



HIGHLINE PREMIER FOOTBALL CLUB

Constitution and By-Laws

Article 1 Name, Duration and Affiliation:

- 1.1 The name of this organization shall be the Highline Premier Football Club and herein referred to as Highline Premier FC, HPFC, or the Club.
- 1.2 The duration of this organization shall be perpetual.
- 1.3 The Highline Premier Football Club is affiliated with the Highline Soccer Association, hereafter referred to as the "HSA" which is a non-profit corporation organized and existing under the laws of the State of Washington.

Article 2 Purpose:

- 2.1
 - a) The purpose of the Club is to support the development of high level soccer for players at the U-8, U-9, U-10, U-11, U-12, U-13, U-14, U-15, U-16, U-17, U-18, and U-19 age levels. The Highline Premier Football Club is designed to provide individual and team training opportunities for players within HSA. The Highline Premier Football Club will organize and direct players registered to the club in premier and select soccer programs. The Club will provide the best structure, environment and coaching staff available in order to enhance the players', the teams' and the Club's development. The Club will make every effort to play at the highest level possible. The Highline Premier Football Club is devoted to the development of youth soccer.
 - b) The Highline Premier Football Club shall be responsible for supporting other HSA clubs through activities that will enhance association/district player, coaching and referee development.
 - c) Highline Premier FC will establish uniform rules and regulations applicable to premier and select youth soccer competition within US Club Soccer, consistent with the principles and laws of the Federation Internationale De Football Association (FIFA, the world governing body for soccer), those of US Club Soccer, and Highline Soccer Association.

Article 3 Administration:

- 3.1 The governing authority of the Club shall be the Board of Directors.
- 3.2 The Board of Directors shall consist of no fewer than 9 and no more than 15 Directors. The specific number of Directors shall be set by resolution of the Board. The number of directors may change 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.
- 3.3 Directors may be either elected or appointed. Appointed Directors shall serve for a term of one year. Appointed directors may not serve more than three (3) consecutive one year terms. Unless an elected director 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 elected, whichever is later.
- 3.4 Staff Directors (Director of Coaching, Technical Director and Program Director) shall be non-voting members of the Board of Directors. Their numbers shall not count toward the total number of members of the Board of Directors.
- 3.5 The Club shall be governed by its By-Laws and Operating Procedures as defined herein except when those of the Highline Soccer Association (HSA), or US Club Soccer supersede these.
- 3.6 The Club shall have the authority to issue policies or instructions necessary to interpret, clarify or further define its By-Laws and Operating Procedures.

Article 4 Membership:

- 4.1 Eligible members shall consist of the youth players selected for participation in the Club's programs, parents of the participating youth players and other elected or appointed persons as defined herein.

Article 5 Jurisdiction:

- 5.1 The Club shall have jurisdiction over all its teams; as well as associated individuals, such as players, coaches and administrators.

Article 6 Organization and Operation:

- 6.1. Operating Year:

The operating year of the Club shall be defined as the same period utilized by Highline Soccer Association and/or US Club Soccer.
- 6.2. Meetings:

- a) The Annual General Membership Meeting shall be held prior to the Highline Soccer Association AGM. For purposes of voting at the AGM, each player shall be represented by one vote cast by a legal parent or guardian.
- b) The President or any Vice President of the Club may call meetings of the Board of Directors. The date, time, and location of each meeting must be communicated to all official members of the Board at least seven (7) days in advance.
- c) All meetings of the Club shall be conducted using current edition of "Robert's Rules of Order".
- d) The Board of Directors should attend and participate in all Club meetings. Club members who are Non-Board members may attend the meetings, but are requested to notify an Executive Board member of their presence prior to the start of the meeting. If a non-board member requests to present to the board of directors they should contact an executive board member in advance to be added to the agenda.

