

**BYLAWS OF  
WASHINGTON TIMBERS FOOTBALL CLUB  
d/b/a COLUMBIA PREMIER SOCCER CLUB (CPSC)**

**ARTICLE 1. NAME AND PURPOSE**

- 1.1. Washington Timbers Football Club, d/b/a Columbia Premier Soccer Club (“CPSC” or “Corporation”), is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 1.2. The mission of the Corporation is to provide opportunities for youth to aspire to their highest level in soccer and in life through competition, teamwork and personal achievement.

**ARTICLE 2. NON-DISCRIMINATION**

CPSC including its directors, officers, employees, coaches, volunteers, and all individuals acting under its auspices, shall not discriminate against any individual based on race, religion, age, sex, national origin, disability, sexual orientation, or any category protected by law.

**ARTICLE 3. BOARD OF DIRECTORS**

**2.1 General Powers**

- 2.1.1 The Board of Directors shall have overall responsibility for the affairs of the Corporation, including governance, policy, strategic direction, and financial oversight.
- 2.1.2 The Board of Directors shall appoint a single chief executive who shall serve at the pleasure of the Board.
  - 2.1.2.1 The chief executive shall be responsible for the day-to-day management of the Corporation, implementation of Board policies, and supervision of staff.
  - 2.1.2.2 The chief executive shall have authority to sign contracts and make expenditures consistent with the Board-approved budget and policies of the Corporation.
  - 2.1.2.3 The chief executive shall create and submit to the Finance Committee for its review an annual financial plan and operating budget.
  - 2.1.2.4 The Board shall set the compensation of the chief executive and shall conduct an annual performance review.
  - 2.1.2.5 The Board shall not have executive or administrative authority over staff or operations, which are the responsibility of the chief executive under the direction and policies of the Board. However, in the event of a chief executive vacancy, suspension, or other extraordinary circumstances as determined by the Board, the Board may temporarily assume or delegate operational authority as necessary to ensure continuity of operations.

2.1.2.6 The chief executive may be removed, with or without cause, by a  $\frac{2}{3}$  majority vote of the Board of Directors present at any regular or special meeting at which a quorum is present.

## **2.2 Board Membership**

2.2.1 The Board shall consist of between nine (9) and eleven (11) Directors. 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.

2.2.2 A list of board membership shall be published on the CPSC website. At a minimum, the list will include the start and end date of each Director's current term and the number of terms he or she has served on the board.

## **2.3 Qualifications**

Directors shall have qualifications as the Board may prescribe by resolution. Directors must be at least 21 years of age.

## **2.4 Election of Directors**

Directors shall be elected at the Annual Meeting of the Board by a majority vote of the Directors then in office. If an incumbent Director is standing for reelection, he or she shall not vote on their own appointment, nor shall he or she be counted for purposes of determining a majority.

Beginning with the first Annual Meeting after adoption of these Bylaws, the Directors' terms shall be set to be staggered to the extent possible, so that approximately one-third of the Board is elected each year. The Board may, by resolution and with the consent of any Director so affected, alter an incumbent Director's term of office so that approximately one-third of the Board is elected each year.

## **2.5 Term of Office**

Unless a Director dies, resigns in writing or is removed from office, they shall hold office for a term of three years, and will remain in office until their successors are properly elected or appointed.

## **2.6 Term Limits**

2.6.1 Directors shall serve for a term of three (3) years, or until their successors are duly elected and qualified, whichever occurs later.

2.6.2 Directors may be elected no more than two (2) consecutive terms. After serving two consecutive full terms, a Director must rotate off the Board for at least one (1) year before being eligible for re-election.

2.6.3 Partial terms of less than one year served by appointment to fill a vacancy shall not count toward the two-term limit.

## 2.7 Annual Meeting of the Board

The Annual Meeting of the Board (“Annual Meeting”) shall be held during the 1st quarter of the fiscal year, on a date and time designated by the Board, for the purpose of electing Directors and officers, reviewing annual conflict of interest and ethics policies and required disclosures, and transacting such business as may properly come before the meeting. The Annual Meeting may be held in person, by telephone, or by videoconference, as designated by the Board.

## 2.8 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than such resolution. The Board must meet no fewer than four (4) times per year. Meetings may be held in person, by telephone, or by videoconference. Any regular meeting may include an executive session. Only Board Members may attend an executive session, unless there is an invitation by the Board President.

