

**Amended
December 16, 2005**

Bylaws

Of the

**FC Royals
(Washington Premier FC)**

POSITIONING STATEMENT

The FC Royals and FC United Premier Soccer Clubs are combining their history, tradition, successes, knowledge, experience, leadership, alumni and assets into an expanded FC Royals Soccer Club with a new name (Washington Premier Football Club) and a new look. By doing so, they will insure a greater probability of financial, political and marketable prosperity.

It is also understood that gender equality is a primary principal of the club.

Washington Premier FC will strive to consistently compete at the highest level of premier soccer in the national landscape.

PREFACE

Washington Premier Football Club (Washington Premier FC) is established as a non-profit, charitable and educational organization and is comprised of members and teams within the State of Washington. In turn, the club is affiliated with the Tacoma-Pierce County Junior Soccer Association (“TPCJSA”), Washington State Youth Soccer Association (“WSYSA”), US Youth Soccer (“USYSA”) and US Soccer Federation (the “Federation”), US Club Soccer and Super Y League, and ultimately with the Federation Internationale de Football Association (“FIFA”).

VISION STATEMENT

The vision of Washington Premier FC is to be the premier young men and women’s soccer club in the United States.

MISSION STATEMENT

Through competitive soccer and a commitment to excellence we provide young men and women an experience that will guide the development of their character, athletic, academic and leadership abilities and their sense of community.

CLUB MOTTOS

"Be the Best You Can Be" & "Commitment to Excellence"

CORE VALUES

Excellence in academics, athletics, leadership and citizenship!

CHANGES

Changes to the contents of these Articles and Bylaws may occur at any time as the result of decisions by the National, State, Association or Club's governing Boards of Directors.

The Club and the Club's Web Site will always have the most current edition of the revisions, as noted on the "List of Effective Pages" ("LOEP"), when dealing with a particular issue.

LIST OF EFFECTIVE PAGES (LOEP)

Note: This section is where articles, bylaws, and/or rules have been voted on and adopted by the Club's Board of Directors (BOD). These changes have not been effected by the Club membership at the annual general membership meeting (AGM) held in March of each year. Therefore, the changes listed in this section will form the basis for leadership decisions by the BOD assuming that the general membership will approve them. After they are approved by the AGM, then they are incorporated into the text of the next version of the Bylaws and Rules.

ARTICLE I - NAME AND DURATION

SECTION 1: The name of this organization shall be changed from the FC Royals to Washington Premier Football Club, herein referred to as the club. The club is a nonprofit organization, organized and existing under the laws of the State of Washington. The club is, and shall remain, a nonsectarian and nonpartisan organization.

SECTION 2: The duration of this organization shall be perpetual.

ARTICLE II - PURPOSES AND OBJECTIVES

SECTION 1: The purposes of the club are educational and charitable, and include the following:

- (a) To teach the game of soccer and the love for it.

(b) To teach and develop players, coaches, referees, administrators, and future leadership of the game and for the club.

(c) To teach through the game of soccer: mental, physical and emotional wellness, discipline, dedication, and commitment to excellence, teamwork, leadership, citizenship and volunteerism.

(d) To teach self-confidence to our athletes that will allow them to accomplish whatever in life is important to them.

SECTION 2: The objectives of the club are to:

(a) To establish an administration to govern and direct the functions, operations, business and all activities of the club

(b) To develop and promote the game of soccer;

(c) To organize and govern soccer teams for adult men and women, and boys and girls who want to compete at the highest levels of competition;

(d) To encourage volunteer adult and youth leaders to share their time and effort on behalf of the club and to offer training in this regard;

(e) To hold fundraising functions to finance the purposes and objectives herein enumerated; and

(f) To do all and everything necessary for which this club is organized.

ARTICLE III - CLUB COLORS AND UNIFORMS

SECTION 1: The designated colors of the club are: black, white and blue.

SECTION 2: All teams affiliated with the club and players associated with each team will purchase and wear club uniform items as determined by the Board of Directors each year.

SECTION 3: The Board of Directors must approve any deviation from the club uniform by an individual team or player in advance.

ARTICLE IV – JURISDICTION

The club shall have jurisdiction over all its members, including teams, players, and individuals, such as coaches, administrators, alumnae/i and parents.

ARTICLE V – AFFILIATION

SECTION 1: The club shall be a member of Tacoma-Pierce County Junior Soccer Association (TPCJSA), The Washington State Youth Soccer Association (WSYSA), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF or “the Federation”), US Club Soccer (USCS), and the Super Y League (SYL).

SECTION 2: The club may join any organization that has requirements that do not conflict with USSF articles, bylaws, policies and requirements.

