

CrossfireTM PREMIER

Bylaws of the Crossfire Premier Soccer Club

ARTICLE 1 The Club

1.1 Name

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

1.2 Affiliation

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

1.3 Purpose and Charter

The Mission of the Club is to promote the game of soccer for teams and players by:

- Developing individual players to their fullest potential;
- Providing the highest possible level of technical and tactical training by attracting and retaining a nationally recognized coaching staff;
- Teaching sportsmanship, teamwork and competitive team play in a safe and constructive environment;
- Providing highly skilled and capable players with opportunities to excel in the sport at the highest level of national and international play;
- Preparing players to be successful scholar-athletes in high school and college through education on healthy lifestyle choices and the college recruiting process; and

- Supporting player development at all age levels within the Association through Club sponsored training programs for players and coaches.

1.4 Function

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

- Recruit and coordinate volunteers in numbers sufficient to staff and support both the Club's and the Association's activities;
- Form teams to be affiliated with the Club and assign players to those teams consistent with the objectives of the Club; and
- Facilitate registration and participation in appropriate leagues and tournaments for teams affiliated with the Club.

ARTICLE 2 The Members

2.1 Qualification.

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

2.2 Voting Rights

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

2.3 Member Meetings

(a) Annual Club Meeting.

The Club shall hold an Annual Club Meeting on a date to be determined by the Club's Operating Board, but in any case on a date either before nor more than thirty (30) days after the Association's Annual General Meeting, for the purpose of conducting the following business:

- Club President's progress report
- The Club Treasurer's report of Club finances
- The Club Members' election of the Club Officers

- General discussion from the floor
- Adjournment

(b) Special Club Meetings

The Board may call a special meeting at any time. Club Members may call a special meeting by delivering a written Petition to the Club Secretary specifying the intended purpose of the meeting and signed by not less than seventy (70) Club Members. Within three (3) days of receiving such a Petition, the Club Secretary shall provide not less than ten (10) days' nor more than fifty (50) days' prior notice to all the Club Members specifying the date, time, and purpose of the special club meeting.

(c) Meeting Chair

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

(d) Notice of Member Meetings

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

(e) Quorum

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

ARTICLE 3 The Club Officers

3.1 Election of Officers; Term; Term Limit

The Club's Officers shall be the Club President, the Club Vice President, the Club Secretary, and the Club Treasurer, each elected to serve a two year term starting on the first day of January in the year immediately subsequent to the Annual Club Meeting at which each is elected or until a successor is elected.

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

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

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

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

3.2 Removal

A Club Officer who is unable to carry out the duties of office (due, for example, to the revocation of risk management clearance as required in Section 7.4 of the Association's Bylaws) for a period of ninety (90) days shall, at the end of the ninetieth (90th) day, automatically be removed from office. After three (3) consecutive absences from regular board meetings, the Club's Board of Directors may, in its sole discretion remove, such Club Officer. A Club Officer may otherwise be removed from office by a vote of a majority of the Club's Members at a special meeting called for that purpose.

3.3 Nominations Process

The Executive Committee shall act as the nominating committee and shall solicit candidates, and receive input concerning their qualification, for open positions on the Board of Directors starting not less than sixty (60) days before the date of the Annual Club Meeting or any Special Club Meeting called for the purpose of electing a Club Officer, and shall then publish its recommendations at least ten (10) days before the date of such meeting. Regardless of the Executive Committee's recommendations, nominations of any individual may be made by a Club Member, provided that such nomination must be received by the Executive Committee not less than twenty (20) days before the date of the Annual Club Meeting or any Special Club Meeting called for the purpose of electing a Club Officer. Any such nomination shall be published at least ten (10) days before the date of such meeting. Every candidate running for a "contested office" shall be afforded an opportunity to speak in support of his or her candidacy at the Annual Club Meeting or Special Club Meeting called for the purpose of electing a Club Officer. The President shall appoint a Club Officer, other than a current candidate to serve as the "inspector of the election" and, as such, the inspector of the election shall tally votes and announce the results.

