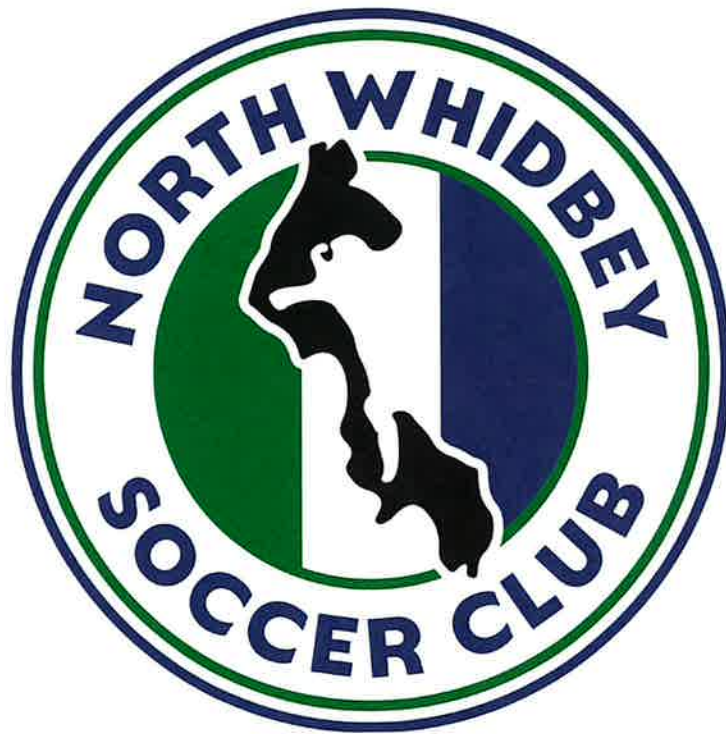


1) North Whidbey Soccer Club

BYLAWS



Ben Markwart

North Whidbey SC Secretary

Purpose

- a) The purpose of North Whidbey Soccer Club (NWSC) is to teach, govern, and promote the game of soccer, both recreational and competitive, under the jurisdiction of Washington Youth Soccer (WYS).

2) Affiliation

- a) NWSC shall be a member club of the Whidbey Island Youth Soccer Association (WIYSA) and will adhere to all bylaws, rules, procedures, and guidelines of WIYSA. NWSC will also adhere to all bylaws, rules, procedures, and guidelines of WYS.
- b) NWSC shall not adopt any bylaws, operating procedures, policies, or any other rules that are in violation of applicable WYS or WIYSA policies or procedures. In the event of a conflict, the governing authority will be determined as documented in the then current WYS or WIYSA Administrative Handbooks.

3) Membership

- a) Membership shall be extended to registered NWSC youth players in all programs, parents of youth players, coaches of teams appointed by NWSC, and other elected and appointed persons.
- b) Members agree to be bound by the bylaws, standing rules, and operating procedures of NWSC. Members failing or refusing to follow the NWSC bylaws, standing rules, operating procedures, and/or decisions of the Board of Directors, or those of WYS, shall be subject to suspension and/or expulsion. Notification of this violation shall be made in writing with thirty days' notice. The granting of a violation notification shall require a two-thirds vote of the NWSC Executive Board.
- c) Members shall be responsible for their own behavior and shall insure that their actions on and off the field follow NWSC codes of conduct, policies, and procedures.
- d) NWSC and its Members will not discriminate against any individual based on race, color, religion, gender, gender identity, sexual orientation, age, disability, or national origin.

4) Board of Directors

- a) **Governing:** The affairs of NWSC shall be managed by a Board of Directors. The Board of Directors shall consist of the following positions- President, Vice President, Treasurer, Registrar, Secretary, Director of Recreational Soccer, Director of Competition, Director of Academy, Director of Fields/Equipment, Director of Uniforms, Director of Sponsorships, Director of Indoor Soccer/Futsal, and Webmaster. A non-voting youth member representative will be appointed annually at the Annual General Meeting (AGM) or at the soonest possible regularly scheduled meeting after by a vote of the Board of Directors based on applications received.
 - i) The Executive Board shall consist of the following positions- President, Vice President, Treasurer, Registrar, and Secretary.
- b) **Enforcement:** The Board of Directors shall be responsible for the enforcement of the Bylaws, Standing Rules, Operating Procedures, and the decision of the Board of Directors including, but not limited to, such matters as the following:
 - i) Requests for membership.

