

**Bylaws of
Bainbridge Island Youth Soccer Club
dba Bainbridge Island Football Club (BIFC)**

a Washington nonprofit corporation

ARTICLE 1 – THE CLUB

1.1 Name

The name of the corporation is Bainbridge Island Youth Soccer Club ("BIYSC"), and also goes by the name "Bainbridge Island Football Club ("BIFC"). The corporation is accordingly referred to throughout these bylaws as "BIFC". BIFC'S address is Bainbridge Island Football Club, P.O. Box 10949, Bainbridge Island, WA 98110.

1.2 Affiliation

BIFC is affiliated with, and is a member club of, Northwest Sound Youth Soccer Association ("NSYSA"), which is a member of Washington Youth Soccer ("WYS"). By Board resolution, BIFC may become affiliated with different or additional soccer associations.

ARTICLE 2 – PURPOSE

BIFC is nonprofit corporation under Title 24 of the Revised Code of Washington, formed exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The mission statement of BIFC is as follows: "BIFC promotes the love of the game of soccer by providing quality player and coach training and appropriate competition for all ages and abilities in a safe and supportive environment, while developing the highest standards of player growth and fair play." The purpose of the BIFC is to teach, govern, and promote the game of soccer for youth, to encourage courtesy, proper conduct and respect for authority by players, coaches, and spectators, to promote sportsmanship and leadership, and to develop physical fitness and mental alertness.

ARTICLE 3 – MEMBERS

3.1. Members

Every coach, manager, registered player, parent or legal guardian of a registered player participating on a BIFC team, Board Member, employee, administrator, and other active volunteer who participates directly in the work of BIFC shall be a "Member" for the roster year in which they participate. By participating in BIFC activities, each Member agrees to abide by the Bylaws, Rules and Regulations of the BIFC and to act in a manner consistent with BIFC's purpose. Members are welcome (and encouraged) to attend Board Meetings to inform Board Members of any matter of concern which that Member may have relating to BIFC.

3.2 Authority

The authority of BIFC shall be vested in the Voting Members. The Voting Members shall exercise this authority by electing a board (the "Board") to conduct and manage the affairs and activities of BIFC.

3.3 Voting Rights

The term "Voting Member" means any Member that does not receive compensation for services from BIFC. At the Annual General Meeting of Members and any special meetings, each Voting Member in attendance shall be entitled to one vote.

3.4 Annual General Meeting and Special Member Meetings

The Annual General Meeting of Members shall take place in the month of November. Notice of the meeting shall be provided to all Members by the Secretary at least thirty days prior to the meeting. The notice shall provide a description of matters to be voted on at the meeting, including the election of any Elected Board Members (which shall be elected by a majority of Voting Members in attendance) and any amendments to the Bylaws (which may be amended by a two-thirds majority vote of Voting Members in attendance).

The Board, by a two thirds vote, may hold additional meetings of Members at its discretion by providing at least thirty-day (30) notice prior to the meeting. The notice shall provide a description of matters to be voted on at the meeting.

ARTICLE 4 – THE BOARD

4.1 Board Members

The Board shall consist of seven elected members, two trustee members, and additional members appointed by the Board (the "Board Members"). The elected Board Members (the "Elected Board Members") will be voted on and elected at the Annual General Meeting in November. The elected Board Members include the President, Vice President of Recreational Soccer, Vice President of Select Soccer, Treasurer, Secretary, Vice President of Competition, Registrar.

The former President and the former Registrar (the "Trustee Board Members") shall be voting Board Members with the primary purpose of educating and assisting new Board Members in their duties. The Board may appoint additional Trustee Board Members by two thirds vote of Board Members then in office.

The Board may appoint additional Board Members (the "Appointed Board Members"), including but not limited to Director of Coaching and Technical Director, which shall be nominated and approved

by two thirds of the Board Members then in office. The Board, by two thirds vote of the Board Members then in office, may increase or decrease the number of Appointed Board Members or change the title and/or duties of an Appointed Board Member, provided that no decrease in the number of Board Members shall shorten the term of a current Appointed Board Member.

