

Bylaws of the Crossfire Select Soccer Club

adopted November 2016

ARTICLE 1 The Club

1.1 Name

The name of this organization is Crossfire Select Soccer Club (the “Club”), which is an unincorporated association organized under the laws of the State of Washington and operating as a “Member Club” of Lake Washington Youth Soccer Association (the “Association” or, simply, “LWYSA”).

1.2 Affiliation

The Club is affiliated with (1) LWYSA, which is a member of Washington State Youth Soccer Association (“WSYSA”) and, by extension, the United States Soccer Federation (the “Federation”) and its affiliated entity, United States Youth Soccer Association (“USYSA”) and (2) U.S. Club Soccer and (3) United Soccer Leagues. To the extent allowed under applicable Washington law, the articles of incorporation, bylaws, policies, and requirements of the Federation, USYSA, WSYSA, and LWYSA shall prevail over any contrary provision in these bylaws or any other Club rule, regulation, or policy.

1.3 Mission

The Crossfire Select Soccer Club provides an environment that promotes a life-long love of the game while developing teamwork as well as individual responsibility, commitment and leadership through quality training and appropriate competition for all participants.

1.4 Function

The Club shall pursue its purpose by organizing and promoting programs within the scope of its charter and, toward that end, shall:

- Offer a soccer program to players who want to play at a level higher than recreational soccer.
- Recruit and coordinate volunteers in numbers sufficient to staff and support both the Club’s and the Association’s activities;
- Recruit and retain qualified coaches;
- Form teams to be affiliated with the Club and assign players to those teams consistent with the objectives of the Club;
- Player pool permitting, form teams for each gender from U10 to U19 age groups;
- Facilitate registration and participation in appropriate leagues and tournaments for teams affiliated with the Club;
- Protect and enhance the “Crossfire” brand.

ARTICLE 2 The Members

2.1 Qualification

Every coach, manager, player, and parent or legal guardian of a player participating on a Crossfire Select team, administrator (paid or volunteer), or other active volunteer who participates directly in the work of the Club, shall be a "Club Member" for the Crossfire Select roster year in which they participate.

2.2 Voting Rights

Every Club Member at least 18 years of age or older, present at a properly called meeting, shall have one (1) vote for each matter submitted to a vote of the Club Members; provided, however, no family (consisting of the player, the player's siblings, and the player's parents or legal guardians) shall have more than one (1) vote combined.

2.3 Member Meetings

(a) Annual Club Meeting

The Club shall hold an Annual Club Meeting on a date to be determined by the Club's Operating Board, but in any case, not on a date either before, or more than thirty (30) days after the Association's Annual General Meeting, for the purpose of conducting the following business:

- The Club President's progress report
- The Club Treasurer's report of Club finances
- The Club Members' election of the Club Officers
- General discussion from the floor
- Adjournment

(b) Special Club Meeting

The Board may call a Special Club Meeting at any time. Club Members may call a Special Club Meeting by delivering a written Petition to the Club President specifying the intended purpose of the meeting and signed by not less than forty five (45) Club Members. Within three (3) days of receiving such a Petition, the Club President shall provide not less than ten (10) days' nor more than fifty (50) days' prior notice to all the Club Members specifying the date, time, and purpose of the Special Club Meeting.

(c) Meeting Chair

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The President of the Club shall serve as the Chair of all general and Special Club Meetings of Club Members, and shall not have a vote except in the case of a tie.

(d) Notice of Member Meetings

Notice of annual or Special Club Meetings of Club Members shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting by publishing notice online and sending an electronic transmission for general distribution to all Club Members at their last know e-mail address.

(e) Quorum

A quorum for any meeting of the Club Members shall consist of not less than ten (10) Club Members entitled to vote on matters submitted to Club Members.

ARTICLE 3 The Club Officers

3.1 Election of Officers; Term; Term Limit

The Club's Elected Officers shall be the Club President and the Club Treasurer, each elected to serve a two year term starting on the first day of January in the year immediately subsequent to the Annual Club Meeting at which each is elected or until a successor is elected. A Club Officer shall not be an employee or paid contractor of the Crossfire Select Soccer Club or an employee of the Association that is shared or dedicated to working for the benefit of the Crossfire Select Soccer Club in any capacity.