## 2.9 Special Meetings

Special meetings of the Board may be called by or at the written request of the President or any two Directors. The person or persons authorized to call special meetings may fix any place either within the city of Vancouver, Camas, Washougal, or Portland, or by telephone or videoconference, as the place for holding any special Board of meeting called by them. Notice of special Board meetings shall be given to each Director by email not less than two (2) days before the meeting.

Except as required by Section 2.15, neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

## 2.10 Quorum

A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## 2.11 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

## 2.12 Presumption of Assent

A Director present at the Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her/their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

## 2.13 Action by the Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without meeting if a written consent setting forth the action is executed by each of the Directors entitled to vote. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity. An action taken without a meeting shall be reported at the next regular Board meeting and included in those minutes.

#### 2.14 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.

#### 2.15 Removal

At a special 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, excluding the Director(s) at issue who shall not vote.

#### 2.16 Compensation

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

#### 2.17 Code of Ethics and Conflict of Interest Policy

The Board shall adopt and periodically review a Code of Ethics and Conflict of Interest Policy. All Directors shall acknowledge receipt and understanding of the policy annually, and declare any actual or perceived conflicts of interest. The Code of Ethics and Conflict of Interest Policy may be amended in order to adhere to the requirements of affiliated organizations at the discretion of the Board.

### **ARTICLE 3. OFFICERS**

#### 3.1 Number and Qualifications

The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. The offices of President and Secretary may not be held by the same person.

#### 3.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the Annual Meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next Annual Meeting of the Board or until his/her/their successor is elected, whichever comes later.

#### 3.3 Resignation

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary of the Corporation, 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.

### 3.4 Removal

Any officer elected or appointed by the Board may be removed from office by the Board whenever in its judgement the best interests of the corporation would be served thereby. The officer at issue shall not vote in such action.

### 3.5 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.

### 3.6 President

The President shall serve as the chief volunteer officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall:

- A. Provide leadership to the Board in fulfilling its governance responsibilities and ensuring the effective functioning of the Board;
- B. Serve as liaison between the Board and the chief executive, maintaining regular communication and supporting effective partnership between governance and management;
- C. In consultation with the chief executive, ensure that meeting agendas and materials are prepared and distributed in advance;
- D. Appoint committee chairs and members as authorized by the Board;
- E. Represent the organization as appropriate in public and official capacities; and
- F. Perform such other duties as may be assigned by the Board.

### 3.7 Vice President

The Vice President shall support the President in providing leadership to the Board of Directors and in ensuring the effective governance of the Corporation. The Vice President shall:

- A. Perform the duties of the President in the President's absence or inability to serve, until the Board elects a new President;
- B. Assist the President in carrying out their responsibilities, as requested;
- C. May chair or serve on committees as appointed by the Board or the President; and
- D. Perform such other duties as may be assigned by the Board.

### 3.8 Secretary

The Secretary shall ensure that accurate records of the Board's actions are maintained and that all notices required by law or these Bylaws are properly given. The Secretary shall:

- A. Ensure that corporate records, including bylaws, policies, and meeting minutes, are properly maintained and accessible to Directors;
- B. Maintain a list of all current Directors and Officers and their contact information;
- C. Verify that the organization's official filings and records are kept current; and

D. Perform such other duties as may be assigned by the Board or the President

### 3.9 Treasurer

The Treasurer shall oversee the Finance Committee in the execution of its responsibilities. Day-to-day financial management, bookkeeping, and accounting functions shall be carried out by staff under the direction of the chief executive.

## ARTICLE 4. COMMITTEES

### 4.1 Authority

The Board of Directors may establish standing or temporary committees to assist the Board in carrying out the work of the Corporation. All committees shall be advisory in nature and shall not exercise the authority of the Board in the management of the Corporation, unless expressly authorized by these Bylaws or by resolution of the Board.

### 4.2 Standing Committees

#### 4.2.1 Executive Committee

The Executive Committee leads the Board's supervision of the Corporation's operations. The President shall serve as the Chair of the Committee and all Officers of the Corporation shall serve as members of the Committee. The chief executive shall attend meetings of the Committee, at the request of the Committee, but shall not vote on matters before the Committee. The Executive Committee shall have the authority to exercise the authority of the Board in the management of the Corporation, except with respect to fundamental transactions, as defined by RCW 24.03A.010(31), and actions that are required by the Articles of Incorporation or these Bylaws to be decided by a vote of the Board.

