

# **SOCCER CLUB BYLAWS**

## **FC West SOCCER CLUB BYLAWS**

Adopted 3/30/2025

### **Part I – General**

#### **Bylaw 101. FC West**

Section 1. This organization shall be known as Football Club West hereafter referred to as FC West or the Club.

Section 2. The Club will register with the Oregon Secretary of State and the Oregon Department of Justice as a Public Benefit nonprofit corporation. The Board and Officers of the corporation will take all steps necessary to maintain its nonprofit status under the laws of the State of Oregon.

Section 3. The Club shall engage in lawful activity, none of which is for profit. The Club will apply to the Internal Revenue Service for recognition as a tax-exempt charitable organization under §501(c)(3) of the Internal Revenue Code. After receiving that designation, the Board and Officers of the corporation will take all steps necessary to maintain its exempt status under the Internal Revenue Code of the United States.

Section 4. The Club serves the general area of Western Washington County, but membership is not limited to within those boundaries.

#### **Bylaw 102. Mission Statement and Purpose**

Section 1. The mission of FC West is to teach, promote, and create a passion for soccer in children ages four through fourteen. We believe that providing our children with a positive playing experience promoting good sportsmanship and cooperative play within recreational soccer, we have the best opportunity to achieve this mission.

Section 2. The purpose of the Club shall be to promote the development of youth through soccer. To teach all aspects of soccer skills, including sportsmanship and fair play.

### **Bylaw 103. Memberships and Affiliations in Other Organizations**

Section 1. The Club shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA).

Section 2. The Club shall maintain its bylaws and policies in compliance with the bylaws and policies of OYSA. In the event of any conflict between the bylaws and policies of the Club and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

Section 3. The Club shall be an affiliate of the United States Soccer Federation (USSF) and United States Youth Soccer Association (USYSA)

### **Bylaw 104. Authority**

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Club affairs.

### **Bylaw 105. Laws of the Game**

FIFA Laws of the Game as modified for youth and small-sided games shall apply and be administered by the club and league rules.

### **Bylaw 106. Fiscal and Seasonal Soccer Year**

Section 1. The Club's financial year shall be from January 1 of the calendar year and end on December 31.

Section 2. The seasonal soccer year begins on September 1 of the calendar year and ends on August 31 of the following calendar year.

### **Bylaw 108. Rules of Order**

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall guide the Club in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Club may adopt.

### **Bylaw 109. Dissolution of Club**

Section 1. In the event of dissolution of the Club, all monetary and physical assets remaining after payment of all debts shall be turned over to an IRS tax-exempt charitable organization for programs promoting youth soccer in Western Washington County decided upon by vote of the current Club membership.

Section 2. Should the club merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

## **Part II – Membership**

### **Bylaw 201. Equal Opportunity**

Section 1. The Club will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 2. The Club does not tolerate any form of physical, verbal, emotional, or sexual abuse.

### **Bylaw 202. Participation**

Section 1. Participation is open to any youth soccer players ages four years up to 8th grade, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by OYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory.

Section 2. **Youth Participants** - Are registered players 8th grade and under who are participants in the current season or who have participated in at least one of the previous 2 seasons. They shall register with the Club in the format prescribed by the Club. A seasonal fee established by, and payable to, the Club shall accompany all applications, with the exception of players on scholarships who must still submit an application. Acceptance by the Club shall constitute approval of the application provided space is available on a team for the player.

Section 3. **Adult Participants**- Are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Club. Acceptance of Adult Participants by the Club shall be subject to approval by the Board and verification by OYSA that the person's risk status is "Approved". The Club may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club must be registered with the Club and OYSA, and the appropriate fees paid.

Section 5. Both Youth Participants and Adult Participants shall be subject to OYSA's bylaws and policies as well as the Club's bylaws and policies.

Section 6. All Adult Participants must submit to an annual background check in accordance with OYSA policies.

### **Bylaw 203. Membership**

All members have the rights enumerated in ORS 65.144, as amended by SB 360, 2019, as adopted.

Section 1. **Adult Members** - Are the registered Adult Participants of the Club.

Section 2. **Parent Members** - Are the parents or legal guardians of the Youth Participants.

Section 3. **Voting by Members** - At the Annual General Meeting and any Special General Meetings, all Adult Members and Parent Members shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

- A. The President shall chair the meeting and they will only vote in the event of a tie.
- B. Parent Members are limited to not more than 2 voting persons per family.
- C. Each voting person is limited to one vote; regardless of the number of offices that person may hold.

## **Part III – Organization and Board**

### **Bylaw 301. Board of Directors**

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of elected Officers of the Executive Team and other elected At- Large Board Members. The number of Board Members may be modified from time to time by vote of the Board and the number shall never be fewer than 5 but not to exceed 12.

