

PROPOSAL TO AMEND AND RESTATE THE BYLAWS

WPFC last amended and restated its Bylaws in December, 2005 as part of the combination between F.C. Royals and F.C. United. At the time, the Bylaws were adopted to be an interim document that would evolve over a minimum period of three years. The document was intended to provide a flexible framework of governance for a smooth transition that would reduce the size of the board of directors over time to a more reasonable number. The Bylaws are out of date and need to be amended. There are blanks in the document that were never completed and there are references to leagues and leadership positions that are no longer relevant to the club. A copy of the current Bylaws are on our website here: <http://www.washingtonpremierfc.com/docs/about/documents/wpfcbylaws.pdf>.

WPFC has another reason to amend its Bylaws. The club has been selected as a “chartered club” in the new Regional Club League that will kick off in September. The Regional Club charter is a commitment between Washington Youth Soccer, TPCJSA and WPFC as a chartered Regional Club, to work together to serve the highest level of development and play and improve the quality of development across TPCJSA. A central requirement of receiving and maintaining the charter is to have properly maintained club Bylaws and good governance practices.

The attached amended and restated Bylaws are intended to satisfy the requirements of the Regional Club Charter and, more importantly, provide WPFC with a governance model based on best practices for nonprofit, tax-exempt organizations. Here are some of the key differences between the current and proposed Bylaws:

Topic	Current Bylaws	Proposed Bylaws	Why the Change?
Membership	(a) players; (b) parents or guardians of players; (c) coaches, assistant coaches and trainers; (d) officers, directors and special members who are in good standing in the club	(a) players; (b) parents or legal guardians of players and (c) Members of the Board of Directors who are in good standing in the club	Essentially the same, except elimination of coaches and trainers as members. The club has no “special members.”
Governing Authority	Board of Directors	Board of Directors	No change
Board of Directors Composition:	The Executive Board (elected by members) and the Club Representatives (elected by	Board of Directors elected directly by the members	A single board elected directly by the membership is representative, efficient and consistent with principles of good governance

	teams)		Positions such as the registrar and “manager of managers” are operational roles that should be appointed by the Board of Directors. There is no reason why such positions should automatically have a seat on the board of directors.
Number of Directors	one “Club Representative” per team. Essentially, this means every team manager (32)	Minimum of 9, maximum of 15	Current board size is too large and inefficient
Officers	President, First V.P., Second V.P., V.P. of Competition, V.P. of Development, V.P. of Registration, V.P. of Community Development, Secretary, Treasurer	President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board.	Same primary offices, just different manner of how elected. Like current bylaws, Board has flexibility to create additional offices if necessary or desirable.
Annual General Meeting	March	September	September makes more sense under the new soccer calendar since tryouts are now in April and May. By September, all teams are formed and members have settled into the club
Election Procedure	In person at AGM	Each Member would receive a ballot with the names of the candidates. Voting will be open for at least 10 days. Each Member may cast no more than their allotted votes for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available.	Historically, it has been very difficult to obtain a quorum at the AGM. If members are allowed to vote for 10 days by mail or electronically, we should achieve greater participation.