3.4 Vacancies

A vacancy in any Club office shall be filled by the Club's Members at either the Annual Club meeting or a special club meeting called for that purpose, or if sooner, by a vote of the majority of the members of the Club's Operating Board at a regularly or specially scheduled meeting of the Operating Board; provided that the Club Vice President shall automatically succeed to the office of Club President in the event of a vacancy in that office.

3.5 Powers and Duties of the Club President

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

- Serve on, and preside over the meetings of, the Club’s Operating Board;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club’s Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Along with the Club Secretary, certify the individuals chosen by the Operating Board to serve as the Club’s “Delegates” to each Annual General Meeting or Special General Meeting of the Association;
- Serve on such Club or Association Committees as the Operating Board may consider appropriate;
- Oversee the work of all the other Club Officers and their supporting volunteers, if any; and
- Organize, preside over, and deliver a report on the Club’s status at, the Annual Club Meeting.

3.6 Powers and Duties of the Club Vice-President

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

- Perform the duties of the President in times of the President’s absence, including, if necessary, representing the Club on the Association’s Board of Directors;
- Serve on the Association’s Board of Directors and act generally as the liaison between the Club and the Association;
- Succeed to the office of President in the event of the President’s resignation or removal;
- Serve on, and provide regular reports to, the Operating Board;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club’s Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Serve on and act as the Club’s liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee as requested from time to time by the Executive Committee; and

- Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board as requested from time to time by the Executive Committee.

3.7 Powers and Duties of the Club Secretary.

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

- Serve on, and record minutes of the meetings for, the Operating Board;
- Give any required notices of meetings in the manner these Bylaws specify;
- Serve as general custodian of the Club's records;
- Along with the Club President, certify the individuals chosen by the Operating Board to serve as the Club's "Delegates" to each Annual General Meeting or Special General Meeting of the Association;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club ;
- Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Secretary's key responsibilities;
- Define the responsibilities for, and oversee the work of, all subordinate volunteer Club program directors and coordinators, if any, whose roles support any area of key responsibility; and
- Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.

3.8 Powers and Duties of the Club Treasurer.

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

- Serve on, and provide regular financial reports to, the Operating Board;
- Along with all the other Club Officers, identify and recruit volunteers to join the Club's Operating Board who, working alongside Club Officers, will complete the work of the Club;
- Assume key responsibility in the areas of Club accounting, budgeting, finance, fundraising, sponsorships, and such other areas as the Operating Board may assign;

- Serve on and act as the Club's liaison to (or designate another Club volunteer to serve on and act as liaison to) any Association committee organized to provide support for programs falling within the areas of the Treasurer's key responsibilities, including, without limitation, the Association's Finance Committee;
- Define the responsibilities for, and oversee the work of, all subordinate volunteer Club program directors and coordinators, if any, whose roles support any area of key responsibility; and
- Chair, or oversee the chair and the work of, each Club committee formed by the Operating Board to support any area of key responsibility.

ARTICLE 4 The Operating Board

4.1 Duties and Powers of the Operating Board

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

- Establish and pursue a strategic vision for the Club;
- At least annually, reaffirm or revise the Club's vision and mission statements;
- Appoint individuals to serve as the Club's Delegates to the Association's Annual General Meeting and any Special General Meetings;
- In case of a vacancy not otherwise filled by the Club Members through a vote at a general or special Club Meeting, appoint a successor to complete the remainder of the term of any Club Officer; provided that the Club Vice President shall automatically succeed to the office of Club President in the event of a vacancy in that office;
- From time to time appoint interested and qualified individuals to serve on the Operating Board and to fill whatever roles, and denoted with whatever titles and job descriptions, the Operating Board may consider necessary or appropriate in order to accomplish the Club's objectives;
- Establish policies and procedures for the formation and governance of teams affiliated with the Club;
- Prepare and propose an annual Club budget for Association approval as part of the budgeting process coordinated through the Association's Finance Committee;

- Review and authorize non-budgeted expenditures to the limit of the Club's "discretionary budget" authorized by the Association.

