



**CLUB BYLAWS**  
**[Last Revised April \_\_, 2023]**



**CLUB**



**CHARACTER**



**COMMUNITY**

# **WILLAMETTE UNITED FOOTBALL CLUB, INC.**

## **Bylaws**

**Original date: 1980-81**

**Amended: March 1984**

**Amended: March 1987**

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# **WILLAMETTE UNITED FOOTBALL CLUB, INC**

## **BYLAWS**

### **ARTICLE I Name**

This Corporation shall be known as the Willamette United Football Club, Inc., hereafter referred to as the Club. Willamette United Football Club is a 501 (c) (3) non-profit organization.

### **ARTICLE II Purpose /Philosophy**

The Club shall strive for excellence in the promotion and administration of youth soccer in the community. In doing so, it shall be the objectives of this Club to promote character development and physical fitness, to develop self and community pride, to model and teach good sportsmanship through team play, and to provide the opportunity to learn, enjoy and play organized soccer at various skill levels in a safe environment.

### **ARTICLE III Affiliation**

The Club shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA). The Club shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF). The Club shall maintain its Bylaws and Policies in compliance with the Bylaws and Policies of OYSA, USYS, and the USSF. In the event of any conflict between the Bylaws and Policies of the Club and the Bylaws and Policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

- A. To the extent permissible under applicable law, the USSF articles of incorporation, Bylaws, its binding rules and Policies, including interplay, take precedence over and supersede the governing documents and decisions of the Club, and the Club shall abide by the USSF articles of incorporation, its Bylaws, and its approved binding rules and Policies.
- B. To the extent permitted by governing law, the Club will respect and enforce the statutes, regulations, directives, and decisions of FIFA and CONCACAF and in all respects shall abide by and conform to the OYSA Bylaws, Policies and other requirements.

### **ARTICLE IV Authority**

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Club affairs. The final authority of the Club shall be vested in the Board. The Board of Directors shall exercise the right of decision on all matters pertaining to Club affairs.

The Club shall be governed by its Bylaws and the Policies, rules and regulations of the Board, except when superseded by the Constitution, Bylaws or regulations of its affiliate, Oregon Youth Soccer Association (OYSA).

### **ARTICLE V Membership**

SECTION 1. Equal Opportunity. The Club will comply with all applicable state and federal

laws governing non-discrimination and will be open to participation without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

SECTION 2. The Club does not tolerate any form of physical, emotional, verbal, or sexual abuse or threatening behavior on the part of any participants, players, parents, coaches, volunteers, Officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators.

SECTION 3. Players, the player's parents or guardians, coaches, referees, team managers, administrators, and Officers, not subject to suspension by USSF or any of its members, who wish to actively participate in the Club are eligible for membership in the Club.

The Club reserves the right to decline any application for membership. Members shall abide by the rules and regulations of the Club.

SECTION 4. Player registration fees shall be established by the Club, and payable to the Club. Acceptance of the registration fee shall constitute preliminary approval of the application. If an application is not accepted, the Club shall refund the applicant's registration fee (if any) in full. All such applications shall be done in the format prescribed by the Board.

SECTION 5. The Club shall provide athletic insurance for each player and coach listed on the roster of a member team through the OYSA.

## **ARTICLE VI Organization**

SECTION 1. The Board shall conduct the business of the Club and shall be composed of voting Officers elected at the AGM or appointed by the Board. The club's Board of Directors will provide high level direction, annual goals and oversight to the staff and for all operations of the Club as an organization.

SECTION 2. The term of office for an elected Officer shall be two (2) years. Vacancies occurring subsequent to elections shall be filled by majority vote of the Board, except for the office of President. In that instance, the Vice President shall succeed to the office of President and the Board shall elect a new Vice President. The term of office for interim Officers elected by the Board shall expire with the next Annual General Meeting following Board elections, at which time the remaining term of the vacated office shall be filled by the person elected by a majority vote of the voting members present at the Annual General Meeting.