The Club Officers shall be elected by the Club Members at the Annual Club Meeting to serve for two-year terms each, staggered in the following manner:

- Annual Club Meeting held in odd years:
 - o President

- Annual Club Meeting held in even years:
 - o Treasurer

A Club Officer may not serve as a Club Officer at the same time as he or she serves as an At-Large Member of the Association's Board of Directors. A Club Officer shall not serve in the same position for more than two terms.

3.2 Removal

A Club Officer who is unable to carry out the duties of office (due, for example, to the revocation of risk management clearance) for a period of ninety (90) days shall, at the end of the ninetieth (90th) day, automatically be removed from office.

After three (3) consecutive absences from regular board meetings, the Club's Operating Board may, in its sole discretion remove, such Club Officer. A Club Officer may be removed from office by a vote of

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a majority of the Club's Members at a Special Club Meeting called for that purpose. A Club Officer may be removed from office by a vote with 100% unanimity of the Operating Board (excepting the officer in question).

A Club Officer who becomes an employee or paid contractor of the Crossfire Select Soccer Club or an employee of the Association that is shared or dedicated to working for the benefit of the Crossfire Select Soccer Club in any capacity will automatically vacate their elected position. The position will be filled by appointment for the remainder of their term.

3.3 Nominations Process

A Nominating Committee formed by the Operating Board shall solicit candidates, and receive input concerning their qualification, for open Club Officer positions starting not less than sixty (60) days before the date of the Annual Club Meeting or any Special Club Meeting called for the purpose of electing a Club Officer, and shall then publish its recommendations at least ten (10) days before the date of such meeting.

Regardless of the Nominating Committee's recommendations, nominations of any individual (including members of the nominating committee) may be made and seconded by club members "from the floor". Every candidate running for a "contested office" shall be afforded an opportunity to speak at the AGM in support of his or her candidacy. The Chair of the nominating committee or his/her designee shall serve as the "inspector of the election" and as such shall tally the votes and announce the results.

3.4 Vacancies

A vacancy in any Club office shall be filled by the Club's Members at either the Annual Club meeting or a special club meeting called for that purpose, or if sooner, by a vote of the majority of the members of the Club's Operating Board at a regularly or specially scheduled meeting of the Operating Board; provided that the Club Treasurer shall fulfill the roles and responsibilities of the Club President in the event of a vacancy in that office until such time as the replacement is retained by appointment of the Operating Board or vote at the Annual Club meeting.

3.5 Powers and Duties of the Club President

The powers and duties of the Club President shall be to:

- Serve on, and preside over the meetings of, the Club's Operating Board;
- Serve on the LWYSA Board of Directors as a representative of the Club;
- Certify the individuals chosen by the Operating Board to serve as the Club's "Delegates" to each Annual General Meeting or Special General Meeting of the Association;
- Serve on such Club or Association Committees;
- Represent the Club at various district league operating bodies;

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- Oversee the work of all the other Club Officers and Operating Board and their supporting volunteers, if any;
- Organize, preside over, and deliver a report on the Club's status at the Annual Club Meeting.

3.6 Powers and Duties of the Club Treasurer

The powers and duties of the Club Treasurer shall be to:

- Perform the duties of the President in times of the President's absence, including, if necessary, representing the Club on the Association's Board of Directors;
- Serve on, and provide regular financial reports to, the Operating Board;
- Along with all the other Club Officer, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Assume key responsibility in the areas of Club accounting, budgeting, finance, fundraising, sponsorships, and such other areas as the Operating Board may assign;
- Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Treasurer's key responsibilities, including, without limitation, the Association's Finance Committee;
- Define the responsibilities for, and oversee the work of, all subordinate volunteers, if any, whose roles support any area of key responsibility;
- Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.

ARTICLE 4 The Operating Board

4.1 Duties and Powers of the Operating Board

The Operating Board shall ultimately be responsible for the overall business and affairs of the Club, and specifically, shall:

