

AMENDED AND RESTATED BYLAWS
OF
SEATTLE YOUTH SOCCER ASSOCIATION
A WASHINGTON NONPROFIT CORPORATION
August 2023

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A Non-Profit, Public Benefit, Member Corporation**

PREAMBLE

Since 1969 Seattle Youth Soccer Association (hereinafter referred to as “SYSA,” the “Corporation” or the “Association”) has administered a recreational league with local Member Clubs (as defined below in Section 3.2) along with player, coach and volunteer educational programs that foster player development and respectful, balanced tiers of competition related to international football. This Restatement of the Association’s Bylaws (the “Bylaws”) provides updates consistent with the recently revised Washington State Nonprofit Corporation Act, RCW 24.03A (the “Act”) and defines the goals, Policies (“Policies”), procedures and rules, along with a framework for administrative systems, that support player, volunteer and Member Club participation in SYSA programs and activities.

ARTICLE 1 NAME AND OFFICES

Name and Offices. This Corporation shall be known as Seattle Youth Soccer Association. The Corporation is organized under the Act. The principal office of the Corporation shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors (the “Board”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2 AFFILIATION AND PURPOSES

2.1 Purposes and Powers. This Corporation is organized exclusively for charitable, literary and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purposes for which this Corporation is organized are:

2.1.1 To provide an organized soccer program for the youth of Seattle, and to promote, stimulate and expand public interest and understanding of soccer in the City of Seattle and in the State of Washington.

2.1.2 To encourage all individuals regardless of sex, race, color, creed, religion, or national origin to participate in the programs, functions and activities of the Corporation. In providing this program and opportunity for young people to participate in sports, the Corporation shall further the public interest in youth sports and specifically soccer and shall also help to promote positive social values.

2.1.3 To organize soccer related programs and form teams to promote evenly matched competitions and to maintain the neighborhood and community team concept by having teams established from youth in the specific neighborhoods and communities which they represent.

2.1.4 To promote, and provide educational materials and training programs, for broad based volunteer opportunities, specifically including roles such as coach, manager, match official, and Club or Association administrators.

2.2 Amateur Organization. SYSA shall be considered an amateur organization. All SYSA players must be soccer amateurs.

2.3 Affiliation. SYSA is an affiliated member of the Washington State Youth Soccer Association (“WSYSA”), and by extension the United States Youth Soccer Federation (“Federation”). As such, SYSA has agreed to establish programs consistent with, and to abide by the articles of incorporation, bylaws, policies and regulations of the Federation and WSYSA to the extent allowed under the laws of the State of Washington, and shall abide by the Federation articles, bylaws, policies, and requirements where not in conflict with the Articles, Bylaws, and Policies adopted by SYSA.

2.4 Tax Exempt Status. This Corporation is intended to qualify as a tax-exempt charitable, scientific research and/or educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor law. The affairs of the Corporation shall be conducted in such manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers or other private persons. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in this Article 2.

2.5 Policies. The Corporation shall have authority to enact Policies consistent with these Bylaws and the Articles of Incorporation. Policies shall define core procedures and principles for the operation of the Corporation, the registration of members and advancement of the goals and purposes of the Association. The adoption, or amendment, of Policies shall occur across two separate Board meetings, scheduled not less than twenty one (21) days apart, so that Member Clubs may review and comment on proposed changes.

2.6 Rules and Regulations. The Corporation shall have authority to enact Rules and Regulations (“Rules and Regulations”) consistent with these Bylaws and the Articles of Incorporation to govern the administration and conduct of competitions and programs.