Section 2. The Executive Team shall consist of the 5 officers specified in Bylaw 302. Elected Executive Officers and At- Large Board Members are eligible to vote on any matter brought before the Board.

Section 3. New Board Members are voted in by the existing Board Members. Interested individuals need to fill out a form of interest. Once an individual has been elected to the board, they are required to complete a minimum of one year on the board before becoming eligible for a position on the Executive Team.

Section 4. Board Members will remain on the Board until the individual Board member expresses interest in vacating the position or becomes ineligible to serve on the Board. (See ByLaw 301, Section 7 and ByLaw 303). Ideally the Board member will give notice of intent to vacate their position at least 2 seasons prior to vacating the position.

Section 5. Community members/ parents not currently on the Board and other *ex officio* members of the Board may attend meetings, participate in discussions, provide support and advice to the Board but shall not have voting privileges at Board meetings.

Section 6. Board Members shall not receive compensation for their Board services but may be reimbursed for the actual out-of-pocket expenses they incur related to Board service. Receipts must be submitted to the treasurer within the current season. Reimbursements must be approved by the Board.

Section 7. An individual is not eligible to serve as a member of the Board of Directors if the person has:

- A. A felony conviction of any kind;
- B. Any conviction (misdemeanor or otherwise) for sexual abuse or sexual assault of any kind or for a hate crime; or
- C. Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport.
- D. Violated the Code of Conduct of the Club or OYSA.

### **Bylaw 302. Club Executive Officers Duties and Members at Large Duties**

Section 1. Officers of the Executive Team

The club shall have the following elected officers of the Executive Team:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Registrar

Section 2. No one person may simultaneously hold more than one office.

Section 3. **President**

The President shall supervise all activities of the Club and Board. The President shall be the presiding Officer at all Club meetings. The President shall appoint committees as needed or when charged to do so by a majority of the elected officers and shall be an *ex officio* member of all committees. The President shall be the official representative of the Club in all interactions with the public, except when another person has been given that authority by the President with the approval of the Board. The President shall act as the Risk Management Coordinator for the Club. The President shall serve as the Club Parliamentarian.

Section 4. **Vice President**

Assist the president and other board members where needed. Will take over the President position in the event the President leaves without notice/or before a qualified individual can be voted into the President position.

#### **Section 5. Secretary**

The Secretary shall keep and publish an accurate record of all meetings, maintain the files of the Club and be responsible for the preparation of the annual report.

#### **Section 6. Treasurer**

The Treasurer shall be in charge of the financial affairs and activities of the Club, shall keep an accurate, informative, timely and verifiable record of all monies received and disbursed by the Club, all assets owned or controlled by the Club and all debts owed by the Club. The Treasurer shall maintain checking account(s) with signature authority. The President and Registrar shall also have signature authority. Expenditures greater than \$1000 shall be approved by the board when the expenditure is outside of the approved annual budget. The Treasurer shall disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the AGM, and shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed. The Treasurer shall prepare, or cause to be prepared, all documents required to allow the Club to maintain its tax-exempt status under the Internal Revenue Code and the laws of the State of Oregon.

#### **Section 7. Registrar**

The Registrar shall be responsible for registering all accepted applicants within the Club and registering those individuals with Oregon Youth Soccer Association. The Registrar shall certify birth dates/grade as necessary, build the teams and assign coaches per season. The Registrar shall accept required forms and fees from Club participants and a record of all fees shall be given to the Treasurer. The Board may appoint assistant registrars to help in performing the Registrar's duties.

#### **Section 8. Members at Large**

The Members at Large are elected board members who are available to assist where needed. They lead necessary committees that are required for the club to operate. After one year as a Member at Large, the individual is eligible to apply for The Executive Board.

### **Bylaw 303. Removal of Officers, At-Large Board Members, or Community Members/Parents assisting the club**

Section 1. A Board member may be suspended or removed from office for failure to meet responsibilities or for otherwise acting in a manner detrimental to the interests of the Club.

- A. Community members/parents who have volunteered to assist in club duties (coaching, field maintenance, parade coordination, etc.) may be removed from their position by a majority vote of the eligible voting members of the Board at any Board meeting.

- B. *Ex officio* members of the Board may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting unless an applicable employment agreement provides for a different method of terminating the employment relationship.
- C. Elected members of the Board may only be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable OYSA procedural manual and Section 2 of this Bylaw 303.