NWSC Bylaws

- ii) Formation of recreational and competitive soccer teams and the sanctioning of coaches and players.
 - iii) NWSC player registration fees.
 - iv) Budget and finance.
 - v) Appeals to the Board of Directors by members of NWSC.
 - vi) Proposed changes or amendments to the NWSC Bylaws.
 - vii) Proposed changes or amendments to the NWSC Operating Procedures.
 - viii) Filling of vacancies of the Board of Directors.
 - ix) Removal of Board of Directors based on detrimental actions or neglect of duties and responsibilities.
- c) **Risk Management:** The Executive Board, acting as the Risk Management subcommittee, is responsible for reviewing all complaints determined to be valid by the Vice President and/or Registrar after investigation. Grievances are reviewed if they are not part of an appeals process from a previous decision by the Risk Management subcommittee. This review can occur through any available NWSC communications medium.
- d) **Elections:** The Board of Directors shall be elected at the AGM.
- i) The President, Treasurer, Registrar, Director of Academy, Director of Recreational Soccer, Director of Uniforms, and Webmaster shall be elected **in odd-even election year cycles.**
 - ii) The Vice President, Secretary, Director of Competition, Director of Sponsorships, Director of Fields/Equipment, and Director of Indoor Soccer/Futsal shall be elected in even-odd election year cycles.
 - (1) The term of office shall commence at noon the day following the AGM in which board members are elected, and shall run for three years, through the AGM of the year in which the term expires.
 - (2) A member may officially occupy only one position on the Board of Directors.
 - (3) Individuals choosing to run for a board position shall notify by written notice to the Secretary within 10 days of the AGM meeting their intent to announce running for a board position. The notification will include a list of qualifications and a headshot photograph for a nomination package. All qualified candidates, as determined by the Secretary, will have their intent published on NWSC communication channels.
 - (4) Board members may serve two consecutive three-year terms or three non-consecutive three-year terms in the same position, with a maximum of 10 years permitted in a single role.
 - (5) Previously elected board members will serve their elected term in the event that bylaw changes for term length occur during their time in that position.
 - (6) Board members are not permitted to move to an open board position on their election year to avoid election at the AGM unless this action receives unanimous approval by the other members of the Board of Directors.
- e) **Board of Director Absences:** Any Board Member being absent without just cause for two consecutive meetings of the Board of Directors, or being negligent in duties to

NWSC or WYS, may be subject to sanctions including, but not limited to suspension and/or expulsion from the Board of Directors, from club membership, or both.

- f) Ongoing Education:** All elected members of the Board of Directors (including members elected by a direct vote of the board outside of the AGM) must attend and complete an ongoing education class or training module within each calendar year. Failing to complete this responsibility results in loss of the position. Board members elected in the fourth quarter of the calendar year (October, November, or December) have until the end of the following calendar year to complete this requirement. Documentation must be presented to the Secretary.
- g) Resignation:** Any Board Member may resign at any time by email or written notice to the President or the Secretary or by giving oral or written notice at any board meeting. 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.
 - i)** If a Board Member, other than the President, resigns mid-term or is unable to complete the term of office for any reason, the remaining Board of Directors will make an appointment via a two-thirds vote. If the vote passes, the individual will assume the remainder of the term of office.
 - ii)** If the President resigns or is unable to complete the term of office, the Vice President shall succeed the President for the remainder of the President's term of office unless the President cannot complete the term of office due to the result of a disciplinary action under the supervision of the Vice President and/or Registrar or the risk management committee. A vote amongst the Board of Directors to appoint the next President for the remainder of the term shall occur in that instance.
 - iii)** If the President and Vice President both become vacant or unable to serve, the position will be filled by having a vote amongst the Board of Directors to appoint the President for the remainder of the term. The Vice President position will remain unfilled unless a candidate submits notification of their intent to join the Board of Directors in that capacity.
 - iv)** Requests to have a resignation rescinded require a vote by the Board of Directors. If this action is taken, the board member is reinstated to their original term.
- h) Removal:** At a special board meeting specifically called for removal of a Board Member, one or more Board Members may be removed from office, with or without cause, by a vote of two-thirds of the whole Board of Directors present at the meeting. A 67.1% quorum is required for this meeting to convene.
- i) Assumption of Board Member Duties:** In the event an Executive Board position becomes vacant for any reason, the following remaining Board of Directors shall assume their position until the vacancy is filled.
 - (a)** The President will be filled by the Vice President.
 - (b)** The Vice President will be filled by the Secretary. The online communication duties of the Vice President will be filled by the Webmaster.
 - (c)** Secretary will be filled by the Treasurer.
 - (d)** Treasurer will be filled by the President/Registrar.
 - (e)** The Registrar will be filled by the Webmaster.