ARTICLE 3 MEMBERS

3.1 General Membership. The General Membership of SYSA shall consist of the properly registered players, their parents and guardians, and properly registered volunteers of SYSA or its Member Clubs (as defined below) (“General Members”). Any players, coaches, trainers, managers, administrators, and officials subject to suspension under Section 4 of Bylaw 241 of the Federation, shall not be eligible for membership. The General Members shall not be members, as such term is defined in Section 24.03A.010(45) (or any successor provision) of the Act. The Corporation may, however, refer to the General Members as “member” even though such persons are not members within the meaning of the Act. Any reference to a “member” or “membership” in these Bylaws or by the Corporation as it refers to the General Members indicates a non-statutory member and not a member as defined in the Act. The General Members, if any, will have no voting rights.

3.2 Club Membership. Independent non-profit corporations organized to promote youth soccer programs in the greater Seattle area may apply for Club membership in SYSA (each admitted club a “Member Club”). Member Clubs shall be statutory “members,” as such term is defined in Section 24.03A.010(45) (or any successor provision) of the Act. Admission as a Member Club must be approved by the Board of Directors with the geographic boundaries of each Member Club established by the Board. The Board may modify, apportion or reapportion the geographic boundaries or other parameters from time to time as need arises. Member Clubs shall have the right to vote upon Directors, as further described below in Section 5.3), but shall have no other voting rights in the affairs of the Corporation.

3.2.1 Club Membership List. Member Clubs accepted as Association members and admitted to the Membership List (as defined below in Section 6.7) at the time of 2023 restated Bylaws are:

- BALLARD YOUTH SOCCER CLUB
- BEACON HILL YOUTH SOCCER CLUB
- CAPITOL HILL YOUTH SOCCER CLUB
- HILLWOOD SOCCER CLUB
- LAKE CITY SOCCER CLUB
- LAURELHURST-VIEW RIDGE-RAVENNA SOCCER CLUB (LVR)
- MAGNOLIA SOCCER CLUB
- MCGILVRA SOCCER CLUB
- MOUNT BAKER – LAKEWOOD YOUTH SOCCER CLUB
- SOCCER CLUB (SC) QUEEN ANNE
- SHORELAKE SOCCER CLUB
- WOODLAND SOCCER CLUB
- SEATTLE UNITED FC

3.3 Member Club Responsibilities. All Member Clubs and organizations seeking to become Member Clubs shall:

3.3.1 Maintain federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as well as Washington non-profit corporation status with the State of Washington.

3.3.2 Ensure that their bylaws, policies, procedures and rules comply with the governing and operating documents of the Corporation.

3.4 Member Club Admission. Any club wishing to apply for membership shall submit a Letter of Application (“Application”) to the Secretary of SYSA stating the reason and benefits to SYSA for including a new Member Club. The Application shall include the organization’s articles of incorporation and bylaws as well as the organization’s application for tax-exempt status or letter of determination from the Internal Revenue Service.

3.4.1 Review of Application. A club’s Application shall be first submitted to the Governance Committee which shall review the Application and make a recommendation to the Board of Directors within sixty (60) days as to whether or not the Club should be admitted to membership. The Directors shall vote on the Application at their next regularly scheduled meeting after the report of the Governance Committee, or within ninety (90) days of the Application whichever is sooner.

3.5 Majority Vote. A majority vote of the Board of Directors present shall be required for admission of a club to SYSA.

3.6 Action by Ballot. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter and the provisions of RCW 24.03A.480 are followed.

3.7 Termination of Membership. Membership in SYSA may be terminated either voluntarily or involuntarily.

3.7.1 Voluntary Termination. Any Member Club may terminate its membership by giving notice to the Secretary not later than March 1 of the year preceding the year of termination. Such Notice of Termination shall be effective on March 1 of the year following such Notice.

3.7.2 Involuntary Termination.

(a) Failure to Appoint. In the event a Member Club does not, within three months, appoint a Director to which it is entitled pursuant to Section 5.1, such Member Club will automatically have its membership privileges in SYSA suspended and will have to apply to the Board for reinstatement on good cause shown.