- Establish and pursue a strategic vision for the Club;
- At least annually, reaffirm the Club's mission statement;
- Establish, revise or reaffirm prior to the first tryouts, the club's operating guidelines and parameters not specifically defined by the bylaws. Appendix A of the bylaws shall serve as starting framework from which to begin. This or in its revised form shall serve as the default parameters.
- Grant approval prior to tryouts to applicant teams wishing to alter some of the parameters as per Appendix A or in its revised form on the condition that the basic guidelines of the club's mission are maintained. All teams **not** granted an alteration shall operate under the default parameters.
- At their sole discretion, hire additional employees as needed to perform the operations required to run the club.
- Appoint individuals to serve as the Club's Delegates to the Association's Annual General Meeting and any Special General Meetings;
- In case of a vacancy not otherwise filled by the Club Members through a vote at a general or special Club Meeting, appoint a successor to complete the remainder of the term of the Club Treasurer; provided that the Club Treasurer shall automatically succeed to the office of Club President in the event of a vacancy in that office;
- From time to time appoint interested and qualified individuals to serve on the Operating Board and to fill whatever roles, and denoted with whatever titles and job descriptions, the Operating Board may consider necessary or appropriate in order to accomplish the Club's objectives;
- Establish policies and procedures for the formation and governance of teams affiliated with the Club;
- Prepare and propose an annual Club budget for Association approval as part of the budgeting process coordinated through the Association's Finance Committee;
- Approve the recommendations of the coach selection committee and have the power to remove a coach with or without cause;

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- Review and authorize non-budgeted expenditures to the limit of the Club's "discretionary budget" authorized by the Association.
- Adhere to and enforce with affiliated teams, the established guidelines (policies) and procedures for Crossfire copyrights, trademarks and usage; to provide input to the entity responsible for establishing such guidelines and procedures.
- Resolve intra-club disputes in a timely manner with the appropriate club (s) regarding but not limited to, adherence to the Crossfire copyrights, trademarks and usage guidelines. In the event of an irresolvable dispute, seek resolution from the LWYSA BOD or its designate. With regard to Crossfire copyright, trademark, and usage disputes with Crossfire Premier, deference shall be given to Crossfire Premier until the dispute is resolved (i.e., usage is not allowed).

4.2 Composition and Voting

The members of the Club's Operating Board shall consist of the 2 Club Officers and all other individuals that the Operating Board may appoint from time to time in its absolute and sole discretion. A Club Operating Board member shall not be an employee or paid contractor of the Crossfire Select Soccer Club or an employee of the Association that is shared or dedicated to working for the benefit of the Crossfire Select Soccer Club in any capacity.

Each member of the Club's Operating Board, regardless whether a Club Officer or an appointed member, shall have an equal vote on matters submitted to the Operating Board for approval and action. Votes are tabulated by the President and distributed to the Operating Board. No anonymous votes are allowed. The Club President only votes in the case of a tie.

Any changes in Club policy as they relate to parents, players, coaches or members require a vote by the Operating Board before they are put into practice. This includes, but is not limited to; team formation, parent / club agreements, player / club agreements, coach / club agreements, adding / removing paid staff positions, increases and reductions in hours or wages to staff and coach hiring practices.

4.3 Appointed Members

There shall be no limit on the number of individuals who may serve as an appointed member of the Club's Operating Board, it being the Club's policy to favor the inclusion of anyone who expresses a willingness and ability to fulfill the obligations that such service entails. Nevertheless, the Operating Board shall not be under any obligation to appoint any particular individual who desires to join the Operating Board, and there shall be no recourse for any individual denied appointment no matter the reason, aside from seeking removal of members of the Operating Board as these Bylaws otherwise provide. Any individual who is or becomes an employee or paid contractor of the Crossfire Select Soccer Club or an employee of the Association that is shared or dedicated to working for the benefit of the Crossfire Select Soccer Club in any capacity is prohibited from being a member of the Operating Board.

4.4 Terms and Removal

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Members of the Operating Board will serve 2 year terms that coincide with the terms of the Club Officers. Half the Operating Board members will come up for renewal each year. There are no limits on the number of terms Operating Board members can serve. Thirty days after the ACM, Operating Board members who are at the end of term are required to request an additional term as members. Operating Board members not at end of term and current Club Officers will decide on retaining Operating Board members with expiring terms.

- A majority of the members of the Operating Board may, in its discretion, remove any appointed member of the Operating Board (but not an Officer) who is absent for three (3) consecutive meetings of the Operating Board without providing prior notice to the Club Officers; and
- An appointed member of the board may be removed from the board with a vote not less than 75% of the Operating Board in agreement for removal (excepting the officer in question).
- A member of the Operating Board who is unable to carry out the duties of office (due, for example, to the revocation of risk management clearance) for a period of ninety (90) days shall, at the end of the ninetieth (90th) day, automatically be removed from office.
- A Club Operating Board member who becomes an employee or paid contractor of the Crossfire Select Soccer Club or an employee of the Association that is shared or dedicated to working for the benefit of the Crossfire Select Soccer Club in any capacity will automatically vacate their elected position. The position will be filled by appointment for the remainder of their term.