It shall be the duty of each Board Member to be thoroughly familiar with the BIFC Bylaws, Rules and Regulations and those of any organizations of which BIFC is a member club.

At any time, the Board may interpret the Bylaws, Rules and Regulations or render decisions on matters not covered by the Bylaws, Rules and Regulations. Such decisions or interpretations shall be binding on all teams for the current season of play.

4.2 Board Committees

There shall be an executive committee of the Board (the "Executive Committee") consisting of seven members: President, VP for Competition, VP of Recreational Soccer, VP of Select Soccer, Secretary, Treasurer, and Registrar. The Executive Committee may be convened by the President or by any other two members of the Executive Committee, and shall have the full power of the Board.

The Board, by resolution adopted by a majority of Board Members then in office, may create one or more additional committees, each consisting of two or more Board Members. Any such committee shall have all the authority of the Board to the extent provided in the Board resolution, provided that such committee may not: (a) fill vacancies on the Board; or (b) create any other committees of the Board.

4.3 Spokesperson

The President shall be the public spokesperson for BIFC unless otherwise directed by the Board. No other Member or Board Member shall represent his or herself as the spokesperson for BIFC or attempt to act on behalf of BIFC without prior approval of the Board. Furthermore, no person shall use their position or affiliation with BIFC for personal gain or to influence others without prior approval by the Board.

4.4 Term of Office

Except as proved in Section 4.5, each Elected Board Member shall serve for a two-year term commencing on January 1 and ending on December 31. The President, Registrar, VP of Recreational Soccer, and Treasurer will be elected at the Annual General Meeting and assume office the following January of even numbered years. The VP of Competition, VP of Select Soccer, and Secretary will be elected at the Annual General Meeting and assume office the following January of odd numbered years.

The Trustee Board Members shall serve a two-year term commencing on January 1 and ending December 31. Appointed Board Members shall serve a one year term commencing on the date of their appointment.

4.5 Inability to Complete Term of Office; Removal

A Board Member unable to complete his or her term for any reason shall notify the President as soon as possible in writing (which includes email). If the Board determines a Board Member is neglecting his or her duties, the Board may remove such Board Member by a majority vote of the Board Members then in office. The Board may fill any vacant Board position for the remainder of the unexpired term or until the next Annual General Meeting, whichever occurs first.

ARTICLE 5 – MEETINGS OF THE BOARD

5.1 Board Meetings

Meetings of the Board shall be held at any place designated by the President, or the Board Member designated by the President, in the notice of Board meeting. Any Member of BIFC (see paragraph 3.1 above) is welcome (and encouraged) to attend Board Meetings to inform Board Members of any matter of concern which that Member may have relating to BIFC.

The President, or another Board Member designated by the President, shall preside over Board Meetings. The Board shall hold a monthly meeting at which BIFC business shall be conducted. The Board may, at its discretion, hold additional meetings by providing reasonable advance notice, as dictated by the circumstances, to all Board Members. The conduct of Board Meetings shall be governed by the current edition of Robert's Rules of Order.

5.2 Quorum/ Voting

Eight Board Members, or a simple majority of the Executive Committee Members then in office, shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of those Board Members present and entitled to vote at a duly held meeting at which a quorum is present shall be an act of the Board unless the Bylaws or a Board resolution or Washington law provides more stringent requirements. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of one or more Board Members, if any action taken or decision made is approved by at least the requisite number of Board Members (i.e., simple majority or two thirds) of the required quorum for that meeting. A board member receiving compensation from BIFC for services shall not be entitled to vote, with the exception that the Registrar shall be entitled to vote even if receiving such compensation. The President's vote is counted only when needed to break a tie.

5.3 Actions By Board Without Meeting; Email Voting

Any action that the Board is required or permitted to take may be taken without a meeting by email vote of the requisite number of Board Members (i.e., simple majority or two thirds). The Board Member requesting an email vote will notify the President, who shall send an email to each Board Member and allow a reasonable amount of time, as dictated by the circumstances, for Board Members to submit questions, give comments or solicit comments from other Board Members on the issue. The

President shall promptly report all email vote results to the Board, and those vote results shall be reviewed at the next full board meeting.