(b) Motion to Terminate. A Member Club which fails or refuses to follow the Rules and Regulations, Bylaws, or Articles of SYSA or which ignores or attempts to circumvent a decision validly rendered by the Board,

or which in the opinion of the Board seriously damages the interests of SYSA may be suspended or expelled from SYSA by a vote of two-thirds (2/3) of the Directors present at a regular Board meeting or a special meeting called for that purpose. A suspended Member Club may request reinstatement to the Corporate Secretary who will forward the request to the Governance Committee for review. The suspended Member Club may then be reinstated by a vote of a majority of the Directors present at a regular Board meeting or a special meeting called for that purpose.

ARTICLE 4 TEAMS AND LEAGUE FORMATION

4.1 Recreational Teams. No Member Club shall field a team selected by tryouts or other ability based selection process for competition in any SYSA league or tournament competition.

4.2 Club Select Teams. With approval of the Board, Member Clubs may establish select teams with volunteer coaches for competition in lower level regional leagues and summer tournaments. Club and Association Registrars shall review special situation select teams and re-roster players as necessary to re-establish recreational level teams for SYSA league play.

4.3 Association Advanced Development Program. SUFC, as a Member Club of SYSA, shall administer the official advanced development (Select and Premier) programs of SYSA. SUFC teams shall be established by means of scheduled tryouts and the selection of players by SUFC coaches and program administrators. SUFC operations are subject to these Bylaws and the Rules and Regulations of SYSA with regard thereto.

ARTICLE 5 BOARD OF DIRECTORS

5.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors, with the qualifications and appointment of each Director as further defined in these Bylaws. Except as provided in the bylaws, each member of the Board of Directors shall be selected by and represent one Member Club. The Articles of Incorporation, previous versions of the Bylaws, and other Corporate records, including minutes, Policies, Rules and Regulations, external agreements, and affiliations may reference action by a Board of Commissioners and individual Commissioners. In respect of prior documentation, the term 'Board of Commissioners' may be used to reference an action by the Board of Directors and the term 'Commissioner' may be used to reference the actions and duties of a director. Each Director shall discharge their duties in accordance with the standards of conduct for directors under the Act.

5.2 Number and Qualifications. The number of Directors shall be at least three (3), with the actual number varying dependent upon the number of clubs recognized as members by the Board. There shall be one Director for each Member Club. Directors need not be residents of the city of Seattle.

5.2.1 Qualifications. A Director is qualified to represent their Member Club upon the Secretary receiving from the Member Club the contact information for the Director of the Member Club to be included in the Corporation Membership List (as defined below in section 6.14), and their consent to communication and notice by electronic mail. Additional qualifications may be required by resolution of the Board.

5.2.2 At-Large Directors. The Board may make a policy establishing a number of At-Large Directors on the board. The number of At-Large Directors may not comprise more than twenty-five per cent of the total number of Directors. The term and method of selection of At-Large Directors shall be determined by the Board policy.

5.3 Term. Each Director shall be appointed by the Member Club which they represent and shall hold office until their successor has been appointed and qualified, or until the Director's earlier death, resignation, or removal, whichever is later. Any Director may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a Director.]

5.4 Annual Meeting. An annual general meeting ("AGM") of the Corporation shall be held during April of each year on a date, and location (or digital meeting platform) as determined by the Board for the purpose of electing Officers and for the transaction of such other business as may come before the Board. If the annual meeting is not held, or the election of Officers is not held at the annual meeting, the Board of Directors shall cause the election to be held at a special or regular meeting of the members as soon thereafter as may be convenient.

5.4.1 Notice of Meeting. Notice of the AGM shall be given by email or other electronic means to the Directors not less than 10 days and not more than 60 days prior to a meeting. Meeting announcements will be posted on the SYSA website and sent electronically. Posting of notice of meetings of the Board on the SYSA website, accompanied by notification by electronic mail to the Director's email address(es) on file with the Corporation Membership List shall constitute adequate notice.

5.5 Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings of the Board.