4.2 Composition and Voting

The members of the Club's Operating Board shall consist of each Club Officer and all other individuals that the Operating Board may appoint from time to time in its absolute and sole discretion. Each member of the Club's Operating Board, regardless whether a Club Officer or an appointed member, shall have an equal vote on matters submitted to the Operating Board for approval and action.

4.3 Appointed Members

There shall be no limit on the number of individuals who may serve as an appointed member of the Club's Operating Board, it being the Club's policy to favor the inclusion of anyone who expresses a willingness and ability to fulfill the obligations that such service entails. Nevertheless, the Operating Board shall not be under any obligation to appoint any particular individual who desires to join the Operating Board, and there shall be no recourse for any individual denied appointment no matter the reason, aside from seeking removal of members of the Operating Board as these Bylaws otherwise provide. Individuals appointed to the Operating Board shall serve from the date of their appointment until the last day of the calendar year in which appointed. There shall be no limit, however, on the number of consecutive years that an individual may be appointed to serve on the Operating Board of the Club.

4.4 Removal

No member of the Operating Board, including appointed members, may be removed from the Operating Board except by a vote of a majority of the Club Members at the annual club meeting or special club meeting called for that purpose, except that:

- A majority of the members of the Operating Board may, in its discretion, remove any appointed member of the Operating Board (but not an Officer) who is absent for three (3) consecutive meetings of the Operating Board without providing prior notice to the Club Secretary; and
- A member of the Operating Board who is unable to carry out the duties of office (due, for example, to the revocation of risk management clearance as required Section 7.4 of the Association's Bylaws or because of removal by the Association's Board of Directors on account of a violation of the policy on conflicts of interest as set forth in Section 7.6 of the Association's Bylaws) for a period of ninety (90) days shall, at the end of the ninetieth (90th) day, automatically be removed from office.

4.5 Meetings of the Operating Board

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

4.6 Notice of Meetings

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

4.7 Quorum

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

4.8 Executive Committee

The Executive Committee shall be composed of 5 members. The Club Officers and one at-large member of the Club Board, designated by the Club Officers in their absolute and sole discretion, shall serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Coaching Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE 5 The Delegates

5.1 Appointment; Alternates

The Operating Board shall appoint the Delegates authorized to attend and participate on the Club's behalf at a particular Annual General Meeting or Special General Meeting, which appointment shall be made not more than thirty (30) days nor less than three (3) days before the date of each such scheduled meeting. The Operating Board shall choose such number of individuals to serve as Delegates as the Association's Bylaws may authorize, plus as many "Alternates" as the Club's Operating Board may deem necessary or appropriate. An Alternate, if chosen and starting with the individual designated as the

“First Alternate,” shall substitute for any authorized Delegate who, for whatever reason, is unable or unwilling to serve at the time of the meeting.

5.2 Duties and Powers

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

5.3 Qualification to Serve

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

5.4 Certification

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

ARTICLE 6 Coaching Director

6.1 Coaching Director

The Coaching Director shall be hired by the Board. The Executive Director has day-to-day responsibility for the Club soccer programs, including carrying out the Club's goals and objectives. The Coaching Director will attend all Board meetings, report on the progress of the Club, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

6.2 Additional Coaching Directors

The Coaching Director shall be authorized to hire additional Coaching Directors and Associate Coaching Directors, subject to budget approval by the Club Board. Any such additional Coaching Directors shall have day-to-day responsibility for the Club soccer programs, including carrying out the Club's goals and objectives, as may be designated by the Coaching Director. Such additional Coaching Directors shall attend Board meetings as requested by the Coaching Director.

ARTICLE 7 General Provisions

7.1 Notices.

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

7.2 Amendment

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

I HEREBY CERTIFY AS SECRETARY OF THE CLUB THAT THE CLUB ADOPTED THESE BYLAWS AT THE INITIAL MEETING OF THE CLUB’S OPERATING BOARD HELD MARCH __, 2007.

NAME: _____
TITLE: _____