Section 2. If the Board receives a complaint regarding the conduct of an elected Officer or other Board member or otherwise becomes aware of allegations of misconduct regarding a Board member:

- A. The President or Vice President shall appoint an impartial committee of factfinders to review allegations within 15 days.
- B. The committee shall conduct a hearing in accordance with the procedures outlined in the applicable OYSA procedural manual.
- C. The committee will present a report on the findings of the hearing to the Board within 30 days following appointment.
- D. If the committee's report recommends removal from office, the Board shall vote whether to call a special membership meeting to consider removal of the elected director.
- E. If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct the Secretary to send notice of the meeting to all eligible members of the club.
  - a. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
  - b. The notice shall state the date, time, and place of the meeting and shall also state that the purpose of the meeting is to consider the removal of the named officer or director from the Board.
- F. The vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove a person from office.

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 304, Section 1.

Section 4. Any Board member who is barred from participation in OYSA or its member clubs as a result of a risk management decision of the OYSA Risk Management Coordinator shall not participate in any activity on the Board during the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office in accordance with Section 2 E and F, above.

### **Bylaw 304. Filling Vacant Offices**

#### **Section 1. Vacancy**

In the event of a vacancy within the Executive Team, the board shall elect a candidate from the existing At-Large Board to fill the position. A vote shall be conducted in the event that there are more than one interested eligible members. In the event that a position on the Executive Team becomes vacant and there are no eligible At-Large board members, the existing board may interview and hold a vote of interested individuals within the club or community to determine a suitable candidate.

### **Bylaw 305. Committees (Field, Gear, Family Outreach, Fundraising, etc.)**

Section 1. The Board may create committees for the purposes established by the Board. The duration of such *ad hoc* committees shall be established by the Board. The Board may adopt policies that specify details of committee formation, staffing, and reporting to the Board.

Section 2. The President shall be an *ex officio* member of all committees established by the Board, although the Board may appoint another person to chair the committee.

## **Part IV – Meetings**

### **Bylaw 401. Board of Directors Meetings**

Section 1. Regular Board Meetings shall be held monthly at the time and place designated by the Board. The Board shall publicize to club members the time and location of regular Board meetings.

Section 2. Executive Committee or Special Board Meetings shall be held at a time and place specified by the President, or by a majority vote of the Board or Executive Committee. Special meetings may be called upon 2 days notice to board members.

Section 3. The President shall set the order of business for all Board Meetings.

Section 4. A quorum for conducting business at any Board meeting shall consist of a majority of the voting members of the Board but in no case shall a quorum be fewer than 3 board members.

Section 5. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a unanimous consent in writing (paper or electronic), setting forth the action to be taken or so taken, is signed by all of the Board Members.



## **Bylaw 402. General Membership Meeting**

Section 1. The Annual General Membership Meeting (AGM) shall normally be held in January. Any necessary voting shall be by the eligible voters as specified in Bylaw 203, Section 3.

Section 2. Special Membership Meetings may be scheduled or called by a majority vote of the Board.

Section 3. The Board must provide not less than 7 days notice to eligible voting members prior to any membership meeting.

Section 4. The Board shall set the order of business for General Membership Meetings. Bylaw revisions shall be submitted to the eligible voting members as provided in Bylaw 801, Section 2.

Section 5. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any membership meeting shall be required for approval of any issue brought to a vote at such meeting

## **Part V - Administration**

### **Bylaw 501. Policies**

Section 1. The Board may adopt policies to govern the operations of the Club at any Board meeting. A majority of votes of all eligible voting members of the Board is required to adopt, repeal, or amend a policy.

Section 2. Once adopted, a policy will govern the operations of the Club until amended or repealed.

Section 3. The Board shall make appropriate provisions to inform its members of Club policies.

### **Bylaw 502. Financial Policies**

Section 1. The Board shall adopt financial control policies that provide details for the handling of the club's financial affairs. Such policies shall be reviewed annually and modified as required by the club's auditors.

Section 2. The Board shall establish a budget for each year prior to the beginning of the new fiscal year.

Section 3. The Board shall cause an annual review of financial statements by an independent source.

Section 4. The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax-exempt organizations.

## **Part VI – Grievance, Protest, and Appeals**

### **Bylaw 601. Complaints**

Section 1. The Club and its Board of Directors shall follow procedures for handling complaints in accordance with the principles of due process.

Section 2. Submission of a complaint shall be in writing and shall indicate the specific charges or alleged violation, and resolution desired.

Section 3. All club procedures shall comply with Oregon Youth Soccer policies and procedural manuals.

Section 4. The Board shall adopt policies that specify any additional procedures not provided in applicable OYSA manuals, including any fees that will apply to initiating claims with the Club.

### **Bylaw 602. Hearing Procedures**

Section 1. Hearings will be conducted in accordance with the rules of the applicable OYSA procedural manual.