SECTION 3: The club shall register all of its players, coaches, teams, referees and administrators with USSF at least once each year and timely pay all dues and fees of (USSF).

SECTION 4: Individuals registered by the club with the USSF shall be members of the USSF with the rights accorded them under the USSF bylaws.

ARTICLE VI - MEMBERSHIP

SECTION 1: The club’s membership consists of:

- (a) All soccer players (male & female) selected for membership on a club team;
- (b) Parents or guardians of players under eighteen years of age selected for membership on a club team;
- (c) Club team coaches, assistant coaches and trainers;
- (d) Club officers, directors and special members who are in good standing in the club.

SECTION 2: A club member is considered to be in good standing when the member has complied with the club’s Articles of Incorporation, Bylaws, rules and policies and is current in his or her payment of club fees and/or assessments and all registration forms have been submitted to the Treasurer, Registrar or his or her designate.

SECTION 3: The club shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

SECTION 4: No members of the club shall engage themselves in any club position or function in an effort to secure an advantage for another organization or for their personal or business gain. Any

potential conflict of interest shall be declared in a disclosure statement to the Executive Board, either voluntarily or upon the request of the Executive Board. If a conflict of interest is evident, as determined by the Executive Board in its discretion, the Executive Board shall request the withdrawal of the person or recommend an investigation by the Board of Directors.

ARTICLE VII - ADMINISTRATIVE AUTHORITY

SECTION 1: The Board of Directors shall be governed by its Articles of Incorporation and Bylaws, except when those are superseded by those of USYSA and/or WSYSA.

SECTION 2: The club's Board of Directors shall have the authority to issue policies and rules necessary to interpret, clarify or further define its Bylaws.

ARTICLE VIII – ADMINISTRATION

The governing authority of the club shall be vested in the Board of Directors.

ARTICLE IX – BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of the Executive Board and Club Representatives.

SECTION 2: The Club Representatives will be elected by the teams, gender-group or age group membership. The number of Club Representatives will decline over a three-year period as follows:

- (a) From December 16, 2005 until the 2007 AGM elections, the Club Representatives will be the Team Managers.
- (b) At the 2007 AGM election, the members will elect one (1) Club Representative per gender per age group.
- (c) At the 2008 AGM election, the members may consider electing one (1) Club Representative per age group.

SECTION 2: The duties of the Board of Directors shall include, but not be limited to, the responsibility to:

- (a) Perform the duties set forth in these Bylaws;
- (b) Approve the budget and supplementary budget items;

- (c) Vote on written requests and petitions;
- (d) Vote on requests and recommendations by the Executive Board;
- (e) Vote on applications and/or suspension or expulsion of members;
- (f) Vote on changes or amendments to the operating procedures and rules;
- (g) Vote on vacancies on the Executive Board;
- (h) Approve the hiring, dismissal and compensation of the Administrative Director(s) of Club Development (ADCD) and the Director of Business Development (DOBD);
- (i) Suspend or remove any Executive Board member or Club Representative in accordance with Article X, Section 5 of these Bylaws;

SECTION 3: The Board of Directors shall meet as set forth in Bylaw Article XV - MEETINGS, herein.

SECTION 4: The Board of Directors shall vote as set forth in Bylaw Article XVI – VOTING AND QUORUM, herein.

SECTION 5: Any director may resign at any time by delivering written notice to the President, the Secretary, or the registered office of the club, or by giving oral notice at any meeting of the Board of Directors or members. Any such resignation shall take effect at any subsequent 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.

ARTICLE X - EXECUTIVE BOARD

SECTION 1: The Executive Board (Officers) will consists of:

- (a) From December 16, 2005 until the AGM election in 2006 the Executive Board will consist of sixteen (16) persons. They are the existing FC Royals Executive Board (7 persons) and the FC United Executive Board (9 persons). Combined they will govern as one Executive Board.
- (b) The combined Executive Board will determine initially what officers will fill the eight (8) officer positions. Those positions are the First Vice President of Administration, the Second Vice President of Administration, the Secretary, the Treasurer, the Vice President of Competition, Vice President of Development,

the Vice President of _____ (name to be determined), and the Vice President of _____ (name to be determined). Some positions will have two officers serving in the same capacity. The ninth (9th) officer position of President will be shared by the existing FC Royals President and FC United President. They will serve as Co-Presidents.

- (c) At the 2006 AGM, the membership will elect four (4) persons from the current FC Royals Executive Board and four (4) persons from the current FC United Executive Board. The FC Royals and FC United Presidents will serve as Co-Presidents. The combination of experienced executive board leadership from both clubs will provide historical understanding of club's business, insure organizational continuity and equal representation of both genders.
- (d) At the 2007 AGM, the election of the Executive Board will proceed in accordance with the terms set forth in Article X, section 4, herein.