6.3 Amendments:

- a) Proposed changes of amendments to this constitution can only be effected at the scheduled Highline Premier FC Board of Directors' meetings or the Annual General Meeting (AGM).
- b) Proposed changes or amendment to the Bylaws must be submitted in writing to the Highline Premier FC Board Secretary or Highline Premier FC VP of Administration at least 15 days prior to the Board Meeting. The HPFC Executive Board shall inform the Highline Premier FC Board of Directors that there are proposed changes or amendments to the Bylaws at least 15 days prior to the next meeting. The proposed changes or amendments shall be made publicly available for five (5) days to Board Members.
- c) Elected officers of this Club can make such proposed changes or amendments. All proposals must be made in writing to the Vice President of Administration or Club Secretary at least 30 days prior to the AGM or the next regularly scheduled Board of Directors meeting at which time they are to be acted upon.
- d) The Club secretary shall notify each voting member at least 15 days prior to the Board meeting or AGM by mailing out such proposed changes or amendments to this constitution.
- e) All approved changes or amendments shall be included in the meeting minutes.
- f) All approved changes or amendments shall be in effect from the date of adoption.

6.4 Quorum:

A quorum for the Board of Directors meetings shall consist of at least 40% of the voting members including at least two (2) of the Club Officers. For the purposes of a Quorum for the board of directors, voting members are defined as members of the Board of Directors.

Article 7 Voting and Election of Officers:

7.1. Voting:

Motions to be voted on by the Board of Directors of the Club shall be decided by a simple majority of those voting members present except where specified elsewhere herein. Each eligible voting member shall be entitled to one vote at duly called meetings of the Board of Directors, on motions brought before the Board for a vote. Proxies will be accepted with prior coordination.

7.2. Nomination Committee:

The Board of Directors shall form a Nomination Committee. The purpose of the Nomination Committee is to develop a list of candidates to fill open positions on the Board of Directors at the upcoming elections. Members may self-nominate for any open position on the Board of Directors. Nominees will submit a resume and a written acceptance of their nomination at least 45 days in advance of the AGM.

The Nomination Committee shall publish the list of candidates and their resumes for the membership to review a minimum of 14 days prior to the AGM.

Vetting committee: 1 HPFC Executive Board member, HSA Executive Board member, 1 member at large, and 1 coach, at a minimum.

Timeline for bringing in Executive Board members:

- 90 days - Outreach
- 60 days – Nominees notified and asked to submit a resume
- 45 days – Deadline for nominees to give the Nomination Committee a resume and accept the nomination
- 15-45 days prior – Vetting process
- 14 days – Voting occurs: publish the names and resume of all candidates
- Day 0 – Elect new Executive Board

7.3. Election of the Board of Directors

Elections for open positions of the Executive Board of Directors shall occur prior to High School boys' tryouts. Elections shall be divided as evenly as possible such that approximately half of the Executive Board of Directors is elected each year.

The Executive Board of Directors shall be elected for two (2) year terms. Their term of office shall begin at the board meeting following the election.

The Executive Board of Directors shall form a Nomination Committee. The Nomination Committee shall not contain any members standing for election to the Executive Board of Directors.

Each member of the Club shall receive an opportunity to vote on the candidates nominated for the available positions. Voting will be open for a minimum of 14 days. Each member may cast a single vote for each position. The nominees with the most votes will be considered elected. Should a tie occur for any position, the winner shall be determined by coin flip.

The Executive Board shall be comprised of the President, Vice President of Administration, Vice President of Competition, Secretary, Treasurer and Registrar. Open positions on the Executive Board shall be filled each year by the Board of Directors via election one month prior to the High School boys' tryouts.

- 7.4. The positions of President, Vice President of Competition and Treasurer will be filled on odd years. Vice President of Administration, Registrar and Secretary will be filled on even years.
Removal of Club Officers:

Club Officers may be voted out of office at any duly called meeting of the Board of Directors by a two thirds (2/3) majority vote in favor of removal.