- (f)** The Webmaster will be filled by an existing member of the Board of Members based on majority vote.

If the open Registrar position is filled by the Webmaster, the Webmaster will temporarily join the Executive Board until the open position is filled. Any other Executive Board vacancy will be temporarily filled by Board of Director members in the following order, based on the current composition of the board.

1. Director of Uniforms
2. Director of Sponsorships
3. Director of Academy
4. Director of Competition
5. Director of Recreation
6. Director of Indoor Soccer/Futsal

If a board position is vacant, the requirement to temporarily join the Executive Board will go to the next position in order until the opening is filled.

- j) Vacancies:** A Board of Directors vacancy may be filled by a 50.1% majority vote of the whole Board of Directors at any board meeting. Elected members filling a vacancy in this manner shall serve for the unexpired term of his/her predecessor in office. Vacancies involving the Director of Recreation, Director of Competition, Director of Academy, and Director of Indoor Soccer/Futsal will be covered by the remaining programming directors mentioned in this section until the open position is filled.

5) Duties of Board Members

- a) President:** The President shall supervise all activities of NWSC. The duties of the President shall include, but not be limited to, the following activities.
- i)** Conduct and preside at all meetings of NWSC.
 - ii)** Be a general representative of NWSC in all matters.
 - iii)** Appoint special committees and chairpersons, subject to approval of the Board of Directors.
 - iv)** Serve as one of the authorized signatories on the bank account, unless serving in this role would create a conflict of interest because of the Board Member's role in other club capacities.
 - v)** Authorize expenditures of funds on an emergency basis not to exceed \$500 or up to \$1,000 on an emergency basis. The President shall report and justify any such expenditure exceeding \$500 to the Board of Directors at the next scheduled monthly board meeting. If the expenditure exceeds \$1,000, a Board of Directors vote must be held before proceeding, even for emergency expenditures.
- b) Vice President:** The duties of the Vice President shall include, but not be limited to, the following activities.
- i)** Assume the duties of the President in his/her absence or whenever the President is unable to act unless the President's absence is due to an investigation.
 - ii)** Be the chairperson for the Risk Management subcommittee within the Executive Board.

NWSC Bylaws

- iii)** Act as the Parliamentarian, Safety Officer, and Public Information Officer for NWSC.
 - iv)** Be responsible for online communication with the public through social media and instant messaging platforms, including club programming awareness.
 - v)** Receive all formal complaints and grievances not part of an appeals process to NWSC for investigation.
 - vi)** Serve as one of the authorized signatories on the bank account, unless serving in this role would create a conflict of interest because of the Board Member's role in other club capacities.
 - vii)** Work with the Registrar to review and approve scholarship applications. The VP and Registrar will approve applications that fall within set criteria and will present other applications to be considered to the Board of Directors.
 - viii)** Authorize expenditures of funds not to exceed \$250 or up to \$500 on an emergency basis. The Vice President shall report and justify any such expenditure exceeding \$250 to the Board of Directors at the next scheduled monthly board meeting. If the expenditure exceeds \$500, a Board of Directors vote is required, even for emergency expenditures. The Vice President can authorize up to \$1,000 if an emergency expenditure is necessary and the President is unavailable at the time the transaction is required. In that circumstance, if the expenditure exceeds \$1,000, a Board of Directors vote must be held before proceeding.
- c) Treasurer:** The duties of the Treasurer shall include, but not be limited to, the following activities.
- i)** The Treasurer shall be the custodian and disbursing officer of all funds accumulating to NWSC, shall maintain these funds in an account or accounts in a chartered bank, and shall present and distribute a financial report at all regular board meetings.
 - ii)** Serve as one of the authorized signatories on the bank account.
 - iii)** Maintain a financial ledger of all funds received and distributed which shall be available for inspection by the Board at any time.
 - iv)** Make all transactions by check or NWSC debit card and pay all properly authorized disbursements.
 - v)** Prepare a proposed budget for each fiscal year.
 - vi)** Disburse funds only as authorized by the budget or the Board of Directors or the President under the power vested in the President by these bylaws.
 - vii)** Provide records for a bi-yearly audit of NWSC finances.
 - viii)** Ensure that yearly tax returns are prepared and filed, or appropriate extensions are obtained to ensure regulatory compliance.
 - ix)** Publish a financial statement for the past year at the AGM which shall be stored in the NWSC office for public review.
 - x)** Prepare and mail appropriate tax forms to independent contractors employed by NWSC.
 - xi)** Ensure the maintenance of the nonprofit corporate and tax-exempt status of NWSC.