SECTION 2: The Executive Board shall be responsible for conducting the business and administering the affairs of the club. Such duties shall include, but not be limited to, the following:

- (a) Positively assisting all members of the club and encouraging maximum participation;
- (b) Enforcing the bylaws, procedures and rules of the club, TPCJSA, WSYSA, USCS, WSSA, Super Y League, and the Federation;
- (c) Acting as liaison for all club members in matters dealing with affiliated and un-affiliated soccer organizations;
- (d) Approving or removing club committee directors;
- (e) Making recommendations to the club Board of Directors for suspension or removal of club Officers;
- (f) Reviewing and making recommendations on matters to be submitted to the Board of Directors;
- (g) Strategic planning; and
- (h) Signing orders on the treasury.

SECTION 3: The Executive Board shall meet as set forth in Bylaw Article XV - MEETINGS, herein.

SECTION 4: Officer Election procedures are as follows:

(a) The Officers (Executive Board) shall be elected at the Annual General Meeting (AGM) by the voting membership of the club, as follows:

(1) Officers to be elected in ODD (starting in 2007) numbered years are:

- President
- Second Vice President of Administration
- Secretary
- Vice-President of Competition
- Vice President of _(name to be determined).

(2) Officers to be elected in EVEN (starting in 2008) numbered years are:

- First Vice President of Administration
- Vice President of Development
- Treasurer
- Vice President of _(name to be determined).

(b) Nominations shall not be accepted from the floor at the election.

(c) Prior to each election, the President shall appoint a person as the election chair, who is not a candidate for office, to conduct the election. Such person shall appoint a minimum of two (2) tellers and a secretary to pass out, collect and count the ballots in the presence of the election chair. Ballots may be distributed in advance as part of the sign-in procedure. The election results shall be announced to the membership by the election chair who shall state the number of eligible votes, the number of votes counted, the number of votes necessary to elect, and the results of the balloting.

(d) A majority of votes cast shall be necessary to elect.

(e) In the event an objection is raised, a recount of the ballots may be approved by the Board in a weighted roll-call vote. In the event a recount is authorized, each person running for office shall be entitled to appoint one person to monitor the recount.

(f) The election chair shall then entertain a motion to destroy the ballots.

SECTION 5: Term of Office

- (a) The term of office for Officers shall commence on May 1 of the year, and shall continue until April 30, two years hence. Outgoing officers shall assist their successors for a period not to exceed the remainder of the time from the election in March until May 1, in order to assure a smooth transition.
- (b) Any officer being absent from three (3) consecutive meetings of the Executive Board or Board of Directors, or being negligent in responsibilities to the club or being in violation of the club Board Member Code of Conduct or combination thereof, shall be subject to suspension or removal by the Board of Directors.
- (c) Members of the Executive Board may not be a paid employee or compensated agent of any member of the USSF, USYSA, or WSYSA. A compensated agent refers to a person receiving fees for services rendered and not a person who is reimbursed for expenses incurred in order to fulfill official duties in connection with the business of the club.
- (d) Members of the Executive Board may not be Team Managers or hold any other positions at the team level.

SECTION 6: Responsibility of Officers

- (a) President:** - The President shall supervise all activities of the club, the work of the Executive Board and the Board of Directors and shall chair all meetings of the same. The responsibilities of the President shall include, but not be limited to, the following:
 - (1) Be the club representative to TPCJSA and/or other soccer affiliations, which responsibility may be delegated, subject to the approval of the Executive Board;
 - (2) Be the general representative of the club in all matters, particularly as regards public relations, which responsibility may be delegated;
 - (3) Appoint directors of committees as the needs of the club may require, subject to the approval of the Executive Board;
 - (4) Be responsible for oversight of office procedures and personnel, which responsibility may be delegated;

- (5) Supervise the Fundraising Committee;
- (6) Supervise the Risk Management Committee;
- (7) Provide to the Secretary of TPCJSA, and/or other soccer affiliations, an annual report on the activities of the club and the most current annual financial statements in accordance with requirements of the TPCJSA , and/or other soccer affiliations;
- (8) Sign contracts and other legal documents on behalf of the club and with prior approval of the Board of Directors;
- (9) Act as liaison to the club Alumnae/i; and
- (10) Sign orders on the Treasury.

(b) First Vice President of Administration - The First Vice-President shall assist the President in all business of the club, become the Acting President during any temporary absence of the President, and succeed to the Presidency if that office becomes vacant mid-term for any reason. The responsibilities of the First Vice-President shall include, but not be limited to, the following:

- (1) Parliamentarian;
- (2) Registration Committee;
- (3) Bylaws and Rules Committee;
- (4) Appeals and Ethics Committee; and
- (5) Sign orders on the Treasury.