- 7.5. Club Officer Vacancies:

Vacancies of Club Officer positions shall be communicated to the Board of Directors thirty (30) days prior to being filled by nomination from the floor of a duly called meeting and approved by a simple majority vote of the Board of Directors. Newly elected officers will serve until the end of the vacant position's term.

- 7.6. Officers:

- a) President:

The President shall supervise all activities of the Club, be the general representative of the Club in all matters, including public relations, and shall chair all meetings of the Club. He/she shall be the principle operating and administrative officer and shall have the authority to sign all certificates, contracts or other instruments of the Club. He/she shall also appoint such committees as may be required from time to time, and shall perform other duties as are incidental to the office or are properly required by the members or the Commission. The President shall not have a vote in any matters brought up for a vote except in the event of a tie, in which case the President shall cast the deciding vote.

The responsibilities of the President shall include, but not be limited to the following:

- 1) Presiding officer at all meetings of the Board of Directors.
- 2) General supervision over the affairs of the Club; provide assurance the Club By-Laws and Operating Procedures are adhered to.
- 3) Principle operating and administrative officer, with authority to sign all certificates, contracts of other instruments of the Club.
- 4) Lead the development and maintenance of a Club Strategic Plan
- 5) Appoint committees as necessary
- 6) Provide general supervision and guidance to Club officers
- 7) Work with Director of Coaching, Technical Director and Executive Director
- 8) Sign orders on the Treasury

- b) Vice President of Administration:

The Vice President of Administration shall assist the President in all business of the Club, become the Acting President during any absence of the President, and succeed to the Presidency if that office becomes vacant mid-term for any reason. The Vice President of Administration oversees daily operations of the Club, brochures, Public Relations Media, Manuals, and is responsible for all Club property and facilities whether owned, leased or rented.

The responsibilities of the Vice President of Administration shall include, but not be limited to the following:

- 1) Perform duties of the President in his/her absence, inability or refusal to act.
- 2) Oversees revisions of By-Laws and Operating Procedures
- 3) Oversees web page construction and maintenance
- 4) Public Relations Media (i.e. Newspaper liaison, Highline Premier FC name usage approval, Sponsorship Approval)
- 5) Repository for Manuals and other written materials
- 6) Sign orders on the Treasury

c) Vice President of Competition:

The Vice President of Competition shall be responsible for overseeing the administrative activities of each team formed under the authority of the Club, and such other duties as may be incidental to the office or are properly required by the members of the Board of Directors.

The responsibilities of the Vice President of Competition shall include, but not be limited to the following:

- 1) Team orientation after tryouts
- 2) Provide guidance and direction to the administrative structure of each team through its team manager and team representatives.
- 3) Oversees daily operation of the teams.
- 4) Monitor the compliance of each team with its club responsibilities including its financial commitments.
- 5) Act as the main point of contact between the Club and US Club Soccer regarding league and State Cup matters.

d) Treasurer:

The Treasurer, in conjunction with the Club accountant, shall have custody of all Club money and shall keep regular books of account. He/she shall disburse funds as may be duly approved by the Club. He/she shall keep proper record of all transactions and perform other such duties as may be incidental to the office or as may be properly required by the Commission. The Treasurer and accountant shall also be responsible for monitoring the tax-exempt status of the Club activities and the segregation and proper reporting of any taxable activities in which the Club should choose to participate.

The responsibilities of the Treasurer and accountant shall include, but not be limited to the following:

- 1) Deposit all moneys of the Soccer Club, in a chartered bank in the name of Highline Premier FC Soccer Club.
- 2) Disburse funds as properly approved.
- 3) Provide monthly balance sheets disbursed at Board of Director's meetings.
- 4) Guide the annual budget setting process – which should be completed prior to the Annual General Meeting.
- 5) Monitor team financial activities and status.