NWSC Bylaws

- d) Registrar:** The duties of the Registrar shall include, but not be limited to, the following activities.
- i)** Be administratively responsible for all actions regarding NWSC registration.
 - ii)** Oversee proper registration for all teams, players, coaches, and administrators for each season as required by WYS.
 - iii)** Post seasonal scholarship applications, review submissions, and approve applications with the Treasurer that fall within set criteria. Other applications must be submitted to the Board of Directors for review.
 - iv)** Organize teams and assign players and coaches within the Recreational Soccer program.
 - v)** Serve as one of the authorized signatories on the bank account, unless serving in this role would create a conflict of interest because of the Board Member's role in other club capacities.
 - vi)** Receive all formal complaints and grievances not part of an appeals process to NWSC for investigation when the Vice President has a conflict of interest.
 - vii)** Serves as the NWSC primary representative at the WIYSA meeting.
- e) Secretary:** The duties of the Secretary shall include, but not be limited to, the following activities.
- i)** Provide all clerical support to NWSC, specifically the Board of Directors, to include, but not limited to, notification of meetings and recording, publishing, and distributing the minutes of the meetings of the Board of Directors.
 - ii)** Maintain a current version of the NWSC Bylaws.
 - iii)** Inform WYS Secretary of any changes to the NWSC Bylaws.
 - iv)** Maintain a list of Board of Directors, including their attendance at board meetings.
 - v)** Manage correspondence, including checking the NWSC mailbox.
 - vi)** Work with the appropriate directors to ensure proper notices are provided to members and Board of Directors and posted to the website and social media; advertise the AGM on social media and e-mail ballots prior to AGM.
 - vii)** Submit use requests to the city and school district seasonally, serving as the NWSC point of contact for these entities.
 - viii)** Serve as one of the authorized signatories on the bank account if the President, Vice President, Treasurer, or Registrar have a conflict of interest that does not permit them to complete this duty.
- f) Director of Recreational Soccer:** The duties of the Director of Recreational Soccer shall include, but not be limited to, the following activities:
- i)** Be administratively responsible for the Recreational Soccer program.
 - ii)** Communicate information to families in the Recreational Soccer program regarding department activities.
 - iii)** Be responsible for the recruitment and development of players within the Recreational Soccer program.
 - iv)** Write recreation soccer game schedules and submit them to the referee assignor and Webmaster for publication.

NWSC Bylaws

- v) Be present on all game days or ensure a Board of Director member is present to direct the recreation program, oversee operations, and mitigate issues as they arise.
 - vi) Oversee recreation practices to ensure authorized locations are being used, that practices are run appropriately, and that Oak Harbor City Ordinances, NWSC, WYS, and WIYSA rules are followed.
 - vii) Order, organize, and distribute medals for each season.
- g) Director of Competition:** The duties of the Director of Competition shall include, but not be limited to, the following activities.
- i) Be administratively responsible for Deception Football Club (DFC), the travel/select program for NWSC.
 - ii) Recruitment of competitive players including working with the Vice President to advertise DFC opportunities.
 - iii) Work with the Director of Academy to schedule and oversee DFC tryouts, ensure accurate rostering of DFC teams, and ensure that all players are appropriately registered, and fees paid per the NWSC pay-to-play policy.
 - iv) Respond to questions and concerns regarding the select program.
 - v) Determine DFC practice locations, write all schedules, and submit game schedules to the referee assignor.
 - vi) Oversee all teams to ensure adherence to competitive league, WYS and WIYSA rules.
 - vii) Work with the Director of Uniforms to order DFC uniforms.
- h) Director of Academy:** The duties of the Director of Academy shall include, but not be limited to, the following activities.
- i) Be administratively responsible for North Whidbey Soccer Academy (NWSA), to include ordering, maintaining, and inventorying academy training equipment through the Board of Directors.
 - ii) Be responsible for establishing and continuing efforts involving the recruitment and development of both players and coaches within NWSA.
 - iii) Oversee the tryout process for DFC teams for NWSC.
 - iv) Be responsible for establishing clinics and other means of training for coaches and players.
 - v) Create and implement an annual training class for paid and/or volunteer recreational coaches.
- i) Director of Fields/Equipment:** The duties of the Director of Fields/Equipment shall include, but not be limited to, the following activities.
- i) Be responsible for ensuring the proper lining of all game fields and setting up goals prior to game starts or hiring an independent contractor to fulfill some or all these duties.
 - ii) Routinely inspect and ensure that all goals, nets, and other equipment are in good condition. Order, maintain and inventory all game field equipment.