SECTION 3. Election of Officers. Elected Officers constituting the Board shall consist of the President, Vice President, Secretary, Treasurer, Recreational Liaison, Player Advocate, and Competitive Liaison.

- A. On even-numbered years the Vice President, Recreational Liaison, and Player Advocate will be elected.
- B. On odd-numbered years the President, Treasurer, Secretary and Competitive Liaison will be elected.

Any Club member seeking nomination for an Officer position must give no less than two calendar weeks' notice to the Club prior to scheduled AGM. Notification must be in writing and sent to Board via email.

SECTION 4. At-Large Director. The elected Officers may also appoint a maximum of five “At-Large” Directors to serve on the Board for a term of one year each. The one-year term of office for At-Large Directors shall expire with the next Annual General Meeting following their appointment by the Board. At-Large Directors may be designated as either voting or non-voting members of the Board.

SECTION 5. Removal of Elected Officers. Any elected Officer may be removed from office in the following manner:

A) If the Board receives a complaint regarding the conduct of an elected Officer, or otherwise becomes aware of allegations of misconduct regarding an elected Officer, then in order to commence removal of the Officer a petition signed by at least two members of the Board must be submitted to the Board requesting the removal of a specific elected Officer and listing the grounds for removal. Prior to the Board acting on the formal petition, two Board members are required to meet with the specific elected Officer to discuss the concern.

B) A special Board meeting shall be held within fourteen (14) days of the date the petition is submitted. The meeting shall be for the purpose of reviewing all available information regarding the petition and grounds for removal of the elected Officer.

C) The Board meeting shall be limited to discussion by the Board members. A final vote on the removal shall be taken, but the elected Officer in question shall not be allowed to vote. A three-fourths vote by a quorum of the Board shall be required for removal of an elected officer.

D) The Board shall then take normal action to fill a vacancy.

## SECTION 6. ELECTED OFFICERS AND DUTIES

### COMPENSATION & AVOIDING POTENTIAL CONFLICTS OF INTEREST

No voting Officer or Board member shall also be a paid employee of the club. If any Board member accepts a paid job or task for the Club, that Board member will either be required to step down from the Board or will become a NON-VOTING At-Large Member of the Board. This is to be done to eliminate any potential conflict of interest for any Board member to impact their financial compensation through Board manipulation.

The decision to remove the Board member or to change their status to NON-VOTING member will be decided by a vote of the Board.

### **A) Chairman**

In the event that the WUFC Board President also serves as a paid employee of the club or in a paid position (e.g. Executive Director), then the Board will appoint a Chairman of the Board (COB) who shall serve as the presiding Officer at all Board meetings. The COB will be an individual selected from the existing Board and she/he will assume the responsibilities of the Club President other than those the Board specifically assigns to the President. The COB shall be a voting member of the Board.

## **B) President**

The President shall provide oversight for all activities of the Club and Board. The President shall serve as presiding Officer at all Board meetings unless there is a sitting Chairman. The President shall represent the Club or appoint a representative to attend various soccer meetings. The President shall have the power to call General meetings or Board meetings for the Club as the need arises, or when requested by fifty percent or more of the elected Officers. The President shall manage the Technical Director/Director of Coaching (TD/DOC) of the club. The President will provide oversight for the entire club and work with the TD/DOC concerning implementation of all employee reviews and assignments. The President shall be an ex-officio member of all committees. The President shall be a voting member of the Club Board unless also a paid employee of the club.

## **C) Vice President**

The Vice President shall assume the duties of the President in the absence of the President and otherwise act at the direction of the President and/or Chairman of the Board. The Vice President shall in the absence of the President and/or Chairman of the Board preside and conduct meetings of the Board and the General Membership and assume all responsibilities assigned to them by the Board. The Vice President shall be a voting member of the Club Board.