5.5.1 Notice of Regular Meetings. Notice of regular meetings other than the AGM may be made by providing each member with the adopted schedule of regular meetings for the ensuing year in the form of a record at any time after the annual meeting and ten (10) days before the next succeeding regular meeting and at any time requested by a Member Club. Notice of regular meetings at which one or more members may participate by means of remote communication must be delivered by a means which the member has authorized and provide complete instructions for participating in the meeting from a remote location.

5.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or any two Directors. The

person or persons authorized to call special meetings of the Board may fix any date, location or digital meeting platform for holding the special meeting of the Board called by them.

5.7 Special Meetings Notice. Notice of special Board meetings shall be given to each Director in the form of a record stating the purpose of the meeting, the time, and the place. Notice shall be given in writing or by electronic transmission to the Director not less than three (3) days before the meeting at the electronic or physical address shown in the records of the Corporation. Notice of meetings at which one or more members may participate by means of remote communication must be delivered by a means which the member has authorized and provide complete instructions for participating in the meeting from a remote location.

5.8 Waiver of Notice.

5.8.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, no more than sixty days before or sixty days after the date and the time stated in the notice or of the meeting or action, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

5.8.2 By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

5.9 Meetings by Remote Communication. Members of the Board or any committee designated by the Board may participate in a regular or special meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously participate with each other at the same time. Participation by such means shall constitute presence in person at a meeting. For any meeting at which one or more directors may participate by means of remote communication, the Corporation shall deliver notice of the meeting to each director by a means which the director has authorized and provide complete instructions for participating in the meeting by remote communication. Meetings held by remote communication will follow the provisions of the Act to the greatest practicable extent.

5.10 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.11 Manner of Acting. Each Director shall have one vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. No provision is made for vote by proxy.

5.11.1 Presumption of Assent. A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent or abstention is entered in the minutes of the meeting, or unless such Director delivers notice in the form of a record of the Director's dissent or abstention to the president or secretary of the Corporation or another Officer of the Corporation designated in the Bylaws before or during the meeting or before the approval of the minutes of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.11.2 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record 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, and shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 5.11.2, record means information inscribed on a tangible medium or contained in an electronic transmission and retrievable in perceivable form.

5.12 Resignation. Any Director may resign at any time by delivering written notice to the President, or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. 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.

5.13 Removal. One or more Directors may be removed from office, with or without cause, by the affirmative vote of the majority of the Directors then in office.

5.14 Vacancies. Any vacancy occurring on the Board of Directors, including any directorship to be filled by reason of an increase in the number of Directors must be filled by the appointment by the Member Club such Director represents.

5.15 Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance may be allowed for attendance, if any, at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for that service.

ARTICLE 6 OFFICERS

6.1 Number and Qualifications. The officers of the Corporation (“Officers”) shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other Officers and assistant Officers may be elected or appointed by the Board, such Officers and assistant Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. Some duties may be performed by paid staff or volunteers under the oversight of an Officer. Each Officer shall discharge such Officer’s duties in accordance with the standards of conduct for Officers under the Act.

6.2 Voting. No Officer shall have a right to vote on any business to come before the Board of Directors, provided that a Director who is serving as an Officer may vote in their capacity as a Director. Any Officer qualified to represent their Member Club, may represent their Member Club and vote as a Director at any properly convened meeting of the Board.

6.3 Election and Term of Office. The Officers shall be elected for two year staggered terms and shall be elected by the Board of Directors at the AGM. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until their successor shall have been duly elected and shall have been qualified.

6.4 Notice of Election. Open Officer positions shall be announced and advertised a minimum of two (2) months prior to the election. Advertisement of open positions may be through any channel the Board deems viable and appropriate for the positions, including the SYSA website and social channels. A description of the positions shall be available on the Corporation’s website. All candidates must meet any minimum qualifications agreed upon by the Board. Candidates for Officer positions shall make statements of interest to the Board for review a minimum of two (2) weeks prior to the election date.

