remedies

A) No member of the Club, OYSA, official, league, 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 within the Club, OYSA, USYSA, and USSF including the right to appeal to the USSF's Appeals Committee.

B) For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its officers and members of the Board of Directors in defending each court action, including the following:

- i. Court costs;
- ii. Attorney's Fees;
- iii. Reasonable compensation for time spent by Club officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
- iv. Travel expenses; and
- v. Expenses for holding special Club meetings necessitated by court action.

ARTICLE XIII Dispersal of Funds

The Board President or Members of the Board shall have the authority to authorize expenditures. Any expenditure over \$1000.00 will need the written authorization of either the Board President, club employee or the Member of the Board whose responsibility this lies within. All checks will have two signatures required and authorized signatures are limited to the President, Treasurer, Club Manager, and Club Administrator.

ARTICLE XIV Indemnification

To the fullest extent permitted by Oregon law, the Club shall indemnify and defend any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that the person is or was an officer or director of the Club acting within the

scope of his or her duties. Furthermore, to the fullest extent permitted by Oregon law, an officer or director shall not be liable to the Club or its members for monetary damages relating to conduct as an officer or director of the Club to the extent the officer or director acted within the scope of his or her duties. The Club shall procure and maintain insurance policies as appropriate for the purpose of indemnifying the officers and directors consistent with this article. No amendment to or repeal of this article shall adversely

affect the rights of an officer or director with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.