NWSC Bylaws

- iii) Maintain the Conex boxes and other NWSC storage in a clean and orderly fashion.
 - iv) Maintain an active inventory of all equipment owned by NWSC.
 - v) Collect all equipment from coaches at the end of every season, then wash, organize, inventory, and repack coaching kits to prepare for the next season.
 - vi) Check out equipment at the beginning of each season to coaches.
 - vii) Maintain an inventory of all first aid equipment and regularly submit it to the Safety Officer.
 - viii) Work with the Treasurer to purchase any replacement equipment.
- j) Director of Uniforms:** The duties of the Director of Uniforms shall include, but not be limited to, the following activities.
- i) Be administratively responsible for all actions regarding NWSC, DFC, and NWSA uniforms.
 - ii) Develop a soccer uniform budget and provide it to the Treasurer for annual budget inputs.
 - iii) Oversee ordering and distribution of uniforms and apparel for all NWSC players, volunteers, independent contractors, and board members.
 - iv) Have the authority to accept payments or oversee authorized volunteers to accept payments for uniform and apparel transactions.
- k) Director of Sponsorships:** The duties of the Director of Sponsorships shall include, but not be limited to, the following activities.
- i) Be a general representative for NWSC in all matters relating to sponsorship development and business networking.
 - ii) Provide sponsorship information to the Public Information Officer.
 - iii) Be administratively responsible for all club actions regarding sponsorships, including the ability to negotiate terms and conditions of contracts to bring to the Board of Directors for a vote.
 - iv) Actively recruit sponsors for NWSC.
 - v) Ensure that NWSC sponsors receive proper letters of appreciation and sponsor plaques following each season.
 - vi) Work with the Treasurer to order sponsorship products.
 - vii) Install and/or set up all sponsorship products, including banners, boards, pop-ups, for each recreational or competitive game day.
 - viii) Provide an annual budget to the Treasurer regarding sponsorship funds and public information costs.
 - ix) Work with the Director of Uniforms to ensure sponsor logos are on player apparel.
- l) Webmaster:** The duties of the Webmaster shall include, but not be limited to, the following activities.
- i) Update and maintain the club website, to include posting monthly minutes.
 - ii) Collect information regarding phishing attempts, website attacks, and other communication channel disruptions and provide quarterly reports to the Safety Officer.

- iii) Ensure NWSC online content meets or exceeds the current best practices for search engine optimization, organic traffic generation, and paid advertising submission.
- iv) Display and maintain paid advertising banners on the NWSC website.

m) Director of Indoor Soccer/Futsal. The duties of the Director of Indoor Soccer/Futsal shall include, but not be limited to, the following activities.

- i) Be administratively responsible for the indoor soccer/futsal program.
- ii) Communicate information to families in the indoor soccer/futsal program.
- iii) Locate, develop, and/or maintain indoor locations throughout Oak Harbor for NWSC players to have winter opportunities to compete in futsal and indoor soccer.
- iv) Coordinate activities with other WIYSA members to host an annual indoor soccer/futsal league that includes a minimum six-game schedule for all registered teams.
- v) Coordinate with the Registrar to have players rostered to teams appropriately.
- vi) Actively advertise and recruit participants in the community.
- vii) Respond to questions and concerns regarding the indoor soccer/futsal program.
- viii) Be responsible for the recruitment and development of indoor soccer/futsal coaches and players within this program, to include working with the Director of Public Relations to advertise the program.
- ix) Write indoor soccer/futsal game schedules and submit them to the referee assignor.
- x) Develop futsal referee opportunities, including referral to WA Referees for professional training.
- xi) Be present on all game days or ensure a Board Member is present to oversee operations, direct the program, and mitigate issues as they arise.
- xii) Ensure that all NWSC coaches have successfully met any requirements established by the club and have passed any background checks that may be required by WYS.
- xiii) Oversee all teams to ensure adherence to WYS rules.
- xiv) Work with the Director of Uniforms to order indoor soccer/futsal uniforms.
- xv) Order, organize, and distribute medals for each season.

