

Bylaws of the Greater Seattle Soccer League

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ARTICLE 1-AUTHORITY

Section 1-Constitution: The authority for the establishment of the Bylaws of the GSSL is vested in the articles of the Constitution of that organization. The express purpose of these Bylaws is to provide procedural standardization throughout the GSSL and to provide effective and efficient management. They shall derive their legal force from the Articles of the GSSL Constitution and amendments thereto.

Section 2-Definitions: As used herein, the following terms have the following definitions:

- (a) "Voting Member ": A voting member of the GSSL shall be
 - i. any Applicant for membership whose application is not denied by the GSSL Board, and who remains current in the payment of all fees required to be paid by the GSSL, who has not been suspended either temporarily or permanently from GSSL membership, and who fulfills the requirements under Article 3, Section 1;
 - ii. Officers of the Board as elected under Article 5;
 - iii. Life members as elected under Article 3.
 - iv. This shall also refer to any person who is the holder of a written proxy signed and dated by a Team Manager or Lead Organizer and specifying the purposes for which the proxy is to be exercised.
- (b) "Applicant": An applicant may be either a Team Manager who intends to field a team for participation in games conducted under the auspices of the GSSL, or the Lead Organizer of an affiliation of teams which conducts games under its own auspices, but that wishes to avail itself and its members of the benefits incident to membership in the GSSL.
- (c) "Team Manager" or "Lead Organizer": This shall refer to the person whose name and signature appears on the application for play in the current GSSL session, or most recent application for entry submitted by an Applicant who wishes to become a GSSL member.
- (d) "Member Team": a member team shall be any team organized by a Team Manager which has been accepted for play in the current GSSL season.
- (e) "Affiliated Member": This shall refer to any person occupying the position of player, sponsor, coach, manager, etc., associated with a Member Team of the GSSL; or any such person or team associated with an affiliation of teams which affiliation is a member of the GSSL.
- (f) "Season": A season shall consist of four sessions, the first session being played during the fall, the second session being played during the winter, the third during the spring, and the fourth during the summer of the year. The term "season" may or may not include playoffs as the situation shall dictate.

- (g) “Current Session”: the current session is the league session where games are currently being played, or if between sessions then the most recently completed session. The current session starts on the date of the first game for that session and runs until the start of the next session.

ARTICLE 2-REGISTERED OFFICE AND AGENT

Section 1-Incorporation: The GSSL shall be registered under the Incorporated Societies Act with the Secretary of State for Washington State.

Section 2-Registered Office: The registered office of the corporation is currently located at:

Greater Seattle Soccer League
9750 Greenwood Avenue North
Seattle, Washington 98103.

The registered office may be changed from time to time by Board action, in accordance with these Bylaws.

Section 3-Registered Agent: The registered agent of the corporation shall be the President of the GSSL, unless the Board appoints another person.

Section 4-Notice to Members: Contemporaneously with a change in the registered office or registered agent of the corporation, the Board shall give written notice to each Voting Member of the GSSL of such change.

Section 5-Maintenance of Office Hours: The Board shall establish regular office hours for the GSSL office. During regular office hours the office shall be staffed by either an employee of the league or a volunteer. Notice of the office hours shall be given to each Voting Member of the GSSL at such time as the Board may effect a change in the regular office hours for the GSSL office.

ARTICLE 3-MEMBERSHIP

Section 1-Voting Members: The voting membership of the GSSL shall comprise:

- (a) Team Managers whose teams have been accepted in the Current Session as affiliated with the GSSL for regular seasonal play and have remained in good standing since that affiliation as hereinafter provided.
- (b) Such of the Board Directors selected under Article 5 as shall not already be members by virtue of the provisions of this Bylaw.
- (c) Life members elected as hereinafter provided.

(d) Lead Organizers of an affiliation of teams which has been accepted as a member of the GSSL and has remained in good standing since that acceptance as hereinafter provided.

Section 2-Qualifications: To qualify for full membership, an Applicant must agree to be bound by the Constitution, Bylaws and Operating Procedures of the GSSL, and be an organization, sub-association, club or team open to all members of the public without regard to race, color, religion, national origin or sex.

Section 3-Admission: Application for membership shall be submitted in writing to the GSSL.

Section 4-Acceptance: An application shall be deemed to have been accepted unless, within 60 days from the date of receipt of the application by the Executive Director, the application is rejected.

Section 5-Rejection of Application: When an application is rejected, the Executive Director shall inform the applicant of the rejection in writing postmarked within 14 days of the date of the decision to reject the application. In the event of rejection, except as otherwise herein provided, the GSSL shall refund to the rejected applicant any fees paid with the application for entry.

Section 6-Affiliation Fee: If it is determined by the Board that it is equitable to charge a fee for the affiliation of members, then such fee shall be collected at the time of the application for entry. Notice of such action by the Board shall be given to all Voting Members of the GSSL and to all applicants for membership in the GSSL.

