



FEDERAL WAY SOCCER ASSOCIATION

Federal Way Soccer Association Bylaws

Date of Enactment: 1971
Amended: December 1, 2025

Federal Way Soccer Association Bylaws

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ARTICLE 1 - NAME AND OFFICERS

- 1.1 This organization shall be known as Federal Way Soccer Association (Incorporated), here after referred to as the Association.
- 1.2 The principal office of the Association in the State of Washington shall be in the King County. The principal mailing address of the Association is:

PO Box 4595
Federal Way, WA 98063.

The Association may have such other offices or mailing addresses as the Board of Directors (“Board”) may determine or as the affairs of the Association may require from time to time.

ARTICLE 2 - AFFILIATION AND PURPOSES

- 2.1 **Purposes and Powers.** This Association 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 Association is organized are:
 - 2.1.1 To provide an organized soccer program for the youth of Federal Way, and to promote, stimulate, and expand public interest and understanding of soccer in the City of Federal Way 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 Association. In providing this program and opportunity for young people to participate in sports, the Association shall further the public interest in youth sports, specifically soccer, and shall also help to promote positive social values.
- 2.2 **Amateur Organization.** The Association shall be considered an amateur organization. All Association players must be soccer amateurs.
- 2.3 **Tax Exempt Status.** This Association 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 Association 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 Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons. However, the Association 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.

- 2.4 **Policies.** The Association 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 Association, 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.
- 2.5 **Rules and Regulations.** The Association 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.
- 2.6 **Dissolution.** Upon the winding up and dissolution of the Association, the assets of the Association remaining after payment of, or provision for payment of, all debts and liabilities of the Association, shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c) (3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Association is organized.

ARTICLE 3 - MEMBERS

- 3.1 **General Membership.** The General Membership of the Association shall consist of the properly registered players, their parents and guardians, and properly registered volunteers of the Association 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 United States Soccer 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 Washington Nonprofit Corporation Act (“Act”). The Association 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 Association 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 Federal Way area may apply for club membership in the Association (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.
- 3.2.1 **Member Club Requirements.** All Member Clubs and organizations seeking to become Member Clubs shall:

- 3.2.1.1 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.
- 3.2.1.2 Ensure that their bylaws, policies, procedures, and rules comply with the governing and operating documents of the Association.
- 3.2.2 **Member Club Admission.** Any club wishing to apply for membership shall submit a Letter of Application (“Application”) to the Secretary of the Association stating the reason and benefits to the Association 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.
 - 3.2.2.1 **Review of Application.** A club’s Application shall be first submitted to the Secretary, who will present all completed applications to the Board of Directors within fourteen (14) days of receipt. The Board of Directors shall review the Application at their next regularly scheduled meeting or within sixty (60) days of receipt of the Application, whichever is sooner.
 - 3.2.2.2 **Decision of Application.** The Board of Directors shall vote on the Application following the board review and within ninety (90) days of receipt of the Application. A majority vote of the Board of Directors present shall be required for admission of a club to the Association.
- 3.2.3 **Termination of Membership.** Membership in the Association may be terminated either voluntarily or involuntarily.
 - 3.2.3.1 **Voluntary Termination.** Any Member Club may terminate its membership by giving notice to the Secretary not later than May 1 of the year preceding the year of termination. Such Notice of Termination shall be effective on May 1 of the year following such Notice.
 - 3.2.3.2 **Involuntary Termination.** A Member Club which fails or refuses to follow the Rules and Regulations, Bylaws, or Articles of Incorporation of the Association, 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 the Association may be suspended or expelled from the Association 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 Secretary who will forward the request to the Board of Directors for review. The suspended Member Club may then be reinstated 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.
- 3.2.4 **Member Club Board Seat.** All member Clubs shall be entitled to one member on the Board of Directors. In all business, the responsibility of the Board position supersedes the Club affiliation.

- 3.2.5 **Member Club Duties.** It is the duty of all Member Clubs to uphold the purpose of the Association and to help in the supervision of all soccer activities that take place. Each Member Club shall be responsible for the conduct of its players, coaches, officials, and spectators, and shall take all precautions reasonable to safeguard the players, game officials, and spectators. Each Member Club shall make reasonable effort to protect the property, public, or private, on which the game is played from damage or misuse.

ARTICLE 4 - MEETINGS

- 4.1 **Annual General Meeting (“AGM”).** An annual general meeting of the Association shall be held during the second quarter of each year on a date, and location (or digital meeting platform) as determined by the Board. The primary purpose of the AGM will be to elect directors on the Board of Directors of the Association and vote on any proposed amendments to the Associations Articles of Incorporation or Bylaws. If the AGM is not held, or the election of Directors is not held at the AGM, the Board of Directors shall cause the election to be held at a special or regular meeting of the Board as soon thereafter as may be convenient.
- 4.1.1 **Notice of Meeting.** Notice of the AGM shall be given by email or other electronic means to the Board of Directors not less than 10 days and not more than 60 days prior to a meeting. Meeting announcements will be appropriately communicated to the membership.
- 4.1.2 **The AGM** will be held to:
- a. Elect members for open positions on the Board of Directors.
 - b. Vote on the amendments to the Articles of Incorporation or Bylaws.
 - c. Vote on any other business that is recommended by the Board of Directors
- 4.1.3 **Quorum.** To constitute a quorum for the transaction of business at any annual or special meeting of the Board, a simple majority of the Board of Directors must be present for the roll call.
- 4.1.4 **Proxies.** There shall be no proxies recognized at any annual, general, or special meeting of the Board.
- 4.1.5 **Voting at the AGM.** Voting privileges at the AGM will be subject to the following:
- a. Elected member of the Association Board of Directors (1 vote each)
 - b. One representative from each Member Club (1 vote each)
 - c. Proxy votes shall not be allowed.
- 4.2 **Board Meetings.** The Board of the Association will meet a minimum of three (3) times per year for the purpose of conducting business and administering the affairs of the Association.