4.5 Meetings of the Operating Board

An Executive member of the Club shall preside over meetings of the Operating Board, which shall be conducted according to whatever formal or informal meeting rules a majority of the members of the Operating Board may approve from time to time. All meetings of the Operating Board shall be open to Club Members and to the public, and shall occur regularly on a day and a time set by the Operating Board. The Club shall record, and make available to the public, the minutes of all meetings of the Operating Board.

4.6 Notice of Meetings

Members of the Operating Board need not receive notice of any regularly scheduled meeting so long as the members receive the adopted schedule or any subsequent revisions thereto, of regularly scheduled meetings at least three (3) days prior to the first such meeting appearing on the schedule. Members of the Operating Board shall otherwise be given three (3) days' prior notice of any Special Meetings of the Operating Board, which only the Club President (or if absent, the Club Treasurer) shall have the authority to call.

4.7 Quorum

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A quorum for any meeting of the Board of Directors shall consist of not less than fifty percent (50%) of all the elected Club Officers and, in addition, not less than one third (33-1/3rd %) of all the other appointed members of the Operating Board then holding office.

ARTICLE 5 The Delegates

5.1 Appointment; Alternates

The Operating Board shall appoint the Delegates authorized to attend and participate on the Club's behalf at a particular Annual General Meeting or Special General Meeting, whose appointment shall be made not more than thirty (30) days or less than three (3) days before the date of each such scheduled meeting. The Operating Board shall choose such number of individuals to serve as Delegates as the Association's Bylaws may authorize, plus as many "Alternates" as the Club's Operating Board may deem necessary or appropriate. An Alternate, if chosen and starting with the individual designated as the "First Alternate," shall substitute for any authorized Delegate who, for whatever reason, is unable or unwilling to serve at the time of the meeting.

5.2 Duties and Powers

Each "Delegate" shall attend and cast his or her vote on any matter submitted for consideration at whichever Annual General Meeting or Special General Meeting he or she may be authorized to attend on the Club's behalf. Once appointed, each Delegate may vote however the Delegate deems appropriate in his or her sole and absolute discretion. A Delegate's appointment terminates upon the adjournment of the Annual General Meeting or Special General Meeting for which he or she has been appointed to attend.

5.3 Qualification to Serve

Any Club Member, including but not limited to a Club Member who is a Club Officer, an appointed member of the Club's Operating Board, or a member of the Association's Board of Directors, is qualified to be appointed and to serve as a Delegate of the Club; provided, however, no Club Member may serve as a Delegate of the Club while simultaneously serving as a Delegate of another Member Club.

5.4 Certification

The President of the Club shall certify, at least one (1) day prior to the date of a scheduled Annual General Meeting or Special General Meeting, the names of the Delegates (and Alternates, if any) authorized by the Operating Board to represent the Club.

ARTICLE 6 General Provisions

6.1 Notices

Any "notice" required in these Bylaws may be effected in any manner authorized by Washington law, including, if applicable, by e-mail and other means of electronic communication.

6.2 Amendment

These Bylaws may be amended only with the prior approval of a majority of the Association's Board of Directors and only then upon a vote in favor by two-thirds of the members of the Operating Board attending a meeting at which a quorum is present.

Final approval of these BYLAWS with changes was granted by the LWYSA Board of Directors at the meeting held on **October 19th 2016**.

I hereby certify as Secretary of the Club, that the Club adopted these BYLAW changes at the regular monthly meeting of the Crossfire Select Club's Operating Board held **November 8, 2016**.

SIGNED: _____

NAME: Robert Taylor

TITLE: Crossfire Select Secretary

DATE: October, 6 2016

Appendix A: General Crossfire Select Club Parameters

1. Practices shall begin no earlier than June 1 of each year.
2. Each team shall be limited to two weekly practices, each at 1.5-hour duration.
3. Each team shall be limited to three summer tournaments and one post season tournament within the greater Puget Sound area appropriate to their level of play.
4. Teams shall play in the designated league and level approved by the Operating Board.
5. Teams wishing to deviate from the above shall submit their requests to the Operating Board 60 days prior to the beginning of the event for approval. This allows ample time for the approval process and impacted participants to adjust their expectations.