6.5 Removal. Any Officer elected or appointed by the Board of Directors may be removed by the affirmative vote of at least a majority of the Directors then in office whenever in its judgment the best interests of the Corporation would be served thereby and with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.6 Vacancies. A vacancy in any office because of resignation, death, removal, disqualification or otherwise may be filled by action of the Board of Directors for the unexpired portion of the term or for a new term established by the Board, and until such Officer’s successor is elected and qualified or until such Officer’s earlier death, resignation, or removal.

6.7 Executive Committee. The Executive Committee (“Executive Committee”) shall consist of the Officers of the [Corporation], and three Directors appointed by the Board. The Executive Committee shall have the power to act between meetings of the Board, to clarify policy decisions to staff in situations requiring immediate attention, to make recommendations to the Board, and to carry out special responsibilities assigned by the Board. Any interim action must be approved by a majority of the Board members at the next Board meeting. The President shall chair the Executive Committee. Other Directors or members may attend the Executive Committee meetings at the request of an Officer. Only Executive Committee members who are Directors may vote on Corporate matters.

6.8 President. The President shall be the chief executive officer of the Corporation, and, subject to the Board’s control, shall supervise and control all of the assets, business and affairs of the Corporation. The President may use any combination of the titles of “President” and “Chief Executive Officer,” which shall refer to the same office. The President shall preside at all meetings of the Board and shall be responsible for and have supervision over the management and operation of the Corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The President shall preside as chair at all meetings of the Board of Directors. [delete this The President shall be authorized to vote solely for the purpose of breaking any tie vote by the Directors.] The President shall supervise the Executive Director or similar positions employed by the Board. The President may convene from time to time executive Board meetings of the Officers and others the President or Board may invite for discussion of Corporation business. In addition to the below elected Officers, the President may appoint committee chairs and others assigned specific responsibilities for carrying out the affairs of the Corporation.

6.9 Presidential Appointments. The President may appoint committee chairs, and others assigned specific responsibilities for carrying out the affairs of the corporation. All such appointments and specific responsibilities shall be presented for review and approval by the Board of Directors at the next regularly scheduled meeting of the Board.

6.10 Vice Presidents. SYSA shall have four Vice-Presidents who are elected by the Board: Vice President of Administration; Vice-President of Competition; Vice President of Diversity, Equity and Inclusion; and Vice-President of Recreational Development. Their duties shall be as assigned and defined by the President and the Board.

6.11 Treasurer. If required by the Board, the Corporation shall acquire a bond insuring the faithful discharge of Treasurer duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge

and custody of accounts and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in accordance with the provisions of these Bylaws, and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board, including:

- (a) Maintaining permanent financial records and a bookkeeping system for the Corporation;
- (b) Maintaining bank accounts on behalf of the Corporation;
- (c) Disbursing funds as approved by the President and the Board;
- (d) Payment of taxes or fees levied on the Corporation by local, state or federal authorities; and
- (e) Oversight of administrative staff assigned duties under the control of the Treasurer.

6.12 Secretary. The Secretary shall be the custodian of the corporate records of the Corporation in keeping with all provisions of the Act and establish and maintain permanent corporate documents and records in one or more books or electronic repositories provided for that purpose, be custodian of the corporate records in keeping with all provisions of the Act, and in general perform all duties incident to the office of Secretary along with such other duties as from time to time may be assigned to them by the President or by the Board of Directors. The duties of the Secretary shall include:

- (a) keep the minutes of the meetings of the Board of Directors;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) establish and maintain formal corporate addresses for both postal service and email correspondence;
- (d) maintain SYSA corporate non-profit status with state and federal authorities including filing any reports or statements required by such authorities on an annual, quarterly or other basis; and
- (e) oversight of administrative staff assigned duties under the control of the Secretary.

6.13 Membership List. The Secretary shall keep a Membership List ("Membership List") in the form of a record which will be a register of the mailing address, email address and other contact information of all the Member Clubs and individuals registered as General Members.

