

Grays Harbor Football Club

Gulls Academy

BYLAWS OF GRAYS HARBOR FOOTBALL CLUB

ARTICLE 1.

AFFILIATION

Grays Harbor Football Club (Referred to as GHFC, Grays Harbor FC, Gulls Academy) shall be affiliated with, and shall operate under the authority of, the Washington State Youth Soccer Association (hereafter Washington Youth Soccer), Further under the Member Association Grays Harbor Foothills Youth Soccer Association (GHFYSA) as defined and set forth in the Washington Youth Soccer Bylaws. GHFC shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Clubs under GHFYSA and acknowledges that the United States Soccer Federation (hereafter USSF) articles of incorporation, bylaws, policies and requirements take precedence and supersede the governing documents and decisions of GHFC, GHFYSA and Washington Youth Soccer to the extent applicable under Washington law.

ARTICLE 2.

GEOGRAPHY OF OPERATIONS

GHFC shall have as its geography of operations all of Grays Harbor County, WA, the northern portion of Pacific County, WA (encompassing the Raymond, South Bend, and Willapa Valley school districts), and southern Mason County, WA (encompassing all Mason County school districts except North Mason school district). All Participants will understand that, at the time of creation GHFC holds a base of operations in Aberdeen, Washington.

ARTICLE 3.

MEMBERSHIP AND PARTICIPANTS

3.1 MEMBERSHIP

GHFC is a select club and reserves the right to accept or deny Membership at the sole discretion of a majority vote of the Board of Directors. GHFCs will not discriminate against any individual, including but not limited to discrimination on the basis of race, color, religion, age, gender, gender identification, or national origin.

3.2 PARTICIPANTS

The participants of GHFC (hereafter "Participants") shall include all individual Affiliated Club Board Members, "currently registered" Players, Parents and/or Guardians of "currently registered" Players, "current" Coaching Staff, certified referees working games within GHFC is participating in, and all other "current" soccer volunteers involved with GHFC. "Current" and "Currently registered" is defined as the current seasonal year.

3.3 CONFLICT OF INTEREST

No Affiliated Participant or Member shall engage themselves in a GHFC position or function in an effort to secure an advantage for another organization or for their personal or business gain. Any potential conflict of interest shall be declared in a disclosure statement to the Board of Directors, either voluntarily or upon the request of the Board. Notice of conflict must be submitted anonymously with no recourse. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation wherein the accused may be given the opportunity to resolve the conflict of interest.

3.4 JURISDICTION OVER MEMBERS AND PARTICIPANTS

GHFC shall have jurisdiction over its Participants, Members, as well as any events organized by GHFC it's Participants or Members, including but not limited to leagues, teams, tournaments, to ensure that GHFC including, but not limited to Its Members and Participants, comply with the Governing and Operating Documents of Washington Youth Soccer, GHFYSA, GHFC, and to enforce compliance.

ARTICLE 4.

ANNUAL GENERAL MEETING

4.1 MEETING PURPOSE

The Annual General Meeting (Hereafter AGM) shall be held for the purpose of reporting on the past year's activities and electing Board Members.

4.2 DATE

The AGM shall take place during the first quarter of each fiscal year. No less than 50% of the board must attend in order for the meeting and its decisions to be acceptable. Notification of this meeting shall be mailed (physically or electronically) to Board of Directors at least thirty (30) days prior to the AGM date. Fiscal quarters are defined as follows. "Q1: 1 January – 31 March (90 days or 91 days in leap years) Second quarter, Q2: 1 April – 30 June (91 days) Third quarter, Q3: 1 July – 30 September (92 days) Fourth quarter, Q4: 1 October – 31 December (92 days)"

4.3 REPORTS

All GHFC Board Members may be requested to submit an annual report covering their respective activities for inclusion in the GHFYSA Annual Report. Failure to comply will result in the removal of the member from the board. All duties will be transferred to an existing board member until such time as a new member may be appointed.