## **D) Treasurer**

The Treasurer shall provide oversight concerning the management of the Club's financial records and the safeguarding of the Club's financial history. He/She shall provide oversight concerning:

- the Club's financial activities and financial condition
- preparation of the annual budget for Board approval
- Club dispersals as directed by the Board
- deposits of all cash receipts in the Club's bank accounts
- the preparation of the Club's reviewed financial statements (completed by a qualified CPA firm performed in accordance with generally accepted accounting principals) and all necessary governmental filings.

The Treasurer shall be a voting member of the Club Board.

## **E) Secretary**

The Secretary shall attend to and maintain a record of all correspondence and meeting minutes for the Club and Board. The Secretary shall provide record keeping for activities of all committees established by the Board. The Secretary shall be responsible for keeping records of Club events in order to maintain a history of the Club. The Secretary shall also be responsible for the attendance record of each meeting. The Secretary shall provide proper notice for meetings of the Club and Board. The Secretary shall be the custodian of the Club Bylaws and Operating Rules. The Secretary shall be a voting member of the Club Board.

## **F) Recreational Program Director**

The Recreational Program Director shall provide oversight to the Club's Recreational program. He/She shall assist in resolving any issues and conflicts that may arise from the operation of the Recreational program as requested. He/She may represent the Club at various Recreational meetings when requested and or as needed. The Recreational Director shall help create and establish the plans and goals of the entire Recreational Program including development of a

yearly Recreational Soccer Program Plan. The plan shall be created before the start of the next budget cycle and approved by the BOD. He/She shall provide oversight and assistance to the Referee Coordinator for all Recreational program referee needs. This includes but is not limited to the selection, training, support and scheduling of recreational referees. The Recreational Program Director shall be a voting member of the Club Board.

### **G) Player Advocate**

The Club Player Advocate is the person that handles all issues, complaints and situations concerning WUFC players, staff and Board members. This Board member is the person that acts on behalf of the player and their family while we execute research and mediation, concerning problems, complaints and situations within the club. The Player Advocate reports directly to the Chairman (Or President if there is no Chairman at the time.)

This person is the individual that will manage the process as situations are defined, investigated, and moved to a reasonable solution. Individual player rights will be protected while proceeding to a reasonable and fair outcome for all involved. The Player Advocate will help individuals while still working within Policies that have been set up to protect the well-being and health of the entire club.

The Player Advocate will provide a voice for the player while solving any problems or situations that may arise.

### **H) Competitive Liaison**

The Competitive Liaison is a member of the Board who maintains a critical, direct connection between the Board and the Technical Director/Director of Coaching (TD/DOC) related to Competitive Programs (Classic/PDP). The primary purpose is to facilitate communication between the Board and the TD/DOC. This is an effort to streamline communication, rather than having multiple Board members directly asking questions of the TD/DOC. The Board will communicate directly through the liaison, (except for the President of the Board) who is working in a direct capacity with the TD/DOC. The Competitive Liaison position is responsible for communicating the status of all Competitive activities to the Board. The Competitive Liaison position will also serve as the main point of contact for the organization's President and coordinate meetings, events or special projects for the Competitive/PDP programs at the direction of the President. The Competitive Liaison will serve as liaison to the Board on all board and committee meetings and present any TD/DOC communications to the Board. The Competitive Liaison will maintain professional behavior and respect confidential information. The Competitive Liaison acts as a point of contact between managers and the Board: expressing and directing any issues to the TD/DOC and the Player Advocate. The Competitive Liaison shall be a voting member of the Club Board.

### **At-Large Directors**

Up to five additional At-Large Directors of the Board, selected from the Club's adult volunteers, may be appointed by the elected Officers. At-Large Members shall perform duties as delegated by the Board. At-Large tasks may include but are not limited to Co-ed Director, Communications Director, Real Estate Director, Legacy Development Director, and Volunteer Director. At-Large Directors may be designated as either voting or non-voting members of the Board.