(c) Second Vice President of Administration - The Second Vice President of Administration shall assist the President in all business of the club, become Acting President during any temporary absence of both the President and the First Vice President of Administration, and succeed to the Presidency if both offices become vacant mid-term for any reason. The responsibilities of the Second Vice President of Administration shall include, but not be limited to, the following:

- (1) Publicity/Newsletter;

- (2) Marketing;
- (3) Disciplinary;
- (4) Audit Committee;
- (5) Equipment Committee; and
- (6) Sign orders on the Treasury.

(d) Secretary - The responsibilities of the Secretary shall include, but not be limited to, the following:

- (1) Custodian of all office assets and correspondence;
- (2) To record, prepare, publish and distribute minutes in a timely fashion for all meetings of the Executive Board and Board of Directors of the club;
- (3) Provide proper notice of all board meetings to required attendees;
- (4) Provide reports and records to appropriate levels of administration as required;
- (5) Ensure that the club complies with recording and reporting requirements in conjunction with the club's status as a charitable organization; and
- (6) Signs orders on the Treasury (as necessary).

(e) Treasurer - The responsibilities of the Treasurer shall include, but not be limited to, the following:

- (1) Deposit all moneys of the club in a chartered bank in the name of the club;
- (2) Provide properly authorized disbursements (see Bylaw Article

FINANCES) of club budgeted funds and other fees, and of funds raised from sources other than player registration;

- (3) With the assistance of a Certified Public Accountant, and/or other qualified professional help, as needed, keep the proper accounting on all financial items;
- (4) Prepare financial reports for all Executive Board and Board of Directors meetings, including the Annual General Meeting as requested, not to exceed one report per month;
- (5) Prepare a proposed budget for each fiscal year with input from the other officers. The proposed budget will be developed for the Annual General Meeting;
- (6) With the assistance of a Certified Public Accountant and/or other qualified professional help, as needed, assist the Executive Board in defining specific financial policies;
- (7) With the assistance of a Certified Public Accountant and/or other qualified professional help, as needed, timely file required tax and financial statements and forms;
- (8) With the assistance of a Certified Public Accountant and/or other qualified professional help, as needed, arrange for a yearly audit of the club financial records by the Audit Committee and each time there is a change in the office of the Treasurer;
- (9) Insurance; and

(10) Sign orders on the Treasury.

(f) Vice President of Competition - The responsibilities of the Vice President of Competition shall include, but not be limited to, the following:

- (1) Supervision of all club administered tournaments;
- (2) Supervision of all club administered competitions;
- (3) Provide support of administered competitions and practices, including field reservations, scheduling, preparation and assignment of referees;
- (4) Attend to and be the custodian of all club trophies;
- (5) Provide liaison between the club and other administrations regarding "Competition" matters; and
- (6) Approval of formation and operation of all competitive programs provided they meet the Executive Board requirements;

(g) Vice President of Development – The responsibilities of the Vice President of Development shall include, but not limited to the following:

- (1) Team Manager Committee;
- (2) Big/Little Sister & Brother Committees;
- (3) Referee development;
- (4) Training materials and equipment;
- (5) Provide liaison between the club and other administrations regarding "Development" matters;
- (6) (6) Field Committee.

(h) Vice President of __ (name to be determined) - The responsibilities of the Vice President of _____ shall include, but not limited to the following:

(1)

(2)

(3)

(4)

(i) Vice President of __ (name to be determined)_. The responsibilities of the Vice President of _____ shall include, but not limited to the following:

(1)

(2)

(3)

(4)

SECTION 7: Resignation.

Any officer may resign at any time by delivering written notice to the President, or Secretary, or by giving oral notice at any meeting of the Board of Directors. Any such resignation shall take effect at any subsequent 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.

SECTION 8: Vacancies.

A vacancy on the Executive Board or Board of Directors may occur by the resignation, removal or death of an existing director, or by reason of increasing the number of directors on the Board of Directors in accordance with these Bylaws. Except as may be limited by the articles of incorporation, any vacancy occurring in the Executive Board or Board of Directors may be filled by the affirmative vote of a majority of the remaining members of the Executive Board though less than a quorum. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office, except

that a vacancy to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors for a term of office continuing only until the next election of directors.

ARTICLE XI – COMMITTEES

The club committees shall be established as required to satisfy the programs and needs of the club. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 1: Standing Committees, which have a continuing existence, are numerated in the club Procedures and Rules.