6.14 Corporate List. The Secretary shall maintain a registry of the Member Club Directors who are qualified to represent each Member Club on the Board of Directors, with mailing address, email address and other contact information for each Director provided by the Member Club. The Membership List shall also be a register of the mailing address, email address and other contact information for each Officer which shall be furnished to the Secretary by such member.

ARTICLE 7 ADMINISTRATIVE STAFF

7.1 Executive Staff. The Board of Directors may hire one or more employees as Executive Director or other similar positions, who may perform executive functions for the Corporation such as directing and performing business and operation functions. These executive positions shall report to the SYSA President and the Board of Directors. They shall be employed by the Board of Directors on whatever terms the Board of Directors deems appropriate and may be removed at any time with or without cause by the Board of Directors without prejudice to their contract rights. Any executive position may be an ex-officio, non-voting member of standing and special committees, and the Board of Directors.

7.2 Administrative Staff. The Executive Director, in consultation with the Board of Directors, may hire one or more employees for administrative positions, or other similar positions, who shall perform administrative functions for the Corporation such as directing and performing business and operational functions. The Executive Director shall have primary control and supervision of administrative staff and shall observe hiring, employment and evaluation practices and procedures developed in consultation with, and subject to the oversight of the Governance Committee.

ARTICLE 8 COMMITTEES

8.1 Board Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall be chaired by a person appointed by the President or as designated in these Bylaws. Such Board committees shall have and exercise the authority established by these Bylaws or as assigned by the Board of Directors, and subject to such limitations as may be prescribed by the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board, or any individual Director, of any responsibility imposed upon the Board or such individual Director by law.

8.2 Standing Advisory Committees. The Board shall by resolution designate advisory committees. In addition to the Executive Committee, the Corporation shall have four standing advisory committees to assist the Board in the efficient administration of the Corporation.

8.2.1 Rules Committee. The Rules Committee is designated as a permanent standing committee for the purpose of advising the Board and establishing

administrative Rules and Regulations for core operations involving player registration and league and tournament competitions.

8.2.2 Governance Committee. The Governance Committee is designated as a permanent standing committee for the purpose of advising the Board on affairs of the Corporation related to its nonprofit status, compliance with the Act and management of corporate affairs.

8.2.3 Judicial Committee. The Judicial Committee is designated as a permanent standing advisory committee which is created for the purpose of managing the affairs of the Corporation as they relate to the education of members regarding registration requirements to ensure recreational competitions and the establishment of acceptable coaching and spectator behaviors, along with methods and procedure to promote compliance and sanction violations.

8.2.4 Diversity, Equity and Inclusion (“DEI”) Committee. The DEI Committee is designated as a permanent standing committee for the purpose of promoting greater diversity, equity, inclusion, and anti-discrimination in the Association. The DEI Committee proposes and reviews Policies, activities, strategic initiatives and assists Association leadership in their implementation.

8.3 Other Committees. Other committees may be created by action or resolution of the Board with the authority and scope of service as established by the Board. Except as otherwise provided in Board action, members of each committee shall be members of the Corporation appointed by the President. Members of an advisory committee may be invited to meetings of the Board but shall not be entitled to vote or exercise other powers of a Director of the Corporation. Any committee member may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the Corporation shall be served by such removal.

8.4 Limited Authority. No Board Committee or Advisory Committees shall have the authority to: (1) amend, alter, or repeal these Bylaws; (2) elect, appoint, or remove any member of any other committee or any Director or Officer of the Corporation; (3) amend the Articles of Incorporation; (4) adopt a plan of merger or consolidation with another corporation; (5) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (6) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (7) adopt a plan for the distribution of the assets of the Corporation; or (8) amend, alter or repeal any resolution of the Board.

8.5 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until their successor is appointed, unless the committee is sooner terminated, or unless the member is removed from such committee, or unless such member ceases to qualify as a member thereof.