ARTICLE 6 – BOARD POSITIONS

6.0 Officers & Board Members Cannot Bind BIFC without Board Approval

All contracts, agreements, and commitments of BIFC must be in writing. No officer or Board Member, including the officers and Board Members identified below, have the legal authority to bind BIFC to any contract, agreement, or commitment without Board approval. The Board may grant a particular officer or Board Member such authority for specific categories of contracts, agreements, or commitments by written resolution that is stated in full in approved Board minutes. These resolutions will be formalized in a Purchasing Policy written and maintained by the Treasurer and approved by the BOD and published on the BIFC website.

6.1 Elected Board Members

6.1.1 The President

Subject to the control of the Board, the President shall supervise, direct and control BIFC's activities and affairs, including: (a) overseeing all activities of BIFC and the work of the officers; (b) serving as chairperson at Board meetings and Member meetings; (c) monitoring all policies, rules and regulations of the BIFC and assuring that they are executed; (d) establishing committees (subject to approval of the Board) and selecting individuals to represent BIFC at Association and/or State levels as well as in the community; (e) organizing annual short term and long term planning and goal setting; (f) voting only in the case of a tie; (g) orienting new Board Members to their responsibilities; (h) being BIFC's spokesperson at School District and Park District meetings; (i) co-sign on all Club disbursements requiring second signature; (j) serving as Chairperson on the Conduct Review Board; (k) serving as Nominating Committee Chair; and (l) such other powers or duties as may be given in writing by the Board.

6.1.2 Vice President of Competition

The Vice President of Competition shall: (a) perform duties of the President in President's absence; (b) attend regularly and report when appropriate at Board meetings; (c) set the match schedules as required; (d) coordinate scheduling of matches and communicate schedules to coaches; (e) resolves match related conflicts and disputes; (f) act as a liaison between BIFC and NSYSA Vice President of Competition; (g) coordinate the field scheduling for practice sessions, league play, jamborees, and tournaments.

6.1.3 Secretary

The Secretary shall: (a) record the minutes of all meetings and distribute to the Board and NSYSA Board of Directors prior to the next club meeting; (b) keep a record (paper or electronic) of BIFC correspondence; (c) distribute minutes, announcements and information to team representatives/coaches as directed by the Board via the BIFC website; (d) maintain a current list of Board Members (with addresses and phone numbers) and provide a copy to the NSYSA secretary; (e) schedule meeting rooms for Board meetings and the annual Members meeting; (f) maintain a permanent record of all Conduct Review Board and Board of Directors rulings and findings and all related correspondence by all parties, (g) maintain a paper and electronic (pdf) copy of BIFC bylaw, policy, meeting minutes and other relevant documents.

6.1.4 Treasurer

The treasurer shall: (a) attend regularly and report when appropriate at Board meetings; (b) work with business administrator on financial matters and oversee business administrator's assigned accounting tasks; (c) create and maintain club purchasing policy; (d) review annual tax return prior to filing; (e) present an annual accounting of the receipts and expenditures at the Annual General Meeting; (f) prepare a budget for the upcoming calendar year; and (g) submit BIFC books for summary audit to independent auditor who is not a member of the club on a bi-annual basis and at the end of an outgoing treasurer term.

6.1.5 Registrar

The Registrar shall: (a) verify the ages of all players; (b) organize and supervise on-line registration process and resolve problems with registration; (c) oversee and maintain the team rosters; (d) communicate with NSYSA, WYS, and any other association in which BIFC participates in a timely manner; (e) assign players to teams; (f) attend regularly and report when appropriate at Board meetings; (g) retain a separate list of coaches, assistant coaches, and team representatives; (h) develop a registration schedule; (i) assure that all players and coaches have completed necessary forms; (j) answer and route voice mail; and (k) collect and distribute BIFC mail.