- (a) Each standing committee shall be the responsibility of a specific officer of the Executive Board.
- (b) The Executive Board shall confirm standing committee chairpersons annually; and shall publish a list of said committee chairpersons not later than May 1.
- (c) In the event that the responsible officer fails to submit a name for approval, the President shall appoint the committee chairperson with the approval of the Executive Board.
- (d) In the event a committee chairperson resigns, or is unable to fulfill the position as chairperson, the responsible officer shall bring to the Executive Board a recommendation for replacement. The Executive Board shall vote on the replacement in a timely manner.
- (e) The Executive Board may also remove committee chairpersons.
- (f) Committee members of standing committees shall be appointed by the committee chairperson after consultation with the Executive Board member responsible for over seeing that committee.
- (g) The budget for each standing committee shall be included in the club budget.

SECTION 2: Special Committees may be formed by the Executive Board for the purpose of accomplishing specific tasks. The authorization for these committees may include provisions for a budget, for the duration of the committee, and for appointing a member or members of the Executive Board to be responsible for the committee.

ARTICLE XII - ADMINISTRATIVE AND BUSINESS DIRECTORS

SECTION 1: The responsibilities of the Administrative Director(s) of Club Development (ADCD) shall include, but not limited to, the following:

- (a) Develop and prepare general program structure and goals for Executive Board consideration;
- (b) Prepare coaching annual budget for Executive Board consideration;
- (c) Recruit, hire and fire team coaches (including assistants) and trainers;
- (d) Create and oversee consistent club curriculum for player development;
- (e) Organize and supervise the annual try-outs;
- (f) Develop programs that enhance membership, i.e. camps, clinics and outreaches;
- (g) Train team coaching staff;
- (h) Execute monthly coaches meetings;
- (i) Develop annual tournament and travel plans;
- (j) Attend to any member challenges or concerns;
- (k) Work with trainers and associate directors;
- (l) Olympic Development Program (ODP) liaison.
- (m) Sits on Executive Board as a non-voting member.

SECTION 2: The responsibilities of the Director of Business Development (DOBD) shall include, but not limited to, the following:

- (a) To be determined.
- (b) _____.

ARTICLE XIII – CLUB REPRESENTATIVES

SECTION 1: The Club Representatives combined with the Executive Board are the Board of Directors. The appointment, election and the number of Club Representatives will evolve over a three (3) year period as described in Article IX, Section 2.

SECTION 2: The duties of the Club Representatives shall include:

- (a) Being familiar with the club’s bylaws, policies and procedures;
- (b) Representing their team, gender group or age group, as the case demands, in all matters before the Board of Directors;
- (c) Being present at meetings and study sessions of the Board of Directors;
- (d) Serving as a liaison between the Board of Directors and the club membership;
- (e) Helping promote interest in the development and management of the club;
- (e) Giving oral and/or written reports of team, gender group or age group activities at Board of Directors meetings;
- (f) To sign and adhere to the Board of Directors Code of Conduct.

SECTION 3: In the event a Club Representative resigns, or is unable to fulfill the position, the Executive Board shall vote on the replacement in a timely manner.

ARTICLE XIV – FINANCES

SECTION 1: The club is and shall be a non-profit, tax-exempt organization, recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “IRC”). The club shall maintain its tax exempt status under the IRC, and the Treasury Regulations promulgated there under, and the State of Washington.

SECTION 2: The club shall maintain its registration as a non-profit fundraising organization with the State of Washington;

SECTION 3: The fiscal year of the club shall begin at 12:00 AM on April 1 and end at 11:59 PM on March 31, of the following year. All financial rules and regulations are in effect during the twelve (12) months of the fiscal year.

SECTION 4: The Budget:

- (a) The Treasurer, with the support of the Executive Board, shall prepare a proposed budget for the next fiscal year. Copies of the proposed budget, by line item, shall be submitted to the Board of Directors at least thirty- days (30) prior to the meeting at which it is adopted. Copies of the approved budget, by line item, shall be printed in the Annual Report.
- (b) The budget shall be limited for any given year to expected income plus reserve for that year. The total budget shall include no less than a 10% contingency fund each year.

SECTION 5: Membership Dues (Club & Team):

- (a) Each registered player with the club shall pay club and team participation fees.
- (b) The Board of Directors shall determine the participation fee for each succeeding year.
- (c) All club participation fees shall be payable as required by the Board of Directors.
- (d) Any delinquent member may lose his or her right to participate in the club.
- (e) The Treasurer will develop and upon approval of the Board of Directors, enforce financial policies for the club to ensure the ongoing ability of the club to meet its operational objectives and commitments;
- (f) New members being accepted during the fiscal year must pay the specified participation fees or reduced pro-rated participation fees as determined by the Board of Directors.