## **ARTICLE VII Club Employees**

The Board, at its discretion, may appoint or contract for paid persons to fulfill certain duties of the Club. The actual duties of such positions shall be determined and may be changed by the Board. No Club employee may change their salary or compensation without going through the approved compensation and budget process and ultimately getting Board approval through the annual budget submission and approval process. The Executive Director DOC will submit any proposed change in Coaching or Staff compensation to the Board 30 days prior to any proposed change can take effect. Any proposed change(s) can only be approved and implemented by the approval of the Board.

## **ARTICLE VIII Meetings**

Important Note: In the event that the Club President is also the Club Executive Director, then the Chairman of the Board (COB) shall serve as the presiding Officer at all Board meetings. The COB assumes the responsibilities of the Club President other than those the Board assign to the President.

Important Note: If any Board member takes on a PAID job or task for the Club, that Board member will either be asked to step down from the Board or they will become a NON- VOTING member of the Board.

The AGM meeting announcement shall include a list of upcoming open Board positions and their term length. Voting will take place at the AGM.

SECTION 1. A quorum of the Club shall consist of at least one half of the voting members of the Board present at the Regular or Special meetings. A quorum shall be required in order to vote on Club business. The Club's elected Officers and voting At-Large Directors of the Board shall each have one vote, including the President and/or Chairman of the Board. In case of a tie vote, the President or the Chairman of the Board (depends on who is in the presiding position) has the deciding vote.

SECTION 2. Regular Board meetings shall be held at a time and place specified by the President of the Board or Chairman of the Board. There will be a minimum of 6 meetings a year. The Regular meetings of the Board are open to all Members as defined in Article V Section 1. Special Meetings and Executive Sessions shall be called by the Chairman of the Board, the President or the Board as necessary. Attendance at Special Meetings and Executive Sessions shall be limited to Board members and parties invited by the Board.

SECTION 3. Annual General Meetings shall be held in April each year, preceded by a two-week minimum public announcement on the Club web site with the location and time of meeting. One vote shall be recognized for each Recreational Team from the prior Fall season and one vote shall be recognized for each Classic Team from the prior Fall season or the current Winter U15-U18 program. Team delegates shall be the Recreational Coaches and Classic Team Managers and must be identified at the beginning of the Annual General Meeting. Each elected Board Officer shall have one vote, unless they have been designated as a team delegate. Team delegates may designate a substitute from their team by notifying the Club in writing at least one week prior to the Annual General Meeting. In no case shall one individual have more than one vote.

The order of business for the Annual General Meeting shall be as follows:

- Officer Roll Call
- Team Credentials (All voting participants must be a coach or registered member of the Club and or an appointed team delegate; if no challenge is made to a delegate, it shall be assumed the “delegate” designation is valid. Any challenges shall be resolved at the discretion of the Board.)
- Annual Update
- Proposed Bylaw Changes
- Voting On Proposed Bylaw Changes
- Election of Officers
- New Business
- Adjournment

SECTION 4. The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall guide the Club in all cases that they are applicable and in which they are not inconsistent with the Bylaws and special rules of order that the Club may adopt.

## **ARTICLE IX Bylaw Changes and Amendments**

SECTION 1. Changes or amendments to the approved club Bylaws require a two-thirds (2/3) majority vote of the voting delegates present at the Annual General Meeting.

SECTION 2. A proposed change or amendment to the Bylaws must be submitted to the Board in writing no later than 30 days prior to the Club. The proposed changes must be approved by the Board and distributed to the Club by posting on the Club website or distribution via email to the members of the Club not later than 15 days before the AGM. Proposed changes shall be publicized to all members.

SECTION 3. The Board, by a two-thirds (2/3) majority vote, may create temporary Bylaw changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Club to meet required objectives. Provisional changes so adopted will be submitted to the Club in accordance with the foregoing process as a proposed Bylaw amendment at the next AGM.

