

August 2006

# SPOKANE SABERS FC



BYLAWS OF  
SPOKANE FC

TABLE OF CONTENTS

ARTICLE I – Offices.....	4
1.01 Registered Office and Registered Agent.....	4
1.02 Other Offices.....	4
ARTICLE II – Members.....	4
ARTICLE III – Board of Directors.....	4
3.01 Number and Powers.....	4
3.02 Change of Number.....	4
3.03 Vacancies.....	5
3.04 Regular Meetings.....	5
3.05 Special Meetings.....	5
3.06 Notice.....	5
3.07 Quorum.....	5
3.08 Waiver of Notice.....	5
3.09 Registering Dissent.....	5
3.10 Executive and other Committees.....	6
3.11 Remuneration.....	6
3.12 Loans.....	6
3.13 Removal.....	6
3.14 Actions by Directors without a meeting.....	6
ARTICLE IV – Officers.....	7
4.01 Designation.....	7
4.02 The President.....	7
4.03 Vice Presidents.....	7
4.04 Secretary.....	7
4.05 The Treasurer.....	7
4.06 Executive Director.....	7
4.07 Delegation.....	8
4.08 Vacancies.....	8
4.09 Other Officers.....	8
4.10 Loans.....	8
4.11 Term – Removal.....	8
4.12 Bonds.....	8

4.13 Salaries.....	8
4.14 Repayment.....	8
ARTICLE V – Depositories.....	9
ARTICLE VI – Notices.....	9
ARTICLE VII – Seal.....	9
ARTICLE VIII – Indemnification of Officers, Directors, Employees, and Agents.....	9
ARTICLE IX - Contracts and Conveyances.....	9
ARTICLE X – Books and Records.....	10
ARTICLE XI – Amendments.....	10

# BYLAWS OF SPOKANE SABERS FC

## Article I Offices

- 1.01 **Registered Office and Registered Agent.** The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.
- 1.02 **Their Offices.** The corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

## Article II Members

The Corporation shall have no members.

## Article III Board of Directors

- 3.01 **Number and Powers.** The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of the following persons: president, vice president, secretary, treasurer, and one representative from each Sabers team which may consist of a head coach, assistant coach, manager team, or a parent representative. Directors shall be selected annually. The Board of Directors shall approve Head coaches. Upon the request of parents of players on a Sabers team, the Board of Directors, by majority vote, may elect to request SYSA that a Sabers coach be removed as coach. Parents of the players on their respective teams shall select team managers and parent representatives. In addition to the powers and authorities expressly conferred upon it by these bylaws and articles of incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation.
- 3.02 **Change of Number.** The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have effect of shortening the term of any incumbent director.

- 3.03 **Vacancies.** All vacancies in the Board of Directors, weather caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the remainder of the term of the predecessor and until a successor is elected and qualified.
- 3.04 **Regular Meetings.** Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the state of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held in June of each year, or at such other time and place, as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular monthly meetings of the Board of Directors held, with proper notice, but not less frequently than once each calendar quarter.
- 3.05 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the president or upon written request by any two directors. Such meeting shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate. The Executive Board (president, vice president, secretary, and treasurer) may hold additional meetings as needed.
- 3.06 **Notice.** Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings) shall be given to each director by one day prior service by electronic mail, letter, or personally. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.
- 3.07 **Quorum.** One-third in number the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- 3.08 **Waiver of Notice.** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.
- 3.09 **Registered Dissent.** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

**3.10 Executive and Other Committees.** The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such Committees may be vested with such powers as the board may determine by resolution passed by a majority of the full Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**3.11 Remuneration.** No stated salary shall be paid directors, as such, for their services.

**3.12 Loans.** The corporation shall make no loans to any director.

**3.13 Removal.** Any director may be removed at any time, with or without cause, by the affirmative vote of a quorum of the Board of Directors. Notice stating that a named director shall be considered for removal and the cause for such removal must be mailed to the director prior to a duly called meeting of Sabers Board of Directors at the same time and in the same manner prescribed for the notice of the meeting. Absence from three (3) consecutive meetings of the Board of Directors may be cause for removal. A special meeting of Sabers parents to consider removal or other issues may be scheduled by the Board upon presentation to the Board of the signatures of twenty-five (25) Sabers parents stating the topic to be considered at such a special meeting.

**3.14 Actions by Directors without a Meeting.** Any actions required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

## **Article IV Officers**

- 4.01 Designations.** The officers of the corporation shall be a president, one vice president, a secretary and a treasurer. All officers shall be elected for terms of one (1) year at the annual meeting by a majority vote of the Sabers Board of Directors in attendance at such meeting. Such officers shall hold office until their successors are elected and qualify.
- 4.02 President.** The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the president by the Board of Directors.
- 4.03 Vice President.** During the absence or disability of the President, the Vice President, shall exercise all the functions of the president. Each Vice President shall have such powers and discharge such duties as may be assigned to the Vice President from time to time by the Board of Directors.
- 4.04 Secretary.** The Secretary shall issue notice for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.
- 4.05 Treasurer.** The Treasurer shall have custody of all the monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the board of directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as treasurer and of the financial condition of the corporation. The Treasurer shall perform other such duties as are incident to the office or are properly required of the president by the Board of Directors.
- 4.06 Executive Director.** The Board may select an executive director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The executive director shall have full authority for direction of the employees of the corporation, if any. The executive director, if selected, may be compensated for services in that capacity in such amount and manner as the Board of Directors shall determine.
- 4.07 Delegation.** If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws,

the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or person it may select.