- 6) Distinguish and maintain segregation of taxable and tax exempt activities.
- 7) Distribute to and collect completed W9 forms from all paid coaches at the beginning of the year.
- 8) Prepare and distribute 1099 tax forms to all paid coaches at the end of the year.
- 9) Prepare Annual Financial Statement, which is due December 31, of each calendar year for the treasurer of Highline Soccer Association.
- 10) Issue paychecks to all paid Club staff, coaches and trainers on the 1st of each month.
- 11) The Club accountant may cast the Treasurer's proxy vote in the absence of the Treasurer.

e) Secretary:

The Secretary shall issue notices of meetings as required herein, shall keep official minutes of all duly called meetings, and shall periodically report same to the Board of Directors. He/she shall also make such other reports and perform other such duties as may be incidental to the office or as may be properly required by the Board of Directors.

The responsibilities of the Secretary shall include, but not be limited to the following:

- 1) Custodian of all Club Correspondence
- 2) Record, prepare, publish, and distribute minutes in a timely manner for all meetings.
- 3) Provide proper notice of all meetings to required attendees
- 4) Be responsible for publicizing all Teams and Club participant activities.
- 5) Promote the affairs and activities of the Club.
- 6) Act as Club liaison with Highline Soccer Association. Attend HSA board meetings and functions as the Highline Premier FC representative.

f) Registrar

The Registrar shall be responsible for assuring all Club players and teams are properly registered within the Club and US Club Soccer.

The responsibilities of the Registrar shall include, but not be limited to, the following:

- 1) Manage all player and team registrations.
- 2) Verify each player's eligibility and registration for each team in accordance with current HPFC, HSA and US Club Soccer guidelines.
- 3) Assign players and coaches to teams using the online registration software
- 4) Ensure that all active adult participants have completed a background check submitted through US Club, and are Concussion and Sudden Cardiac Arrest compliant.
- 5) Ensure that all team updates are completed in a timely manner to ensure that no team error is made.
- 6) Be the custodian of all player registration documents (registration, birth certificate, medical release, code of conduct, concussion and Sudden Cardiac Arrest forms).
- 7) In coordination with the HSA Registrar verify and sign each team's tournament rosters that are not issued through US Club.

7.7 Director of Coaching and Technical Director:

The Director of Coaching and Technical Director will collaborate to develop and administer the coaching format and training curriculum for all Highline Premier FC Club teams. The Directors are non-voting members of the Board of Directors. The Director of Coaching will appoint and dismiss team coaches for each of the age groups. This slate of team coaches will be submitted to and approved by the Executive Board prior to submission to the HSA Commission. The Director of Coaching, Technical Director and Program Director all answer directly to the Club President. The Executive Board shall approve the hiring and dismissal of the Directors.

Each Director shall have an individualized contract executed by the Board of Directors identifying the particular tasks for that specific position.

In General, the responsibilities of the Directors shall include, but not be limited to the following:

- 1) Attend Board of Director meetings, when possible, representing the entire coaching staff and providing the coaching staff with policy decisions made by the Board.
- 2) Schedules, organizes, and chairs all coaches meetings.
- 3) Provides leadership as to the direction for training of each age group.
- 4) When applicable, helps to design and organize any player development program(s) for the Club and HSA.
- 5) Serves as a liaison and keeps in direct contact with HSA to provide them with player development programs.
- 6) Direct contact with all teams (training, observation of match or training, consult with players or coach).
- 7) Oversees the tryout and selection of individual players for the Club.
- 8) Identifies and recommends new coaches for the Club.
- 9) Approve team participation in all tournaments.
- 10) Approve and coordinate all team participation in college showcase tournaments

- 11) Approve and coordinate all team participation in league and State Cup play. Ensure the competition, coaching and training are of the highest level possible.

7.8 Team Coaches and Other Contract Positions:

The Director of Coaching, in conjunction with the Technical Director, selects all team coaches. The Board of Directors must approve the annual slate of coaches prior to the slate being submitted to the HSA Commission. In addition, the Club Executive Board must approve all contract positions within the Club.