n) Non-voting Youth Representative. The NWSC Board of Directors will appoint by a 50.1% majority vote a non-voting youth member, at least age 14 and below age 18, each year. This representative cannot be a youth family member of an active board of directors' member. The role of this position is to provide youth and player insights to the board of directors during discussions regarding current and future club business.

6) Board Subcommittees

- a) The Board of Directors may designate and appoint subcommittees, each of which shall consist of at least one Board of Directors member and two or more NWSC members, including Board of Directors members.
- b) The Board of Directors shall establish the charge and tasks for each subcommittee and appoint its members. The subcommittee will elect a chairperson.

NWSC Bylaws

- c) The Executive Board will serve as the club's permanent Risk Management subcommittee. The President serves as the chairperson of the Executive Board. The Vice President serves as the chairperson of the Risk Management subcommittee. The Registrar fulfills these duties if these positions are open, or a conflict of interest exists that prevents the President or Vice President from fulfilling them.
- d) All active programming directors, including Competition, Recreation, Academy, and Indoor/Soccer Futsal, shall serve as a permanent Appeals subcommittee responsible for hearing appeals or grievances from members regarding Risk Management subcommittee decisions or board resolutions.
- e) All active subcommittees must present a report at the regularly scheduled monthly meeting of the Board of Directors or present a reasonable reason why such a report is unavailable.

7) Meetings

- a) The Board of Directors shall meet a minimum of one time per month. Regularly scheduled monthly meetings will be open to the general public.
- b) Special meetings of the Board of Directors may be called by or at the written request of the President or by two currently serving Board members. Reasonable notice of meetings shall be provided by the Secretary. Special meetings will be closed to the public.
- c) The AGM shall take place during the 1st quarter of each calendar year at a date and time designated by the Board of Directors for the purpose of electing Board Members and presenting the annual budget. Notification of this meeting shall be made available to members within 30 days prior to the AGM via social media. Individuals choosing to run for an open board position shall notify the Secretary 10 days after the notice for AGM is announced. NWSC will e-mail ballots to all registered members within 15 days before the AGM. Members shall bring their ballot to the AGM for voting. Individuals who will receive ballots are parents, coaches, volunteers, and administrators, over the age of 18. One vote will be allotted per household. Each member of the Board of Directors will have one vote.
- d) Members of the Board of Directors may participate in a meeting by means of remote meetings by which all persons participating can hear each other at the same time. The AGM must be attended in person to cast votes for candidates running for open positions unless health restrictions or other local, state, or federal government rules or procedures require an online-only meeting for the entire board.
- e) Proxy voting is not permitted for subcommittee or Board of Director meetings.
- f) All board and subcommittee meetings shall be conducted in accordance with Roberts Rules of Order.

8) Voting and Quorum

- a) At all meetings of the Board of Directors, Board members will have one vote. Accepted motions will be passed with a 50.1% majority. In the event of a tie, the President is not allowed a second vote. Voting shall be completed in person or via remote meeting except for when voting in candidates for open board positions.

NWSC Bylaws

When a member has been proposed to fill a vacancy on the Board of Directors, it will require a two-thirds majority vote of the whole Board of Directors.

- b) At the AGM, all households who have been provided an e-mailed ballot will have one vote for board candidates.
- c) Voting will be done by voice (pro/con), except for voting on Board of Director positions or accepted motions for a vote of no confidence or a vote of censure. Voting on open board positions will be done by written ballot. Voting on accepted motions for a vote of no confidence or a vote of censure shall be by roll call. Immediately following the meeting, three board members not up for election at the AGM will count the ballots in a closed session. The decision will be announced within 24 hours via social media.
- d) A 50.1% majority of the Board of Directors in office shall constitute a quorum for the transaction of regular business at any Board meeting. If a quorum is not present at a meeting, a 50.1% majority of the Board of Directors present may make a motion to adjourn the meeting. A 67.1% majority is required for a quorum when the agenda includes a vote to remove a board member from their position.