6.1.6 Vice President of Select Program

The Vice President of Select Program shall: (a) attend regularly and report when appropriate at Board meetings; (b) oversee all aspects of the BIFC Select Program's activities; (c) chair the Selection Committee to recruit, interview and pick Select program coaches; (d) oversee the Select coach selection process; (e) schedule, organize and oversee, with the Director of Coaching, the Select tryouts; (f) work with the Treasurer to monitor income and expenses of the Select program; (g) participate in any judicial proceedings and disputes regarding all BIFC Select teams, players, parents, or coaches; (h) approve Select team rosters; and (i) advertise Select try-outs and the Select program.

6.1.7 Vice President of Recreational Soccer

The Vice President of Recreational Soccer shall: (a) be responsible for overseeing the entire recreational soccer program; (b) attend regularly and report when appropriate at Board meetings; (c) work with the Treasurer to monitor income and expenses of the Recreational program; (d) participate in resolving disputes regarding all BIFC Recreational teams, players, parents, or coaches; (e) Recruit recreational coaches; (f) Ensure attendance of NSYSA meetings as the Club's representative; and (g) create game schedule for U8-U10 recreational teams.

6.2 Appointed Board Members

Pursuant to Section 4.1, the Board may appoint additional Appointed Board Members, including the following positions. Each Appointed Board Member shall be entitled to vote unless otherwise noted. If appointed, the following Appointed Board Member positions shall have the following roles and responsibilities, subject to amendment pursuant to Section 4.1. Detailed descriptions of appropriate positions will be maintained in the Job Descriptions identified in Article 7, Personnel.

6.2.1 Director of Fundraising

The Board may appoint a Director of Fundraising whose responsibilities shall be stated in a written description approved by the Board. Those responsibilities will include oversight and implementation of fundraising efforts and managing sponsor relations. See detailed job responsibilities in the Job Descriptions document referenced in Article 7, Personnel.

6.2.2 Director of Volunteers

The Board may appoint a Director of Volunteers, whose responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include (a) working with the Board Members to provide assistance on games, events, and skills camps (b) maintaining a record of volunteers and their hours donated (c) Using this information will be used for fundraising purposes.

6.2.3 Director of Referees

The Board may appoint a Director of Referees, whose responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include a) be responsible for full field referee substitution in the event BIFC is notified of a need for a referee; (b) maintain a pool of referees for full field soccer; (c) keep records of referees' completed U10 Development matches and submit to the Treasurer for compensation; (d) organize and coordinate referee training; and (e) keep records of all referee rankings.

6.2.4 Director of Communications and Marketing

The Board may appoint a Director of Communications and Marketing whose responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include (a) working with Board and its members to create a marketing and communication place; (b) executing that plan; (c) maintaining the Club's website.

6.2.5 Director of Coaching

The Board may appoint a Director of Coaching whose responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include, among other things, (1) oversight of all soccer matters, (2) act as the public face of the Club on Bainbridge Island and soccer communities off the Island, (3) supervision of coaches, (4) education and training of coaches, (5) recruit and retain coaches, (6) develop and implement a strategic plan for the Club, including setting Club goals, (7) create an annual calendar and (8) annually provide the Board a report card on the Club's progress and success under that strategic plan and goals.

6.2.6 Technical Director

The Board may appoint a Technical Director whose responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include, among other things, (1) develop education, training and mentoring program/curriculum for coaches, (2) participate in the development of education and training program/curriculum for select players, (3) participate in team placement in leagues and tournaments and (4) assist in the recruitment and retention of players.

6.3 Trustee Board Members

The Trustee Board Members shall educate and assist incoming Board Members regarding the Board duties and the activities of BIFC.

ARTICLE 7 – PERSONNEL

BIFC, through the Board, may hire employees or engage independent contractors to perform services on behalf of BIFC, including without limitation a Director of Coaching, a Director of Player Development, coaches, and trainers. The Board may authorize the Director of Coaching or a Board committee to hire employees or engage independent contractors. Such authority may be general or confined to specific instances.