8.6 Chairperson. Unless specified otherwise in the Bylaws, one member of each committee, including standing committees shall be appointed by the President as Committee Chair (“Committee Chair”).

8.7 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.8 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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.

8.9 Removal of Committee Member. The Board may remove from office any member of any committee elected or appointed by it at any time, with or without assigning any cause.

8.10 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of a committee.

8.11 Rules. Each committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board.

ARTICLE 9 ETHICS AND CONFLICTS OF INTEREST

9.1 Policies and Procedures. RCW 24.03A.615 (Conflicting Interest Transactions) shall apply to any contract or transaction between the Corporation and one or more of its Directors, Officers, executive staff, or member of a committee with Board delegated powers; or between the Corporation and any entity which the aforementioned parties have a position or financial interest. The Board may create specific policies governing conflicts of interest, ethics, and related procedures.

9.2 Statements. Conflict of Interest policies adopted by the Board may include requirements that Board members, Officers, executive staff, and members of committees with board delegated powers sign statements affirming, acknowledging, and agreeing to comply with the policy and the charitable purposes of the Corporation.

9.3 Periodic Reviews. To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

9.3.1 Whether compensation arrangements and benefits are reasonable and based on competent market information.

9.3.2 Whether partnerships, joint ventures, and arrangements with outside management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further the Corporation's charitable purposes, and do not result in inurement, impermissible private benefit or an excess benefit transaction.

9.4 Use of Outside Experts. When conducting the periodic reviews as provided in Section 9.3, the corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility to ensure that periodic reviews are conducted properly.

ARTICLE 10 EMERGENCY POWERS

10.1 Emergency Powers. An emergency exists if a quorum of the Directors cannot readily be assembled because of some catastrophic event. A catastrophic event is a sudden, natural, or man-made situation where rapid change and destruction has occurred that has limited normal functions in daily living, including communications and travel. In an anticipation of and for the duration of an emergency, the Board of Directors will have the authority to modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent, and to take those actions necessary to preserve the Corporation and ensure that the Corporation acts in accordance with its purposes. During an emergency, notice of a meeting of the Board of Directors need be given only to those Directors it is practicable to reach and may be given in any practicable manner, the quorum required under these Bylaws need not be established at such meeting, and one or more Officers of the Corporation present at a meeting of the Board of Directors may be deemed to be Directors for purposes of the meeting. Corporate action taken in good faith during an emergency to further the purposes and the ordinary affairs of the Corporation binds the Corporation and may not be used to impose liability on a Director, Officer, employee, or agent.

ARTICLE 11 ADMINISTRATIVE PROVISIONS

11.1 Books and Records; Director Review of Same. The Corporation shall keep at its principal or registered office copies of its current Articles and Bylaws and all amendments and restatements currently in effect; a copy of the most recent annual report delivered to the Washington Secretary of State; correct and adequate records of accounts and finances, minutes of the proceedings of the Board and any committees having any authority of the Board; a record of all actions taken by the Board and any committee of the Board by unanimous written consent; records of the names and business addresses of its current Officers and Directors; committees having any of the authority of the Board, a Membership List in the form of a record giving the names and mailing addresses and electronic communication addresses of the members entitled to vote; and such other records as may be necessary or advisable. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them. At all times, the Corporation shall keep books and

records in accordance with RCW 24.03A.210 or as amended. A Director may inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a director, including the duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation or law other than this provision.

11.2 Member Review of Books and Records. A Member Club may inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the records the Corporation is required to maintain, in accordance with RCW 24.03A.220.

11.3 Fiscal Year. The fiscal year of the Corporation shall begin at 12:00 a.m. on June 1, and end at 11:59 p.m. on May 31, of the following year.

11.4 Financial Review, Audit or AUP. The Board may retain an independent accounting firm to review or audit financial statements for each fiscal year and conduct an audit. However, at the discretion of the Board, in lieu of a review or audit of the financial statements, the firm may perform agreed upon procedures ("AUP") to test the effectiveness of the Corporation's internal control Policies and procedures.