## **ARTICLE X Club Policies**

The Board shall decide and maintain the Policies for the operations of the Club. Policies can only be changed or exceptions made by a majority vote of the Board. In cases of a conflict between the Club Policies and the Club Bylaws, the Club Bylaws shall prevail. The Board shall make appropriate provisions to inform its members of Club Policies by posting the Policies on the Club website.

## **ARTICLE XI Disbursement of Assets Upon Club’s Dissolution**

In the event the Club dissolves, any remaining funds in the Club’s accounts or Club assets shall be disbursed to the West Linn and Wilsonville Parks and Recreation Departments equally, to be used for the purposes of developing new soccer facilities and fields.

## **ARTICLE XII Grievance, Protests and Appeals**

SECTION 1. The Club's Policies shall specify, and its Board of Directors shall enforce, procedures for handling protests and appeals in accordance with the principles of due process: hearings shall be duly called, publicized, and held; all parties shall have a chance to be heard; and all rules will be fairly and evenly applied.

SECTION 2. Only Members of the Club may lodge grievances, protests or appeals with the Club.

SECTION 3. Only violations of the Club's Bylaws and Policies, including the right of individuals to participate and compete, misapplication of the "Laws of the Game," or violation of league rules and regulations shall be proper subjects to be considered for action.

SECTION 4. The Club will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete.

### SECTION 5. Protests

Protests from Members of the Club must be made in accordance with the dispute resolution protocol set forth in the Club Policies.

### SECTION 6. Hearing Procedures

In all hearings conducted under these Bylaws, the parties shall be accorded:

- A) Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
- B) Reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- C) The right to have the hearing conducted at a time and a place so as to make it practicable for the person charged to attend;
- D) A hearing before a disinterested and impartial body of fact-finders;
- E) The right to call witnesses and present oral and written evidence and argument;
- F) The right to have a record made of the hearing if desired; and
- G) A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion.

### SECTION 7. Mediation

The Club recommends and will provide appropriate mediation for the resolving of conflicts and disputes related to Grievances, Protests, and Appeals.

### SECTION 8. Exhaustion of Remedies

A) No member of the Club, OYSA, official, league, club, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within the Club, OYSA, USYSA, and

USSF including the right to appeal to the USSF's Appeals Committee.

B) For violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its Officers and members of the Board of Directors in defending each court action, including the following:

- i. Court costs;
- ii. Attorney's Fees;
- iii. Reasonable compensation for time spent by Club officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
- iv. Travel expenses; and
- v. Expenses for holding special Club meetings necessitated by court action.

### **ARTICLE XIII Dispersal of Funds**

The voting Board of Directors shall have the authority to authorize expenditures. The Board of Directors shall approve an annual budget and may update the budget by way of vote throughout the year as may become necessary. Any expenditure that is not part of the approved budget and over \$5,000.00 requires the approval of Board. All checks will have two signatures required and authorized signatures are limited to the President, Executive Director, Treasurer, Technical Director/Director of Coaching, and Club Administrator.

### **ARTICLE XIV Indemnification**

To the fullest extent permitted by Oregon law, the Club shall indemnify and defend any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that the person is or was an Officer or Director of the Club acting within the scope of his or her duties. Furthermore, to the fullest extent permitted by Oregon law, an Officer or Director shall not be liable to the Club or its members for monetary damages relating to conduct as an Officer or Director of the Club to the extent the Officer or Director acted within the scope of his or her duties. The Club shall procure and maintain insurance Policies as appropriate for the purpose of indemnifying the Officers and Directors consistent with this article. No amendment to or repeal of this article shall adversely affect the rights of an Officer or Director with respect to any acts or omissions of such Officer or Director occurring prior to such amendment or repeal.

### **ARTICLE XV Risk Management Policy**

The Club will comply with the provisions of the OYSA Risk Management Policy and the OYSA Risk Management Manual.