4.4 Voting

Each Board member shall have one vote. Board members specifically representing multiple parties will still have one vote. Any board member not in attendance may review meeting minutes and cast their vote on undecided(tied) matters within 24 hours.

ARTICLE 5

BOARD OF DIRECTORS

5.1 COMPOSITION

The Board of Directors (Board) shall consist of seven Director positions and a maximum of seven Members-at-large positions, if any. Any individual elected or appointed to a Board of Directors position shall be herein referred to as a "Board Member."

5.2 AUTHORITY

All authority of GHFC shall be vested in the Board of Directors unless otherwise specified or amended in these bylaws. The affairs of the corporation shall be managed by the Board of Directors. Each Director and Member-at-large has one vote each in all business. Any Board Member holding More than one position may only vote once. At such time that there are 4 or more Board Members, the President shall cast his/her vote last to prevent a tied vote but not to cause one. In the event of a tied vote with missing members, 24 hours will be given for the missing members to review meeting minutes and cast a vote. All board members will be notified withing 48 hours of the AGM of the voting results by a confirmation notice.

5.3 NUMBER OF BOARD MEMBERS

The Board shall consist of at least 3 Board Members and at most 14 Board members. At no time may there be More Members-at-Large than Directors.

5.4 QUALIFICATION

At time of election, or appointment, Directors must be participants in GHFC in some capacity during at least one season during year of the election. A majority decision of the current Board may temporarily waive this requirement on a case-by-case basis.

5.5 ELECTION OF DIRECTORS

5.5.1 NOMINATIONS

Nominations may be offered at any time during the seasonal year as well as will be accepted from the floor at the AGM for any open positions. All nominations must be seconded by another board member before being considered valid for election. A slate of candidates may be assembled and seconded for nomination prior to the AGM or withheld until the AGM without requesting a second.

5.5.2 ELECTIONS

Elections of Board members shall be held at the AGM. The Board shall elect the Board Members for open positions each year. Any Member-at-Large or Board Member May Nominate and existing Board Member or Member-at-Large other than themselves for a position currently held. You may not nominate yourself for a currently held position if it is not up for reelection.

5.5.3 VOTING

Voting will occur via a standard voice vote. However, any board member or nominee may make a request for a secret ballot. If seconded by any board member or nominee, this request will automatically pass. The nominees receiving the most votes shall be considered elected.

5.6 TERM OF OFFICE

Unless a Board member dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is nominated, whichever is later. If any member has held their position for 2 years or more, the position is "Open for Reelection" and anyone may be nominated for the position following the aforementioned guidelines. If all Board of Directors positions are filled. Terms shall be staggered so that approximately one half of the positions come up for reelection each year.

President Even Years

Vice President Odd Years

Director of Operations Even Years

Special Needs Director Odd Years

Treasurer Even Years

Registrar Odd Years

Events Director Even Years

Members-At-Large Seat 1,3,5,7 Odd Years

Members-At-Large Seat 2,4,6 Even Years

5.7 RESIGNATION, REMOVAL, VACANCIES

5.7.1 RESIGNATION

Any Board member may resign at any time by delivering written notice to the President or the Vice President via mail, email or by giving oral or written notice at any time. Any such resignation shall take effect at the time specified therein, or if the time is not specified, immediately, the acceptance of such resignation shall not be necessary to make it effective.

5.7.2 REMOVAL

If, in the opinion of the Board, a Board member is found to be neglecting his/her duties as outlined by the Governing Documents, or otherwise not acting in the best interests of GHFC, the Board is empowered to relieve said Board member from office. Removal from office shall require an affirmative two-thirds (2/3) vote of total Board membership. Not including the member considered for removal.

5.7.3 OPTION TO REMOVE

Any Board member that fails to attend three (3) consecutive Board meetings, has not tended to their duties or made arrangements for their absence, activates an option to remove that Board member. The said Board member may be removed from their position without prejudice by a simple motion, second, and an affirmative majority vote of the Board. This option is immediately cancelled if the said Board member attends a meeting before being removed or resumes their duties. It is recognized that Board Members may be incapable of attending meetings or for tending to their duties for many good and understandable reasons. This option is simply a mechanism to deal with continued absences that interfere with the ability to do the work of GHFC.