#### 4.2.2 Finance Committee

The Finance Committee leads the Board's supervision of the Corporation's finances. Among other tasks, it reviews the staff's proposed annual operating budget for recommendation and adoption by the Board, monitors financial performance against the approved budget, reviews and recommends to the Board appropriate financial policies and internal controls; ensures that the organization maintains accurate and timely financial records and accounting systems; reviews the Corporation's annual 990 and related filings; reviews and recommends for Board approval the engagement of an independent auditor (when applicable) and reviews the results of any audit or financial review; periodically reviews the organization's cash reserves, investments, and insurance coverage; and reports regularly to the Board on the Committee's activities and findings. The Finance Committee shall be advisory in nature and shall not exercise the authority of the Board in the management of the Corporation. The Treasurer shall serve as the Chair of the Finance Committee. The staff member in charge of finance shall attend meetings of the Committee, at the request of the Committee.

#### 4.3.3 Additional Standing Committees

Except as specified above, the Board or the President may appoint additional standing or temporary committees, committee chairs and members, who may include Directors and non-Directors as appropriate. Committee chairs report to the Board or to the President as directed. Unless specifically designated in writing, all other committees shall be advisory and shall not execute the authority of the Board in the management of the Corporation.

4.3.4 The Board President is an ex officio member of all committees.

4.3.5 Dissolution

The Board may dissolve any committee at any time.

## **ARTICLE 5. CLUB MEMBERSHIP**

### 5.1 Membership Status

5.1.1 The Corporation shall have no members as defined in Section 24.03A.010(45) of the Washington Nonprofit Corporation Act.

5.1.2 The Corporation may maintain a class of non-voting “Community Members” for purposes of participation in programs, receiving organizational communications, and supporting the mission of the Corporation. Membership in the Corporation does not confer any governance rights.

Community Members shall not vote on the election or removal of Directors, amendments to the Articles of Incorporation or Bylaws, or any other matter reserved to the Board of Directors.

Community Members shall have no authority to act on behalf of, bind, or participate in the governance of the Corporation. Governance authority is vested exclusively in the Board of Directors.

### 5.2 Rights and Privileges

5.2.1 Community Members may receive such benefits, notices, communications, and opportunities for participation as determined by the Board of Directors. These benefits may include participation in organizational programs or activities, access to newsletters or program updates.

#### 5.2.2 Advisory Participation

Community Members may provide input, recommendations, and advisory opinions regarding the programs, policies, strategic direction, and operations of the Corporation. The Board of Directors shall provide reasonable opportunities for Members to express such views, which may include annual surveys, listening sessions, or participation in the Annual Meeting in a non-voting capacity, at its sole discretion.

Advisory input from Community Members is non-binding and shall not confer or imply any governance authority. All governance decisions remain exclusively vested in the Board of Directors.

### 5.3 Community Membership Criteria and Policies

The Board of Directors may establish, amend, or eliminate Community Membership categories, qualifications, rights, and privileges.

### 5.4 Termination of Community Membership

The Board or its designee may suspend or terminate a Community Member for violation of organizational policies or for conduct contrary to the mission or best interests of the Corporation.

## **ARTICLE 6. ADMINISTRATIVE PROVISIONS**

### **6.1 Place of Business**

The principal office of CPSC shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors may designate. The corporation may have such other offices either within or without the States of Washington and Oregon, as the Board may designate or as the business of the corporation may require from time to time.

### **6.2 Books and Records**

The corporation shall maintain accurate and complete books and records of account, minutes of the proceedings of its Board and committees, and a record of the names and contact information of its Directors and officers. These records shall be kept at the corporation's principal office or in secure electronic form accessible to the Directors and officers.

### **6.3 Audits**

The Board shall commission an independent audit of CPSC's financial records at least once every three years, or as required by state or federal law.

### **6.4 Fiscal Year**

The fiscal year shall begin at 12:00 a.m. on June 1 and end at 11:59 p.m. on May 31.

### **6.5 Rules of Procedure**

The rules of procedure at meetings of the Board and committees shall be generally guided by Robert's Rules of Order, Newly Revised, insofar as they are applicable and not inconsistent with these Bylaws or any special rules adopted by the Board.

### **6.6 Directors and Officers Liability Insurance**

CPSC shall provide Directors and Officers Liability Insurance covering Directors, officers, and committee chairs, for performing acts and responsibilities directly related to CPSC. CPSC may purchase and maintain additional liability insurance for employees or agents serving at the request of the Board of Directors.

## **ARTICLE 7. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds (2/3) of the number of Directors then in office. Any proposed changes to the Bylaws shall be published to the Community Members at least 30 days prior to such a vote for comment.

The foregoing Bylaws were adopted by the Board of Directors at a meeting held on January 28, 2026, at which a quorum was present.