11.5 Rules of Procedure. The Corporation may adopt policies establishing rules of procedure at meetings of the Board and committees of the Board. If no policies exist, the rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, as revised, so far as applicable and when not inconsistent with these Bylaws, the Articles or any resolution of the Board.

11.6 Insurance. The Corporation shall have power to establish and maintain liability and primary or secondary medical insurance on behalf of any person, including but not limited to players, coaches, volunteers, match officials, employees, administrators, and other additional insured. Any such insurance may be established as part of a group policy with affiliated entities in which the Club, Member Clubs, and duly registered individuals are enrolled as members. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by the person in any such capacity or arising out of the person's status as such. The Corporation shall provide Directors and Officers Liability Insurance covering Directors, Officers, and Committee Chairs for performing acts and responsibilities directly related to the Corporation.

11.7 Contracts. The Board may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific

instances. The Corporation may, in the discretion of the Directors, and in accordance with the provisions of RCW 23.03A.615, pay an Officer, employee or other person providing services to the Corporation for such services, provided that such payment shall not exceed the reasonable market value for such services and provided there are no conflicts of interest as provided under these Bylaws or the Corporation's Conflict of Interest Policy.

11.8 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determinations by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation.

11.9 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, saving institutions, brokerage accounts or other FDIC insured depositories as the Treasurer may select. No single account may exceed the FDIC insurance limit at any particular financial institution.

11.10 Gifts. The Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes or for any specific purpose of the Corporation. Each gift or donation shall be acknowledged with a receipt from the Treasurer or their designee to the donor confirming IRS tax deductibility of the contribution to the extent benefits were not received by the contributor in accordance with IRS regulations.

11.11 Loans. No loans shall be made by the Corporation to its Officers or Directors.

ARTICLE 12 AMENDMENTS TO BYLAWS AND POLICY

12.1 Bylaws Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of sixty (60) percent of the Directors present at any regular meeting or special meeting called for such purpose, and at which a quorum is present PROVIDED THAT the amendment must have been read and reviewed at a prior meeting of the Directors which has taken place not less than thirty (30) days prior to the meeting at which the vote is taken on the amendment, and further PROVIDED THAT the amendment complies with the Act and does not adversely affect the Corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

12.2 Policy Amendments. Policy Directives adopted by the Board may be altered, amended or repealed and new Policies may be adopted by an affirmative vote of sixty (60) percent of the Directors present at any regular meeting or special meeting called for such purpose, and at which a quorum is present: PROVIDED THAT the

amendment must have been read and reviewed at a prior meeting of the Directors which has taken place not less than thirty (30) days prior to the meeting at which the vote is taken on the amendment.

12.3 Policy Waiver. Any application for the waiver of an existing Policies shall be in written form and identify the specific policy directive, scope of the requested waiver, hardship associated with the existing Policy and time frame for adoption. The Board may grant a waiver application at a single meeting, provided there is a finding that the hardship affects a group or class of individuals and warrants revision, or that the Policy is in conflict with another Policy, affiliation requirement, Bylaw provision, or state law, and the underlying Policy is scheduled for review and amendment.

MOTION FOR ADOPTION

Pursuant to the Bylaws of the Corporation, these Restated Bylaws of Seattle Youth Soccer Association were revised and submitted for Board review across regularly scheduled meetings in the 2022 and 2023 calendar years with a final draft presented and submitted for Board consideration at the June 5, 2023 Board meeting.

A Motion to accept final revisions and adopt these Restated Bylaws of Seattle Youth Soccer Association was passed by the Board of Directors at the Board Meeting held August 7, 2023.

CERTIFICATION

This document is a fully conformed restatement of the Bylaws as adopted by resolution of the Board on August 7, 2023.

David Funke - President
Seattle Youth Soccer Association

Noel Maxey - Secretary
Seattle Youth Soccer Association