Section 2. The Board will adopt policies as needed to supplement applicable OYSA manuals.

Section 3. Grievances will be heard by the Board as scheduled by the President. Procedures for conducting the hearing will be set by the Board based upon the nature of the issues presented in the Grievance.

### **Bylaw 603. Hearing Procedures - Sponsored Competition**

Section 1. The Board shall approve Rules of Competition for any tournaments or leagues sponsored by the Club.

Section 2. Copies of the Rules will be distributed to participating teams when they register for the event.

Section 3. Any protests or complaints arising from the sponsored event will be heard by the event director (or designee) in accordance with the Rules. The Rules will provide for a final decision on any complaint or protest before the next scheduled match of the affected parties.

Section 4. The decision of the event director shall be final and shall be verified in writing and retained in the club records.

Section 5. Complaints of referee abuse or assault will be promptly forwarded to Oregon Youth Soccer Association.

Section 6. The event director shall submit a complaint to the Club regarding the conduct of any Club member participating in the event if the event director believes that the conduct that is the basis of the complaint merits disciplinary action greater than a ban from participation in the current event session. Referrals from the event director will be handled as a misconduct complaint in the manner specified in the applicable OYSA manual.

#### **Bylaw 604. Appeals Process**

Section 1. Appeals of the results from any hearing conducted by the Club must be submitted to Oregon Youth Soccer Association as required by the applicable OYSA procedural manual. There shall be no appeals of Club hearing decisions heard by the Club.

Section 2. The decisions or sanctions imposed shall remain in effect until the time limit of the sanction has expired, or the decision is overturned by an appeal.

#### **Bylaw 605. Exhaustion of Remedies**

Section 1. No member or participant of the Club, be it an 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 Club and organizations of which the Club is a member.

Section 2. 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 and members of the Board of Directors in defending each court action, including 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 appearances
- (D) Travel expenses
- (E) Expenses for holding special Club meetings necessitated by court action

## **Part VII - Risk Management**

### **Bylaw 701. Risk Management Policy**

Section 1. The Club will comply with the provisions of the OYSA Risk Management Policy and the OYSA Risk Management Manual.

Section 2. The President shall be the Club's Risk Management Coordinator.

Section 3. The President shall have authority to enter into a Conditional Approval Agreement with the OYSA Risk Management Coordinator only upon approval of the board.

Section 4. The President will consult with the OYSA Risk Management Coordinator regarding any concerns about the criminal history of any person who is, or has applied to become, a registered Adult Participant in the Club.

Section 5. The President shall promptly notify the OYSA Risk Management Coordinator upon learning that any Adult Participant in the club has been formally charged with, or has been convicted of a crime.

Section 6. The Board will adopt policies that comply with the USSF Safe Sport Framework, USSF Policy 212-3, and OYSA Policies 801-4 through 801-8.

Section 7. The Board may adopt a risk management policy that provides guidance to the club regarding the suitability of accepting a person to be a club Administrator. Any such policy shall not allow acceptance of a person who is disqualified by OYSA, but it may provide for the disqualification of a person who has been Approved by OYSA.

Section 8. The Board recognizes the SafeSport Code published by the U.S. Center for SafeSport on July 21st, 2024, and as it may be amended in the future, is binding on the Club. The Club will comply with all applicable provisions of the Code.

Section 9. The Club will recognize, and enforce, the disciplinary actions of SafeSport, USSF and other organizational members of the Federation that have been included in a Disciplinary Action Report.

## **Part VIII – Amendments**

### **Bylaw 801. Bylaw Changes and Amendments**

Section 1. Changes or amendments to these bylaws may be adopted at any General Membership Meeting upon two-thirds (2/3) majority vote of the accredited voting members present. Each eligible person may only cast one vote, regardless of the number of offices held.

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Club not later than thirty (30) days before the General Membership Meeting. Such changes shall be transmitted to Board Members and eligible voting members of the Club not later than fourteen (14) days prior to said meeting.

#### **Bylaw 802. Provisional Bylaw Changes**

Section 1. The Board, by a two-thirds (2/3) majority vote, may create temporary bylaws changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Club to meet required objectives. Provisional changes so adopted will be submitted to the membership in accordance with Bylaw 801 as a proposed Bylaw amendment at the next General Membership Meeting.

#### **Bylaw 803. Severability and Precedence**

Section 1. Any section of these bylaws considered to be in violation of applicable laws shall not affect the remaining sections that are in compliance with those laws.

Section 2. The bylaws and policies of the organizations of which the Club is a member shall take precedence over these bylaws. The Board shall submit an amendment to these Club bylaws at the Club's next General Membership Meeting to eliminate the cause of any conflict.