SECTION 6: Donations, Sponsorships & Fundraising: As a nonprofit, tax-exempt organization, the club welcomes charitable donations from individuals, businesses, other charitable organizations and other entities.

- (a) “Club Specific” donations, grants and/or income generated through fundraising shall be utilized for the mutual benefit of all members.
- (b) “Team Specific” funds that are generated through sponsorships and fundraising efforts shall be utilized at the team level.
- (c) “Player Specific” funds that are generated through sponsorships and fundraising efforts shall be utilized at the individual player level.

SECTION 7: Club and Team Bank Accounts:

- (a) The club will maintain bank accounts that deal with club business. The Club Treasurer will be in charge of and responsible for maintaining the accounts as described in ARTICLE X, SECTION 6: (e).
- (b) Each team will maintain a bank account and the team treasurer will govern as described in the Treasurer’s Guidelines and Policies.

SECTION 8: Audit - The financial books and accounts of the club, maintained by the Treasurer, shall be audited annually and immediately following the Treasurer’s current term of office. The auditor may not be a member of the Board of Directors or the staff of club.

SECTION 9: Financial Reports - A current fiscal year statement of Income and Disbursements of Funds will be included in the club Annual Report. An audited fiscal year statement of Income and Disbursements of Funds shall be prepared and distributed to the Board of Directors.

SECTION 10: Disbursement of Special Funds - Any disbursements of funds raised from sources other than participation fees (e.g., grants, donations, etc.) shall first be authorized by the Board of Directors. All amounts shall be paid by check, which shall be signed by two (2) club officers, signers to be designated by the President.

SECTION 11: Dissolution - Should the club be dissolved, all monetary assets remaining after payment of all debts shall be distributed as determined by a vote of the Board of Directors in compliance with Section 501(c)(3) of the IRC.

SECTION 12: Financial Responsibility – The club specifically disclaims financial responsibility for, and shall not assume nor be held liable for, the debts or the financial obligations, either expressed or implied, of any affiliated team, or any of the coaches, managers, officers, officials, or members of any team.

SECTION 13: No-Risk Policy – The club shall not institute programs or services that are not covered by either a budget item or by assured funds from outside sources or by funds generated by properly implemented club programs.

SECTION 14: Financial Planning:

- (a) For the purpose of long-range financial planning, funds from outside sources, funds generated through club programs or through investment of club moneys can be budgeted for specific future club programs or projects (“earmarked”) over a period exceeding 1 (one) fiscal year. And/or any such plans identified by the Executive Board requiring Board of Directors’ approval.
- (b) The transfer of unused budgeted funds to the next fiscal year for the same program is permitted. Any such plans must be identified by the Executive Board and presented to the Board of Directors.

SECTION 15: Fundraising:

- (a) The club will use a “blended” fundraising plan that will be approved by the Board of Directors on an annual basis. This blended fundraising plan may include the use of donations or funds that are “ Club Specific” and/or “Team - Individual Player Specific”.
- (b) Any fundraising programs, including marketing, in the name of the club and/or using the logo of the club requires the prior written approval of the Board of Directors.

SECTION 16: Club Logo Use Restrictions:

- (a) The club logo shall be protected by trademark regulations, and no outside organization, business firm, or person shall be allowed to use the logo without the prior written approval of the Executive Board.
- (b) The club logo - or any other form of expressing approval or endorsement - shall not be used for programs or projects that are unsafe, discriminatory, or not in accordance with the fundamental policies outlined in the club bylaws.

ARTICLE XV – MEETINGS

SECTION 1: The Annual General Meeting (“AGM”) of members of the club shall be held for the primary purpose of electing the Executive Board, Club Representatives, and for considering proposed amendments to the Bylaws.

SECTION 2: Meetings of the Board of Directors and the Executive Board are considered business meetings and shall be called as defined in the Bylaws.

SECTION 3: Annual General Membership Meeting (AGM)

- (a) The AGM shall take place during the month of March of each year. Notification and agenda of this meeting shall be provided no less than thirty-days (30) prior to the AGM in the manner described in subparagraph (b) below.
- (b) Written or printed notice stating the date, time and place of a meeting of members and, in the case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each member of record entitled to notice of or to vote at such meeting, not less than ten (10) days and not more than sixty (60) days before the meeting, except that notice of a meeting to act on a plan of merger, a proposed sale, lease, exchange or other disposition of all or substantially all of the assets of the club other than in the usual course of business, or the dissolution of the club shall be given not less than twenty-one (21) days and not more than sixty (60) days before the meeting. Such notice shall be effective upon dispatch if sent to the member's address or other number appearing on the records of the club. Notice may also be given by telephone contact with the member or by confirmed e-mail.
- (c) All Committee Chairpersons and members of the Board of Directors shall submit an annual report covering their respective activities no later than one month prior to the AGM date, or as requested by the Secretary, for inclusion in the Club Annual Report.
- (d) Input for the Nominations Committee regarding recommended candidates for Executive Board and Club Representatives should be submitted at least thirty-days (30) prior to the AGM. It is so noted that, the potential Club Representatives for some of

the newly formed teams (example: u-11s & u-12s) will not be available until the teams are formed.

