

BYLAWS OF

Pierce County Soccer Association

ARTICLE 1. AFFILIATION

Section 1: Pierce County Soccer Association (PCSA) shall be affiliated with, and shall operate under the authority of, the Washington Youth Soccer (WYS) as a Member Association as defined and set forth in the WYS Bylaws. As a Member Association of WYS, PCSA shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to Member Associations.

ARTICLE 2. GEOGRAPHY OF OPERATIONS AND OFFICES

Section 1: Geography of Operations

PCSA shall have as its geography of operations; Pierce County, Washington.

ARTICLE 3. MEMBERSHIP

Section 1: General

The membership of PCSA (“Member Clubs”) shall consist of clubs engaged in youth soccer within the geographic area designated in Section 2.1, and which agree to be bound by the bylaws, procedures and rules of WYS and PCSA, and which shall be admitted to membership in accordance with the bylaws of PCSA. The Member Clubs are listed in Addendum 1.

Section 2: Membership shall be open to any clubs not subject to suspension under the bylaws of the WYS or under the bylaws of the USSF.

Section 3: PCSA and its Member Clubs will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

Section 4: No Member Clubs of PCSA, or individuals associated with such Member Clubs shall engage themselves in a PCSA 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, either voluntarily or upon the request of the Board. If a conflict of interest is evident, the Board shall request the withdrawal of the person or recommend an investigation.

Section 5: Jurisdiction

PCSA shall have jurisdiction over its Member Clubs, as well as associated individuals and teams.

Section 6: Admission as a Member

Clubs desiring to apply to become Member Clubs of PCSA shall follow the requirements set forth by PCSA in its application policies.

Section 7: Continuation of Membership

(A) Any Member Club paying dues or applicable fees and complying with all requirements of membership as set forth in the PCSA Bylaws and Operating Procedures is entitled to all rights of membership, except that no Member Club in arrears to PCSA or suspended shall have these rights.

(B) Member Clubs shall:

- (1) Provide annually to PCSA copies of the Member Club's articles of incorporation (if applicable), bylaws and other governing documents, and
- (2) Submit changes to those documents to PCSA for review not later than ninety (90) days after adoption,
- (3) Make copies of those documents available to its members.
- (4) Attend monthly PCSA board meetings. Each club is allowed 1 unexcused absence annually; and
- (5) Attend the Annual General Meeting (AGM).

Section 8: Discontinuation of Membership

Any violation of the membership requirements of these bylaws by a Member Club will place the club in "bad standing". Any club placed in "bad standing" shall require a probationary hearing by the Board of Directors within thirty (30) days, to determine what actions are necessary by the Member Club to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Member Club to take such actions and shall provide for suspension of all membership privileges if not satisfied.

Section 9: Member Clubs failing or refusing to follow the PCSA bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by PCSA, or seriously damaging the interest of PCSA, face suspension or expulsion.

(A) Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.

(B) Suspension or expulsion shall require a two-thirds (2/3) vote of the PCSA Board of Directors.

Section 10: Jurisdiction of Member Clubs

Member Clubs shall have jurisdiction, control and responsibility to supervise all games of youth soccer involving properly registered teams, as well as associated activities, within their specific area of administrative government as approved by the PCSA Board of Directors.

Section 11: Responsibilities of Member Clubs

Member Clubs shall be responsible for the conduct of players, parents, coaches, trainers, managers, administrators and officials under their jurisdiction, and shall insure that their actions on or off the field do not bring disfavor upon PCSA or WYS.

Section 12: Membership Conflict

The articles of incorporation, bylaws and governing documents of any Member Club shall not conflict with those of PCSA or WYS.

Section 13: Member Club Representative

(A) The Member Club Representative (hereinafter “MCR”) shall be an elected or appointed individual from each Member Club who will represent, act for, and be the voting representative of that Member Club at all PCSA monthly meetings and the AGM. The MCR should be knowledgeable of the feelings and policy of their Member Club’s membership, with voting based on this knowledge.

(B) The MCR shall attend all PCSA General meetings for discussion and voting on all matters for which the MCR is eligible to vote, as provided within these Bylaws.

(C) The MCR will not be able to vote if the Member Club is in “bad standing.”

(D) The MCR can be an elected member of the PCSA Board of Directors, but will only be able to cast their “Director’s” vote at any monthly meeting or AGM, and not both their Director’s vote and the Member Club vote.

ARTICLE 4. ASSOCIATION COUNCIL

Section 1: Composition

The Association Council consists of the Board of Directors and the Member Club Representatives (MCR), collectively, Association Council Members.