9) Presumption of Assent

- a) A Board Director present at a Board meeting at which action any matter is taken shall be presumed to have assented to the action taken unless their dissent, recusal, or abstention, is entered in the minutes of the meeting, or unless such Board Director files a written dissent or abstention to such action with the Secretary within five business days after the Secretary releases the meeting minutes draft and/or voting on the meeting minutes at the next meeting.

10) Action by Board of Directors Without a Meeting

- a) Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is executed by each Board Member entitled to a vote. 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 minutes of a Board meeting.

11) Compensation

- a) No Board of Director member shall receive compensation for their services as a serving board member but may receive reimbursement for expenditures incurred on behalf of NWSC. Board Members will receive a \$100 credit per month which can be used at their discretion for club programming while serving as an active board member. These credits can be distributed up to 12 months in advance.
- b) No money will be directly exchanged. The Registrar will provide Board Members with a discount code when requested.
- c) Board members that leave their positions before fulfilling the entire calendar year are responsible for refunding any outstanding credits if internal services are requested and rendered in advance.

NWSC Bylaws

- d) NWSC will compensate independent contractors for various needs, including coaching, field lining, and other services as determined by the Board of Directors. Board members can be hired as independent contractors if such a role does not interfere with their elected duties. Contracts must be executed between NWSC and the designated individual(s) for any services outside of recreational coaching.
- e) Board members serving as independent contractors are responsible for obtaining their own insurance and business license as needed to fulfill responsibilities.

12) Conflict of Interest

- a) No member of NWSC or any member of the Board of Directors shall engage themselves in a position or function to secure an advantage for another organization or for their own personal or business gain.
- b) Any potential conflict of interest shall be declared in a disclosure statement to the Board of Directors, either voluntarily, upon request of the Board of Directors, or fulfilling an open position. If a conflict of interest is evident, the Board of Directors shall request the withdrawal of the person or recommend an investigation.
- c) All Board of Director members are required to review and update their conflict-of-interest disclosure once per calendar year.

13) Finances

- a) No loans shall be contracted on behalf of NWSC, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. No loans shall be made, and no credit shall be extended to the Board of Directors.

14) Seasonal Year

- a) The NWSC seasonal year for players and coaches shall coincide with the seasonal year established by WYS or the league in which NWSC teams participate.

15) Legal Action

- a) No player, parent of a player, coach, referee, member, or team who has a grievance involving NWSC shall invoke the aid of the courts in the United States or in Washington State or any other jurisdiction without first exhausting all available remedies within the appropriate soccer organization, as provided within NWSC, WIYSA, WYS and its Member Association, U.S. Youth Soccer, and provided within USSF.
- b) Appeals or grievances from an aggrieved party must be in writing and accompanied by a \$100 non-refundable fee.
- c) All appeals and grievances from Risk Management subcommittee decisions shall be heard by the Appeals subcommittee, made up of the serving programming directors, at a meeting called for the purpose of hearing the appeal or grievance.
- d) Appeals and grievances which are to be heard by the Risk Management or Appeals subcommittees must be received within 48 hours of the date and time of the alleged incident forming the basis of the appeal or grievance. The Executive Board, by a majority vote, may elect to waive this requirement in the appropriate circumstances.

NWSC Bylaws

16) Amendments to Bylaws

- a)** Proposed changes or amendments to the Bylaws of NWSC shall first be made in writing and submitted to the President and Secretary.
- b)** The Secretary shall notify the Board of Directors at least five business days prior to the meeting at which proposed changes or amendments are to be presented to the Board of Directors for its consideration. The Secretary shall provide notice of the date, time, and place of meeting, as well as a copy of the proposed changes or amendments.
- c)** All proposed changes or amendments to the Bylaws of NWSC shall be approved by a 50.1% majority vote of the Board of Directors.

Certificate of Secretary

I, Ben Markwart, the Secretary of NWSC, a non-profit corporation, hereby certify that the foregoing bylaws were adopted as the bylaws of said corporation on November 6th, 2023, at a regularly scheduled meeting of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Ben Markwart', is written across the page. The signature is fluid and cursive, with a long horizontal stroke at the end.