- 4.2.1 **Notice of Board Meetings.** Not less than two (2) days' notice shall be given to all members of the Board for general board meetings.
- 4.3 **Rules of Procedure.** The rules contained in the current edition of Robert's Rules of Order, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and with any special rules of order the Association may adopt.

ARTICLE 5 - BOARD OF DIRECTORS

- 5.1 **Purpose.** The Board of Directors shall be responsible for the oversight and governance of the Association.
- 5.2 **Number.** The Board shall consist of not less than four nor more than nine Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.
- 5.3 **Election and Term of Office.** Directors shall serve two-year staggered terms. Elections will be held at the AGM and decided by a simple majority vote of the Board of Directors. Nominations are open to all Association members. Individuals wishing to run for a Board position must submit a written statement to the Secretary a minimum of three (3) days prior to the AGM. Nominations shall not be accepted from the floor at the AGM. The submission should include:
- a. The position for which they wish to be considered, and
 - b. A brief biography for review by the Board.
- 5.4 **Vacancy.** A vacancy existing by reason of the resignation, death, incapacity, removal of a Board member, or an unfilled board position shall have a replacement appointed by majority vote of the Board. A Board member appointed shall serve for the remainder of the regular term rotation.
- 5.5 **Resignation.** Any director may resign at any time by delivering written notice to the President or Secretary. 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.
- 5.6 **Removal.** Any Board member may be removed from office, with or without cause, by two-thirds majority vote of a quorum of the Board of Directors. Any Director absent without cause and with no prior notice to the Secretary from two (2) consecutive Board meetings, or being negligent in their duties to the Association, may be subject to removal by the Board.
- 5.7 **Other Agents.** The Board may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the tenure of the Board of Directors and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine.

ARTICLE 6 - OFFICERS

- 6.1 **Number and Qualifications.** The officers of the Association (“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 **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. Unless an officer dies, resigns, or is removed from office, they shall hold office for a term of two years or until their successor is elected, whichever is later. The terms shall be staggered as follows:
- Even years: President and Treasurer.
Odd years: Vice President and Secretary.

ARTICLE 7 - EXECUTIVE BOARD AND DIRECTORS

- 7.1 **President.** The President shall, subject to the Board’s control, supervise and oversee all assets, business, and affairs of the Association. The President shall preside over meetings of the Board and the members. 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 Association 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 the President by the Board from time to time.
- 7.2 **Vice President.** In the event of the death of the President or their inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

- 7.3 **Secretary.** The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of the Association; (d) keep records of the post office and email address of each Director and each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.
- 7.4 **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for oversight of all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and ensure the deposit all such moneys in the name of the Association in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws; (c) provide financial reports to the Board at its meetings and on request; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board.
- 7.5 **Director's at Large.** Non-Officer Board of Director positions shall be numbered 5-6 (i.e., "Director at Large Position No. 5"), and each Director shall serve as an at-large member of the Board with duties as needed by the Board. The terms shall be staggered as follows:

Odd years: Director at Large 5
Even years: Director at Large 6

ARTICLE 8 - CALENDAR

- 8.1 **Fiscal Year.** The fiscal year is May 1st through April 30th. All financial rules and regulations are in effect during the twelve (12) months of the fiscal year.
- 8.2 **Tax Year.** Tax returns are filed based on the income and expenses for the fiscal year.

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 Association and one or more of its Directors, Officers, executive staff, or member of a committee with Board delegated powers; or between the Association 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 **Conflict of Interest.** No Member of the Association or its clubs, boards, or their directors, officers, employees, volunteers, and committee members shall engage themselves in a Federal Way Soccer position or function in an effort to secure an advantage for another organization or individual, or for their personal or business gain. Any potential conflict of interest shall be declared in a disclosure statement to the Board, either voluntarily or

upon the request of the Board of Directors. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation. Each Director shall, on an annual basis, sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that Director may have to be filed with the Secretary.

ARTICLE 10 - BYLAW AMENDMENTS

- 10.1 **Bylaw Amendments.** These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the Board. All Bylaws made and adopted by the Board may be amended, repealed, altered, or modified by the Board at the next AGM or special meeting following such action. Written notice of any proposed alterations, amendments, or repeals must be submitted to the Board fourteen (14) days prior to the AGM or a special board meeting.
- 10.2 **Bylaw Conflicts.** Any case in which these Bylaws are in conflict or become in conflict with the bylaws of Washington Youth Soccer (“WYS”), the WYS bylaws will take precedence, and these bylaws shall be amended at the next AGM to eliminate the cause of conflict.
- 10.3 **Provisional Bylaws.** The Board of Directors, by two-thirds majority vote of a quorum of the Board of Directors, may, from time to time, make temporary rules or regulations governing specific cases or occasions not provided for in the existing Bylaws, but which may be necessary for carrying out the purpose and objectives of the Association. Provisional rules that were approved during the season shall remain in effect only until the next AGM and must be submitted for ratification at the next AGM for adoption into the Bylaws if approved by a majority vote of a quorum of the board.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of the Federal Way Soccer Association have been duly adopted by the current Board of Directors of the Association on December 1st, 2025.

IN WITNESS WHEREOF, the undersigned, duly and acting Secretary of the Association, has signed this Certificate dated December 12, 2025.

David Lanning
Federal Way Soccer Association Secretary