Section 2: Authority

The responsibilities and authority of the PCSA Council shall be to elect the Directors at the Annual General Meeting.

Section 3: Annual General Meeting (AGM)

The AGM shall be held for the purpose of reporting on the past year's activities and electing the Board of Directors.

Section 4: Date

The AGM shall take place during the first quarter of each year. Notification and agenda of this meeting shall be mailed to Member Clubs and all members of the Association Council thirty (30) days prior to the AGM date.

Section 5: Reports.

All Member Clubs, PCSA Committee Chairs, and PCSA Board of Directors shall submit an annual report covering their respective activities no later than one month prior to the AGM date and two (2) days prior to the regular monthly meeting, or as requested by the Secretary, for inclusion in the PCSA Annual Report.

Section 6: Voting.

Each Association Council Member shall have votes at the monthly meeting and the AGM per the following list:

(A) Directors shall have one vote each

(B) MCR shall have votes based on the player registration of their Member Club. This determination shall be based on registered players of record for the prior Seasonal Year, per the following schedule:

	to	1000	players	one (1) vote
1001	to	2500	players	two (2) votes
2501	to	3500	players	three (3) votes
3501	to	4500	players	four (4) votes
4501	and	more	players	five (5) votes

Section 7: Quorum.

A quorum shall consist of at least the President or Acting President; one half of the Board of Directors; and either one half of the MCR or three fifths of the total weighted votes of the MCR.

ARTICLE 5. BOARD OF DIRECTORS

Section 1: General Powers

All authority of PCSA shall be vested in the Board of Directors unless otherwise specified in these Bylaws. The affairs of the corporation shall be managed by the Board of Directors.

Section 2: Number

The Board shall consist of not less than 5 Directors, the specific number to be set by resolution of the Board. 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.

Section 3: Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

Section 4: Election of Directors.

(A) Nominations by the Board.

(1) The Nominating Committee shall prepare a list of candidates to fill the open positions at the upcoming election. The list shall have written acceptance of their nomination to PCSA officers at least 45 days prior to the AGM.

(2) The Nominating Committee shall publish the list of candidates for election at least 45 days before the AGM.

(B) Nominations by the Membership:

(1) Member Clubs may propose alternate names of candidates for open positions on the Board. Nominees made by Member Clubs shall meet the criteria prescribed by the Board. Any Member Club wishing to propose a candidate for an open position shall provide the Nominating Committee with a nomination proposal that includes the nominee's name, and written acceptance of nomination. The nomination proposal shall be supported by at least 5% of the Association Council, as evidenced by hardcopy or electronic notification, and shall be submitted no later than 30 days prior to the AGM.

(2) The Nominating Committee shall review the nomination proposal and shall publish the name of the candidate no later than 20 days before the AGM.

(3) There cannot be nominations from the floor at the AGM, unless no available candidate has filed for the position in question.

Section 5: Elections

(A). Elections of Directors shall be held at the AGM. The Association Council Members shall elect the Directors for the open positions each year.

(B) Each Association Council Member shall receive a ballot with the names of the candidates. Each Association Council Member may cast no more than their allotted votes for any one candidate. The nominees with the most votes shall be considered elected up to the number of positions available.

Section 6: Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of 3 years or until his or her successor is elected, whichever is later. A Director may hold no more than two consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one third of the positions come up for election each year. Office of President and 1st Vice President will be elected in 2018; Secretary in 2019; and 2nd Vice President and Treasurer in 2020, and will repeat every three years.

Section 7: Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

Section 8: Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

Section 9: Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10: Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

Section 11: Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director or communicated to the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

Section 12: Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 13: Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. 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.

Section 14: Removal

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

Section 15: Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 16: Compensation

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

Section 17: Conflict of Interest

The Board of Directors shall adopt the WYS Conflict of Interest Policy (Addendum 2) that comports with applicable state and federal requirements. 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.

Section 18: Code of Ethics

The Board of Directors shall adopt the WYS Code of Ethics (Addendum 3) that comports with applicable state and federal requirements. Each Director 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. OFFICERS

Section 1: Number and Qualifications.

The officers of the corporation shall be a President, 1st Vice President, 2nd Vice President 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.

Section 2: Election and Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of 3 years or until his or her successor is elected, whichever is later. A Director may hold no more than two consecutive terms without vacating office for at least one year. Terms shall be staggered so that approximately one third of the positions come up for election each year. Office of President and 1st Vice President will be elected in 2018; Secretary in 2019; and 2nd Vice President and Treasurer in 2020, and will repeat every three years.