- (e) The last order of business at the AGM shall be the election of Officers. Regular Minutes of the AGM will be published.
- (f) Special meetings of the members may be requested by any member of the Board of Directors with written concurrence of one-third (1/3) of the Board. Reasonable notice of all meetings will be provided.

SECTION 4: Board of Directors Meetings:

- (a) The Board of Directors will meet a minimum of nine-times (9x) per year to conduct the business outlined in Article IX: Board of Directors, herein.
- (b) Regular minutes will be prepared and published.
- (c) Special meetings of the Board of Directors may be called as required by the President or two (2) members of the Executive Board. Notice of special meetings of the Board of Directors stating the date, time and place thereof shall be given at least three (3) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, or other number appearing on the records of the club. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the club. The business to be transacted at, and the purpose of, any special meeting of the Board of Directors shall be specified in the notice of such meeting.

SECTION 5: Executive Board Meetings:

- (a) The Executive Board (Officers) will meet a minimum of nine-times (9x) per year to conduct the business outlined in Article X: Executive Board, herein.
- (b) Executive Board Minutes will be compiled for reporting at the Board of Directors' meetings.
- (c) (c) Special meetings of the Executive Board may be called as required by the President or by two (2) or more Officers. Notice

of all special meetings of the Executive Board will be provided in the manner described in Section 4(c) above.

- (d) Officers may participate in a regular or special meeting of the Executive Board by, or conduct the meeting through the use of, any means of communication by which all Officers participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

SECTION 6: Order of Business - The order of business at all meetings shall be as follows:

Call to Order @ 7:30 PM
Roll Call
Credential
Approval of the prior meeting minutes
Club Representatives Reports
Executive Committee & Administrative Reports
Committee Reports
Old Business
New Business
Election (AGM)
For the Good of the Game
Adjournment

SECTION 7: The rules of procedure at meetings of the Board, meetings of the members and committee meetings shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the articles of incorporation or any resolution of the Board.

ARTICLE XVI - VOTING AND QUORUM

SECTION 1: Voting

- (a) Executive Board Meetings - Officers shall have one (1) vote each. If an officer is absent their vote may be cast by proxy in the manner described in subparagraph (f) below.
- (b) Board of Directors' Meetings – The Executive Board and Club Representatives shall have one (1) vote each. If a BOD member is absent their vote may be cast by proxy in the manner described in subparagraph (f) below.

- (c) AGM – “Basically it is one vote per player per family.” The members entitled to vote are the Executive Board, Directors, Special Members, Club Representatives, Coaches, Trainers, and parents or guardians of each player in good standing. A member will have only one vote even if the member falls into several categories of membership. There will be no absentee or proxy votes allowed at the AGM. You must be present to vote.
- (d) A registered player who has reached the age of eighteen may vote instead of their parents or guardians in all General Membership Meetings (AGM) as defined in these Bylaws
- (e) The President may vote in the event of a tie at all club meetings.
- (f) An Officer or Director may vote by proxy by means of a proxy appointment form, which is executed in writing by the Officer or Director. All proxy appointment forms shall be filed with the Secretary of the before or at the commencement of meetings. No un-revoked proxy appointment form shall be valid after eleven (11) months from the date of its execution unless otherwise expressly provided in the appointment form. No proxy appointment may be effectively revoked until notice in writing of such revocation has been given to the Secretary of the Club by the member appointing the proxy.

SECTION 2: Quorum

- (a) Executive Board Meetings – From December 16, 2005 until the AGM election in March 2006 a quorum shall consist of the Co-Presidents and at least half of the FC Royals Executive Board and at least half of the FC United Executive Board. After the 2006 AGM election, a quorum for all Executive Board Meetings shall consist of at least the President, or Acting President, and four (4) additional Officers.
- (b) Board of Directors Meetings – During the ramp up phases a quorum will change as follows:
 - (1) From December 16, 2005 until the AGM election in March 2006 a quorum shall consist of at least the Co-Presidents, or Co-Acting Presidents and at least half of the FC Royals Executive Board and at least half of the FC United Executive Board and thirty (30) percent of the Club Representatives (Team Managers).