5.7.4 VACANCIES

In the event of a vacancy, the Board may appoint an individual to a position at any time. All appointments of an individual will require a motion, a second, and an affirmative majority vote.

5.8 COMPENSATION

Board Members may receive reimbursement for reasonable expenditures incurred on behalf of GHFC. No Board Member is entitled to compensation for duties based on their appointment, rather any compensation will be determined on a case-by-case basis.

5.9 CONFLICT OF INTEREST

The GHFC Board shall adopt a Conflict of Interest policy that conforms to Washington Youth Soccer and GHFYSA Conflict of Interest policy, the policy shall also conform to applicable state and federal requirements. Each Board member shall, on an annual basis, sign a Conflict of Interest disclosure form to disclose any actual or potential conflicts that Board member may have.

5.10 CODE OF ETHICS

The GHFC Board shall adopt a Code of Ethics policy that conforms to Washington Youth Soccer and GHFC Code of Ethics policy, which conforms with applicable state and federal requirements. Each Board member shall, on an annual basis, sign a Code of Ethics Statement in which he or she agrees to act according to the Code of Ethics.

ARTICLE 6.

DUTIES OF BOARD MEMBERS

The duties of the Directors shall commence on the first day of the month following the AGM. The duties include but are not limited to the descriptions that follow.

President:

1. Preside over Board meetings and the AGM.
2. Appoint or delegate the appointment of Members, Directors, Coaches, Staff, as designated by GHFC Bylaws, Rules, and/or by amendments.

3. Has the authority to sign orders of commitment on behalf of GHFC
4. Facilitate general growth and direction of GHFC
5. Represent GHFC at any Washington Youth Soccer, GHFSA, or any community event. This responsibility can be delegated to another person.
6. Be responsible for all correspondence of GHFC.
7. Give notice of all meetings as stipulated by Governing Documents.
8. Supervise the scheduling of GHFC league and Tournament play.

Vice-President:

1. Preside in all duties in the absence of the President.
2. Has the authority to sign orders of commitment on behalf of GHFC.
3. Assume the office of the President if that office is vacated until such time another may be appointed.
4. In the absence of the President, Represent GHFC at any Washington Youth Soccer, GHFSA, or any community event. Especially any Board meeting, or the GHFC AGM. This responsibility can be delegated to another person.
5. Keep an accurate record of all meetings and the names and addresses of Board members.
6. Prepare an Association Annual Report.
7. Coordinate disciplinary activity regarding misconduct and misbehavior occurring within GHFC jurisdiction.

Director of Operations:

1. Coordinate and schedule leasing of appropriate field time for Practice and Games
2. Maintain and distribute league and tournament standings, when applicable.
3. Represent the Association in all matters concerning referee assigning.
4. Facilitate the acquisition of Club Sponsorships.

Treasurer:

1. Receive and issue receipts for all monies of GHFC.
2. Keep an accurate record of all financial transactions.
3. Has the authority to sign Receipt of orders for GHFC.
4. Make financial reports to the Board at requested intervals.

Director of Special Needs:

1. Promote and Supervise all Special Needs programs.

Special Needs as defined: all operations requiring non-standard accommodation for the benefit of player or member participation including but not limited to; language and cultural barriers, physical, mental or emotional barriers.

Events Coordinator

1. Promote and Supervise GHFC Games and Tournaments.
2. Promote and Oversee all Fundraising events.
3. Promote and Supervise Coaching and Player Clinics

Registrar:

1. Supervise and administrate the registration process in accordance with Washington Youth Soccer

GHFYSA, and all applicable League and tournament guidelines.

Members-at-large:

1. Stay informed and involved in Community activities and GHFC activities
2. Solicit information and feedback about GHFC from Participants, Members and the community.
3. Attend Board Meetings and participate with events as interest and time allow.