Section 3: Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. 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.

Section 4: Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5: Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

Section 6: President

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. 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 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 him or her by the Board from time to time.

Section 7: 1st Vice President.

In the event of the death of the President or his or her inability to act, the 1st 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 1st 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 1st Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

Section 8: 2nd Vice President:

In the event that neither the President nor 1st Vice President are available to perform their respective duties the 2nd Vice President shall perform those duties as required.

The 2nd Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

Section 9: Secretary

The Secretary shall: (a) keep the minutes of the 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 of the corporate records of the corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

Section 9: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and 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 him or her by the President or the Board.

ARTICLE 7. COMMITTEES

Section 1: Standing or Temporary Committees

Standing Committees adopted by the Board shall be the Registration Committee, Competition Committee, and Disciplinary Committee.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. Such committees shall be chaired by a Director. Such committees may have other members that are not Directors. Such committees shall have and exercise the authority of the Directors 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 these Bylaws,
- (B) Elect, appoint or remove any member of any other committee or any Director or officer of the corporation,
- (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 all or substantially all the property and assets of the 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 the assets of the corporation, and
- (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 individual Director of any responsibility imposed upon it, him or her by.

Section 2: Quorum; Manner of Acting

A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 3: Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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 there, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 8. ADMINISTRATIVE PROVISIONS

Section 1: Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

Section 2: Fiscal Year

The fiscal year of the PCSA shall begin at 12:00 a.m. on July 1st and end at 11:59 p.m. on June 30th, of the following year.

Section 3: Annual Review or Audit.

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

Section 4: Rules of Procedure

The rules of procedure at meetings of the Board, the Council and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 9. COMPETITION

Section 1: Addendum 1 is the current list of Affiliated Clubs within PCSA. Member clubs will participate in PCSA home league, South Sound United League (SSUL), Regional Club League (RCL) and other WYS sanctioned leagues.

ARTICLE 10: DISSOLUTION of ASSOCIATION

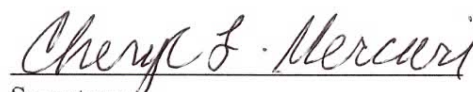
Section 1: In the event of the dissolution of Pierce County Soccer Association (formerly known as the Tacoma Pierce County Junior Soccer Association or TPCJSA), legal counsel shall be retained by the Association Council for distribution of assets to member clubs in good standing after all liabilities have been settled, as specified in Section 501-C (3) of the Internal Revenue Code of 1954, as from time to time amended.

ARTICLE 11: AMENDMENTS

Section 1: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds of the number of Directors in office. Any proposed changes to the Bylaws shall be published to the members of the Council at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors and the Council

on March 21, 2018.


Secretary

PCSA Bylaws

Addendum 1

Current List of Affiliated Clubs Within PCSA

The following clubs have affiliated with Pierce County Soccer Association (PCSA) as of August 2018:

Fife Milton Edgewood Soccer Club

Fircrest Soccer Club

Harbor Soccer Club

Lakewood Steilacoom DuPont Soccer Club

NorPoint Soccer Club

North Tacoma Soccer Club (Nortac)

Rainier Soccer Alliance

South Tacoma United

University Place Soccer Club

Vashon Island Soccer Club

Washington Premier Football Club

ADDENDUM 2
To Pierce County Soccer Association By Laws

Pierce County Soccer Association
Conflict of Interest Policy

Article I – Purpose

The purpose of this Conflict of Interest Policy (“Conflict Policy”) is to protect the PCSA’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of PCSA or might result in a possible excess benefit transaction. This Conflict Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person. Any director, officer, member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which PCSA has a transaction or arrangement,
 - b. A compensation arrangement with PCSA or with any entity or individual with which PCSA has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PCSA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether PCSA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in PCSA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above the determination it shall make the decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy.

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from PCSA for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PCSA for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PCSA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each interested person shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest Policy,
- b. Has read and understands the Conflict Policy,
- c. Has agreed to comply with the Conflict Policy, and
- d. Understands that PCSA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Review

To ensure that PCSA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to PCSA written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in incremental, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, PCSA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Pierce County Soccer Association
Conflict of Interest Disclosure Form

This form must be filed annually by all specified parties, as identified in the Pierce County Soccer Association Conflict of Interest Policy.