- 4.08 Vacancies.** The Board of Directors at any regular or special meeting of the Board may fill vacancies in any office arising from any cause.
- 4.09 Other Officers.** The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, which shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- 4.10 Loans.** The corporation shall make no loan to any officer.
- 4.11 Term - Removal.** The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer may be removed at any time, with or without cause, by affirmative vote by a majority vote of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Notice stating that a named officer shall be considered for removal and the cause for such removal must be provided to the officer prior to a meeting of the Board of Directors at the same time and in the same manner prescribed for the notice of the meeting.
- 4.12 Bonds.** The Board of Directors may, by resolution, require any and all of the officer to provide bonds to the corporation, with surety or sureties acceptable to the Board conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.
- 4.13 Salaries.** The officers of the corporation shall receive no salaries.
- 4.14 Repayment.** Any payments made to a director, officer, or other employee of the corporation for compensation, salary, bonus, interest, rent, or expense incurred by the party which shall be determined to be unreasonable in whole or in part by the Internal Revenue Service pursuant to SS4941 (d) (2) (E) of the Internal Revenue Code of 1986, as amended, shall be reimbursed by such director, officer, or employee to the corporation to the full extent of such determination of unreasonableness. It shall be the duty of the Board of Directors to enforce repayment of each such amount. In lieu of repayment by the director, officer, or employee, subject to the determination of the Board of Directors, amounts may be withheld from future compensation or expense reimbursement payments of the director, officer, or employee until the amount owed to the corporation shall have been recovered.

**ARTICLE V**  
**Depositories**

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such a manner, as may be determined by resolution of the Board of Directors.

**ARTICLE VI**  
**Notices**

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last know address in the records of the corporation, postage prepaid.

**ARTICLE VII**  
**Seal**

The corporate seal of the corporation, if any shall in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

**ARTICLE VII**  
**Indemnification of Officers, Directors, Employees, and Agents**

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

**Article IX**  
**Contracts and Conveyances**

All contracts, deeds, conveyances, negotiable instruments, and other instruments of like character which have first been approved by the Board of Directors shall be signed by the President or Vice president and by the Secretary or as otherwise directed by the Board of Directors. No contract of any officer of the corporation shall be valid without previous authorization or subsequent ratification of the Board of Directors.

**ARTICLE X**  
**Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principle place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

**ARTICLE XI**  
**Amendments**

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation.

## ADDENDUM A

April 2006

### Sabers FC – Coach Removal Procedure

#### Process

1a) Parents/player need to address concerns or complaints.

1b) if a satisfactory resolution to the problem isn't resolved; parents may then go to the Sabers FC Board of Directors to appoint an impartial mediator.

1c) Parents may file a formal complaint form with the coach and the Board of Directors.

1d) The Board of Directors will review the complaint.

-

1) Parent Rep will file grievance with the Sabers Board.

2) Sabers Board of Directors review grievance.

3) Action on grievance. Dismissal or mediation with parent rep, coach and Sabers President or Vice President.

4) Implement mediation plan agreed by the mediation group.

5) Inform SYSA Soccer Coordinator of grievance mediation plan.

6) 10 day review period. If all three parties are not satisfied with the mediation action plan outcome, then a parent vote may be initiated to **recommend** the removal of the coach.

7) Team parents need a 75% majority vote to request the removal of the coach. The vote must be cast by secret ballot and witnessed by a Sabers Board member.

8) Sabers Board members and the SYSA Soccer Coordinator will review the removal request.

9) If the Sabers Board members and the SYSA Soccer Coordinator agree to remove the coach, a written order must be presented to the coach prior to the next scheduled game.

10) Team parents will then be responsible for finding a coach to act as the interim coach.

11) After the season is complete, a review with the team parent rep, interim coach and Sabers Board members will be conducted to determine if the interim coach will continue on as head coach or a search for a new coach will be conducted.

## ADDENDUM B

April 2006

### **Sabers Soccer Club – Tryouts and Team Formation**

#### **Intent**

It is the intent of the Sabers Soccer Club to field the most competitive teams possible at each age level; consistent with the goals of SYSA and District 6 Select Soccer.

#### **Process**

- 12) The Sabers will hold open tryouts consistent with the geographies specified by SYSA. No team selection or roster offers may be made to players prior to or during the evaluation and tryout process.
- 13) Independent evaluators will be used and form the primary mechanism for player evaluation and selection. The club will provide two evaluators and the coach may be an additional evaluator.
- 14) All coaches are evaluated and selected by the Sabers Soccer Club and must go through the required SYSA coaching screening and approval process.
- 15) Tryouts will be held in accordance with SYSA tryout dates – generally held in May for the following fall season. All players will attend the specified scheduled tryout for their age level and gender. Tryouts are generally two days, with attendance expected for both days.
- 16) Based on the tryout and evaluation process, players selected to play for the club will be offered a roster spot on a specific team and with a specific coach. They may accept or reject that roster offer **but may not request a particular team, coach, or teammates.**
- 17) Roster spots will be offered to players according to evaluation placement until a team has been successfully formed with the 14-18 most competitive players, the final number of players to be determined at the discretion of the coach and the Sabers' President.
- 18) If there are an adequate number of players at tryouts, and the evaluators believe there is an adequate skill level, a second (or “B”) team may be formed. A second team will only be formed after a primary competitive team has been successfully formed.

#### **Exceptions**

Exceptions to these guidelines must be approved by the Board of Directors.