The Executive Committee, by simple majority vote, shall have authority to terminate any employee's employment or to disengage any independent contractor. Unless otherwise provided in a written agreement duly executed on behalf of BIFC, termination of an employee's employment or disengagement of an independent contractor may be at any time and for any reason. Upon written request (including by email) by the affected party delivered to the President within ten days, the Board

shall provide an opportunity to be heard regarding the facts and circumstances of his or her termination or disengagement, as the case may be, at the next regularly scheduled Board Meeting or at a special Board Meeting. The opportunity to be heard shall not affect the validity of any personnel decision of the Executive Committee unless the Board modifies or reverses such decision.

The Club shall have a Job Descriptions document that contains detailed responsibilities of all appropriate positions. This document will be approved by the BOD and published on the BIFC website.

7.1.1 Director of Coaching

The Board may hire a Director of Coaching, which may be a volunteer or paid position as determined by the Board.

The Director of Coaching's responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include, among other things, (1) oversight of all soccer matters, (2) act as the public face of the Club on Bainbridge Island and soccer communities off the Island, (3) supervision of coaches, (4) education and training of coaches, (5) recruit and retain coaches, (6) develop and implement a strategic plan for the Club, including setting Club goals, (7) create an annual calendar and (8) annually provide the Board a report card on the Club's progress and success under that strategic plan and goals.

If the Director of Coaching receives compensation for services from BIFC, the Director of Coaching shall not be entitled to vote. If paid, the Board shall develop and approve a yearly contract, listing compensation, areas of responsibility and job description. Unless otherwise stated in that contract, any paid Director of Coaching shall be an employee at will.

7.1.2 Technical Director

The Board may hire a Technical Director, which may be a volunteer or paid position as determined by the Board.

The Technical Director's responsibilities shall be stated in a written description approved by the Board. Those responsibilities may include, among other things, (1) develop education, training and mentoring program/curriculum for coaches, (2) participate in the development of education and training program/curriculum for select players, (3) participate in team placement in leagues and tournaments and (4) assist in the recruitment and retention of players.

If the Technical Director receives compensation for services from BIFC, the Technical Director shall not be entitled to vote. If paid, the Board shall develop and approve a yearly contract, listing compensation, areas of responsibility and job description. Unless otherwise stated in that contract, any paid Technical Director shall be an employee at will.

7.1.3 Business Administrator

The Board may hire a Business Administrator whose responsibilities shall be assisting Treasurer in the following tasks: (1) keep an accurate written record of all financial transactions; (2) deposit all monies in one or more chartered bank accounts in the name of BIYSC (BIFC); (3) disburse funds as required; (4) prepare monthly financial statements for distribution at every Board meeting; (5) complete all State and Federal forms and pay all fees to maintain BIYSC (BIFC) as a non-profit 501(c)(3) organization; and (6) maintain a paper or electronic (pdf) copy of all BIFC contracts, agreements and written commitments that are financial related.

ARTICLE 8 – RULES AND REGULATIONS

The Board may adopt and publish rules governing the day to day operation of BIFC, including without limitation rules of competition, team formation, player assignments, coaching assignments and qualification requirements, registration, and conduct review procedures relating to any conduct by players, volunteer coaches, spectators, parents or Board Members on or off the playing field. Any provisions in the rules and regulations regarding paid personnel shall be consistent with Article 7.

ARTICLE 9 – INDEMNIFICATION

All Board Members shall be indemnified against personal liability claims for performing acts and duties directly related to the work of BIFC.

ARTICLE 10 – AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of Voting Members in attendance at the Annual General Meeting or a special meeting of Members called by the Board pursuant to Section 3.4. The notice of meeting shall describe all proposed amendments. The Board may accept clarifying amendments to the proposed Bylaw amendments at the Annual General Meeting or special meeting. Rules and Regulations may be amended by a majority vote at any regular or special Board meeting with appropriate notice to the Members.

The foregoing Bylaws were adopted by the Voting Members in attendance at the Annual General Meeting on January 14, 2015.

Secretary

Clancy Jacobsen
(print)

Clancy Jacobsen
(sign)