_____ I have no conflict of interest to report
_____ I have the following conflict(s) of interest to report:

The undersigned, by their affixed signature, affirm that he/she:

- a. has received a copy of the Pierce County Soccer Association Conflict of Interest Policy;
- b. has read and understands the Conflict Policy;
- c. has agreed to comply with the Conflict Policy; and
- d. understands that Pierce County Soccer Association is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature

Date

Print Name

ADDENDUM 3
Pierce County Soccer Association By Laws

Pierce County Soccer Association
CODE OF ETHICS

Purpose

As an administrator, volunteer, or paid staff, I understand that the purposes of this policy are to protect the integrity of the PCSA organization's decision-making process, to enable our constituencies and the public to have confidence in our integrity and to protect the reputations of all administrators, volunteers, or paid staff.

Communication

As an administrator, volunteer, or paid staff, I understand the need to communicate openly and keep the appropriate parties in the communications loop. I understand that in most cases, the best form of communication is directly with the other party. I commit to communicate with the appropriate starting level of authority (i.e. individual, coach, team, club, Member Association, District, State).

I will exhaust all options for communicating directly with the individual or group involved in a problem before moving to the next higher level of authority. I will not circumvent communicating with the proper lines of authority by communicating directly with a higher level of authority before exhausting all options with the appropriate level of authority.

I will respect and support the established communications process and will not engage in communications designed to circumvent, undermine, sabotage or keep appropriate parties out of the communications loop.

Competition

I will ensure that I understand the Rules of Competition and seek to ensure that everyone involved adhere to the letter, intent and spirit of the Rules of Competition. It is my responsibility to understand both the intent and application of the Rules of Competition. I will not place my personal interests above the mission and goals of PCSA

While the concept of rivalry is wholly embraced, it is one of my responsibilities to ensure that it not take precedence over exemplary professional conduct. I understand that my attitude and conduct towards others should at all times be respectful, controlled and professional. I also understand that it is unacceptable to have any verbal altercation with an official, opposing coach, team or parents before, during or after a game.

Conflict of Interest

The standard of behavior at PCSA is that all administrators, volunteers, or paid staff scrupulously avoid conflicts of interest between the interest of PCSA on one hand, and personal, professional and/or business activities of the other. This includes avoiding potential and actual conflicts of interest, as well as perception of conflicts of interest.

In the course of meetings or activities, I will disclose any interest in a transaction or decision where (including my business or other nonprofit affiliations), my family and/or my significant other, employer or close associate will receive a benefit or gain. I understand that a conflict of interest will result in my removal from the meeting or activity and potentially from PCSA membership.

Governing and Operating Documents

As an administrator, volunteer, or paid staff, I understand my responsibility to thoroughly acquaint myself with PCSA Bylaws, Policy and Procedures and Constitution and demonstrate a working knowledge of these documents. I understand my responsibility to follow and enforce all PCSA bylaws, policies and procedures and Constitution at all times. This includes adhering to the letter, intent and spirit of the documents.

I will respect and support the spirit and intent of the documents and will not engage in activities designed to undermine or sabotage the documents. I understand that there is an established process for making changes to the documents and I commit to follow those processes if I desire to make a change to the documents.

Health and Nutrition

As an administrator, volunteer, or paid staff, I understand my responsibility to be educated about sports nutrition, fitness and health.

I also understand that PCSA is committed to a smoke free environment. As such, I will avoid the use of tobacco and tobacco related products at PCSA competitions, events and related activities.

Support of Pierce County Soccer Association

I will support PCSA by considering myself a “trustee” of the organization and will do my best to ensure that I will approach all PCSA issues with an open mind, prepared to make the best decision for everyone. I will respect and support a majority decision and will not engage in activities designed to undermine or sabotage a decision once it is made. I understand that there is an established process for changing a decision and commit to follow those processes if I desire to change a decision.

I understand that I have a responsibility to promote the game of soccer to the public in a positive manner. When in public, on e-mail, blogs, websites, and all social media, my comments and critiques of governing bodies, members, referees, administrators, volunteers, and/or paid staff shall be constructive.

I commit to conduct myself in a professional, respectful manner when in public and representing an individual, team, club, District and PCSA. I will also strive to assist others in conducting themselves in a professional, respectful manner when in public and representing their team, club, District and PCSA.

Suspension and/or Revocation

I understand that failure to follow the PCSA Code of Ethics will result in ethics charges being filed against me and may result in suspension from involvement with PCSA or revocation of my membership with Washington Youth Soccer.

I understand that this Code of Ethics is not meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signature

Date

Print Name