Club coaches are expected to adhere to certain guidelines of behavior. All Club coaches will strictly adhere to all Club, HSA, and US Club Soccer rules and ethical guidelines. Under no circumstances should a Club coach use his/her position to influence or gain any financial benefit from team players, parents, or any other person involved or related to the team or Club. Any such infraction will be cause for immediate dismissal from the Club. All coach's individual player training sessions shall be disclosed to the Club Executive Board.

7.9 Appointed Team Positions:

a) Team Manager:

The Director of Coaching and the Vice President of Competition, in conjunction with each team coach will appoint and/or dismiss a team manager for the team. This will be for a one (1) year term within two weeks of the formation of the team. The term of appointment shall begin at the completion of tryouts and continue until the day prior to tryouts for the following year. The team manager will be responsible for the team administrative activities including player registration, assuring the risk management submittal, overseeing treasurer function, and any other administrative functions required by the Club, HSA or US Club Soccer.

The team manager reports to the Vice President of Competition. The term of the manager is one (1) year.

The manager must work directly with the coach and team representative regarding team disputes or problems that may arise during the soccer year.

The team manager has the ultimate and sole responsibility for managing the team which means performing and/or delegating all of the administrative duties necessary for the functioning of the team, including, but not limited to, the following:

- 1) Registering the team for league play and tournaments.
- 2) In conjunction with the team treasurer, establishing a budget based on anticipated expenses for the season, divided by the number of players.
- 3) Organizing and conducting team meetings to discuss and communicate all required information necessary for the administration of the team for that soccer season.
- 4) Delegating responsibilities to parent group (i.e. team treasurer, team reporter, equipment coordinator, fundraising coordinator, phone parents/phone tree, computer (scores) liaison and first aid/ice).
- 5) Maintaining team files and paperwork.

- 6) Reserving practice and game fields as needed (coordinate with Club field scheduler).
- 7) Reporting to the head coach and to the Executive Board through the Vice President of Competition.

b) Team Treasurer:

The team coach and team manager shall appoint the team treasurer. The treasurer shall have custody of all team funds and shall keep regular books of account. He/she shall collect and disburse funds as necessary for the operation of the team. He/she shall keep proper record of all transactions.

The responsibilities of the team treasurer shall include, but not be limited to the following:

- 1) Monitor team financial activities and status.
- 2) Provide to each player on the team a monthly accounting of his financial balance.
- 3) Provide the team coach, team manager and Club Treasurer with a quarterly statement of each individual player's balance and the team's financial status.

Article 8 Finances:

8.1. Fiscal Year:

The fiscal year shall be the same as that of the Highline Soccer Association.

8.2. Budget:

- 8.3. The Treasurer and accountant, with input from the Executive Board, shall prepare a proposed budget for the next fiscal year. The proposed budget shall be submitted to the Board of Directors at least thirty (30) days prior to the Club AGM. The Board of Directors shall approve the Club budget at the next meeting following the AGM. Copies of the proposed and approved budget, by line item, shall be distributed to the Board of Directors.

Each player registered with the Club shall pay a registration fee. Prior to tryouts, the Board of Directors shall determine the amount of the annual player registration fee based on the projected budget for the upcoming year. The player registration fee shall be paid to the Club at the time of player online self-registration. In instances where players are unable to pay the entire registration fee at once, a payment plan is available.

8.4. Financial Reports:

Thirty (30) days prior to the AGM, the Club Treasurer will submit to the Secretary a statement of income and disbursements of funds. This will be made available to the HSA Treasurer on a timely basis for the completion of Association taxes.

8.5. Team Finances:

Team treasurers will provide each individual player, the team manager and coach, and the Club Treasurer with a quarterly statement of player and team financial status.

- 8.6 Should the Highline Premier FC Soccer Club be dissolved, all monetary assets remaining after payment of all debts shall be turned over to the Highline Soccer Association.