(2) After the AGM election in March 2006 a quorum shall consist of at least the President, or Acting President and four (4) additional Officers and thirty (30) percent of the Club Representatives (Team Managers).

(3) After the AGM election in March 2007 a quorum shall consist of at least the President, or Acting President and four (4) additional Officers and thirty (30) percent of the Representatives (One representative per gender per age group.).

(4) After the AGM election in March 2008 a quorum shall consist of at least the President, or Acting President and four (4) additional Officers and thirty (30) percent of the Club Representatives (One representative per age group.).

(c) Membership Meetings. A quorum for all regular or special meetings of the members shall consist of at least the President or First Vice-President or Second Vice-President, a majority of the Executive Board and at least ten percent (10%) of the eligible voting members. Once a member is present or represented at a meeting, other than to object to holding the meeting or transacting business, the member is deemed to be present for purposes of a quorum for the remainder of the meeting.

(d) Loss of Quorum - The regular officers, club representatives, and members present at duly called or duly held meetings at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members required to constitute a quorum.

ARTICLE XVII – INSURANCE

SECTION 1: Liability Insurance - The club shall provide Directors' Liability Insurance covering the Board of Directors (Executive Board and Club Representatives), committee chairpersons, ADCD and DOBD for performing acts and responsibilities directly related to the club.

Article XVIII - HEARINGS, APPEALS AND LITIGATION

SECTION 1: The club will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF and the WSYSA and its members may be appealed to the USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

SECTION 2: No member, official, league, 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 WSYSA and its member organizations, and as provided within the USSF.

SECTION 3: 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 in defending each court action, including but not limited to the following:

- (a) Court costs.
- (b) Attorney's fees.
- (c) 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 appearance.
- (d) Travel expenses.
- (e) Expenses for holding special board meetings necessitated by the court action.

ARTICLE XIX - CLUB OPERATING PROCEDURES

SECTION 1: The CLUB OPERATING PROCEDURES shall establish ADMINISTRATIVE PROCEDURES and RULES

- (a) From December 16, 2005 until the 2006 AGM, the club will operate with the existing policies and procedures of both the FC Royals and FC United. The Board of Directors will utilize both documents to apply and enforce policy and rules in a fair, just and equitable manner.
- (b) During this transition period a task force will be appointed to write the club's operating procedures and administrative procedures and rules. When the Board of Directors has approved the new documents they will be distributed amongst the membership and take effect.
- (c) Changes and amendments to the OPERATING PROCEDURES shall only be effected by the Board of Directors.

- (d) Changes or amendments to the OPERATING PROCEDURES shall be made following the procedure outlined in Article XXI - AMENDMENTS.
- (e) The time of application of all approved changes or amendments to the OPERATING will be determined by the Board of Directors at the time of adoption.

SECTION 2: The club opposes sexual, physical and emotional abuse. To the extent permissible under applicable law, the Board of Directors and members shall adopt procedures consistent with criteria established by the Federation.

ARTICLE XX – SEASONAL & FISCAL YEAR

SECTION 1: The Seasonal Year of the club shall be consistent with WSYSA, USYSA, USCS, Super Y League and USSF as appropriate for the sanctioned event.

SECTION 2: The Fiscal Year of the club is identified in Article XIV, FINANCES, Section 3.

ARTICLE XXI – AMENDMENTS

SECTION 1: Proposed changes or amendments to these Bylaws can only be effected at the Annual General Meeting (AGM).

- (a) Such proposed changes or amendments can be made by any individual member of the club in good standing, and must be submitted in writing to the Secretary, no later than January 15 prior to the AGM.
- (b) The Secretary shall immediately transmit to the Rules Committee all proposed amendments received.
- (c) The proposed amendments and the recommendations, if any, of the Rules Committee shall be submitted in writing to Board of Directors, at least forty-five (45) days prior to the meeting at which it will be considered.
- (d) A recommendation from the Rules Committee shall include a majority and a minority position (if applicable) of the Committee's action.
- (e) All approved Bylaw changes or amendments shall be included in the AGM minutes.

- (f) All approved Bylaw changes or amendments shall be sent in writing to all Board of Directors, Club Representatives and Team Managers to be distributed within thirty-days (30) after adoption of said changes or amendments. Copies of the club bylaws and governing documents shall, upon reasonable request, be made available to its members.

SECTION 2: The club shall provide annually, if required, to the TPCJSA, WSYSA, USCS, Super Y League, and WSSA a current copy of the bylaws and will submit changes to those documents not later than ninety-days (90) after adoption.