ARTICLE 7.

ADMINISTRATION

7.1 GOVERNING DOCUMENTS

GHFYSA shall be governed by its Articles of Incorporation, Amendments, Bylaws, Rules and Regulations ("Governing Documents"). Policy and interpretation of the Governing Documents is the duty of the Board, serving the interests of its Participants and its own purposes. Statements or actions by individual Board members shall not be construed as Board policy.

7.2 AMMENDMENTS AND REVISIONS

From time to time, the Bylaws may require modification. To modify the Bylaws, the Board will empower an individual or Committee to draft the revision and bring its recommendation(s) to the Board. The recommendations may be heard at any regular Board meeting. Regardless of the Committee recommendations, the Board may act to revise the Bylaws with a majority vote.

7.3 RULES AND REGULATIONS

GHFC Rules and Regulations represent the ongoing, active policies and resolutions of the Board. New rules and regulations may be added with a majority vote. They may not undermine and existing rule without a proper revision.

ARTICLE 8.

BOARD MEETINGS

8.1 STANDARD MEETINGS

The Board shall hold at least 4 regular Board meetings each year. The Board may specify the date, time and place for the holding of regular meetings. It is the intent to hold one regular board meeting per fiscal quarter as previously defined.

8.2 SPECIAL BOARD MEETINGS

Special Board Meetings may be called as required by the President or upon request of 2 or more Board members.

8.2.1 NOTICE OF SPECIAL MEETING

A minimum of forty-eight (48) hours notice must be provided before any special Board meeting. Notice of special Board meetings shall be given to each Board member in writing by electronic communication or by mail. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

8.3 MINUTES

Minutes shall be published of the last regular Board Meeting to be communicated to all Board members and Affiliated Club contacts not more than seven (7) days after the Board Meeting.

8.4 AGENDA

The President shall present an agenda at the start of each meeting. Upon appeal from the floor, the Board may, with a majority vote of Board members present, accept an alternate agenda.

8.5 ABSENCE

In the absence of the President and Vice-President, the Board shall make its first order of business the election of an Acting Chair for the Board Meeting by a simple majority vote.

8.6 REMOTE ATTENDANCE

Members of the Board may participate in a meeting by means of a conference voice, video or similar communication method provided all persons participating in the meeting can hear each other at the same time and can provide input. Participation by such means shall constitute presence in person at a meeting.

8.8 NON-MEETING ACTION

Any action that could be taken at a meeting of a Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each Board member. Such consents may be given by oral or written agreement. Any such consent shall be inserted in the minute book as if it were minutes of a Board meeting. Signed shall include copy of the consent signed for by a representative with witness present or a digital consent copy.

ARTICLE 9.

COMMITTEES

9 APPOINTED COMMITTEES

The Board, by a simple majority resolution, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Board members. Such committees may have other members that are not Board members. Such committees shall have and exercise the authority of the Board in the management of the corporation as delegated by the Board, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to (a)

amend, alter, or repeal the Bylaws; (b) elect, appoint, or remove any other committee or any Board member; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of the property and assets of corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of assets of the corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any Board member of any responsibility imposed upon it, him, or her, by law.

ARTICLE 11.

AMENDMENTS

Amendments to these Bylaws may be made at any regular Board Meeting upon a majority vote. Any case in which the Bylaws are in conflict, or become in conflict with the Bylaws of Washington Youth Soccer, or GHFYSA the latter shall take precedence superseded by the former and these bylaws shall be amended no later than the next regular Board Meeting to eliminate the cause of conflict (as soon as the conflict is identified).

ARTICLE 12.

DISSOLUTION OF GHFC

The dissolution of GHFC shall occur as stated in the latest Amendment to the GHFC Articles of Incorporation submitted and approved by State of Washington Secretary of State. The Articles of Incorporation regarding GHFC dissolution may be amended by an affirmative vote of at least 2/3 at any regular meeting or Annual General Meeting.