Section 7-Life Membership: The GSSL may by resolution passed at a Board meeting by a majority of two thirds (2/3) of the sitting board Directors, elect as a life member any person who has been approved as worthy of that honor on account of some special service or services rendered to the GSSL, provided that notice of the proposal to elect such persons shall be contained in the notice of the meeting. Nominations in writing must be proposed and seconded by two officers of the Board and must be sent to the Secretary at least 30 days before the meeting at which the nomination shall be considered. A Life Member shall be awarded a lifetime player membership card.

Section 8-Affiliated Members: Individual players, coaches, managers and administrators are non-voting members of the GSSL by virtue of their affiliation with a Member Team and are entitled to speak at special meetings of the members. Such an individual becomes a member under this section when he/she appears on the accepted application or roster of a properly affiliated team. The duration of such membership is coincident with the membership of the team.

ARTICLE 4-CONDUCT OF MEMBERS

Section 1-Members: Unless specifically qualified herein to the contrary, the term "member" shall be taken to mean both Voting Members and non-voting Affiliated Members.

Section 2-General: The members of the GSSL are expected to conduct themselves, in general, in accordance with the spirit of amateur sports. In particular, each member is expected to obey the rules and procedures established by the GSSL Board and/or the membership, including, but not limited to, the following:

- (a) **FIFA Rules:** Each member is expected to obey the rules of the Federation Internationale de Football Association ("FIFA" herein), and as they are supplemented from time to time by the GSSL Board or the membership.
- (b) **Orders of the GSSL Board:** Each member is expected to obey the orders and directions issued by the GSSL Board and/or the membership.
- (c) **Miscellaneous:** Each member of the league shall have, in addition to any other duties established by the GSSL Board and/or the membership, the following duties and obligations:
 - i. **Attendance at Meetings of Members:** Each Member Team shall strive to have a Voting Member in attendance at each meeting of members of the GSSL.
 - ii. **Attendance at GSSL Board Meetings:** Each member is expected to attend such meetings of the GSSL Board or Board Committee as said member may be directed to attend by the GSSL Board or Board Committee.
 - iii. **Actions of Persons Affiliated with Member Teams:** The Team Manager of each Member Team shall foster and encourage compliance with the rules and procedures established by the GSSL Board by the Affiliated Members of their team and shall report any known violations of such rules and procedures by Affiliated Members of their teams to the GSSL Board for appropriate action.

Section 3-Failure to Comply: The failure of a member of the GSSL to comply with any of the duties or responsibilities of a member of the GSSL, as outlined herein or as may be otherwise established by the GSSL Board or the membership of the GSSL, may be cause for the suspension of the rights of said member, either on a temporary or a permanent basis. The suspension of a member shall require the affirmative vote of a majority of the then sitting members of the GSSL Board. A permanent suspension may be appealed by the member to the Board at the next regular meeting of the Board, provided, that a written request for such hearing is delivered to the GSSL office within (10) calendar days following the date of mailing of the written notice of suspension. All suspensions shall be verified by written notice within seven (7) calendar days following the decision by the GSSL Board. Said notice of suspension shall include a statement of the effective date of the suspension, the duration of the suspension, the reasons cited in the Board's decision for the suspension of the member, and if permanent, the process for an appeal.

ARTICLE 5-MANAGEMENT

Section 1-Business of the League: The business of the league shall be conducted with the oversight and approval of the Board of Directors as defined in this Article.

Section 2-Duties of the Members of the Board of Directors:

- (a) The Board of Directors shall conduct the League's business at all times with the welfare of the GSSL and its teams and members uppermost in its priorities.
- (b) Members of the Board (also referred to as Directors) are expected to be active participants in the formulation and enhancement of League policy.
- (c) Directors shall not use their position on the Board for personal gain or aggrandizement at the expense of the overall welfare of the League.
- (d) Directors have a fiduciary responsibility to the GSSL and its members.
- (e) No Director may delegate his or her responsibilities to another person.
- (f) Each Director shall faithfully carry out the business of the GSSL in accordance with these bylaws and the laws of the State of Washington.
- (g) Directors may not be employed by the League except by specific affirmative authority of the Board, and such employment may not include the position of President as delineated in Section 7 of this Article.
- (h) Directors will always vote to select the best available vendor for any contract without special consideration for to any relationships that vendor may have with the GSSL league, staff, or any of its members.
- (i) Directors will not utilize the services of the league General Counsel, or any other attorney actively working on any legal action on behalf of the League, for any personal legal advice.
- (j) Directors have no administrative authority over the staff or operations of the League except as specifically delineated in this Article.

Section 3-Composition and Election of the Board of Directors: The Board of Directors shall consist of twelve (12) elected Directors and up to three (3) At Large Directors as described in Section 5 of this Article.

If there are more than 12 elected Directors at the time these bylaws are approved, all elected Directors will serve out the remainder of their terms and as long as the number of elected Directors remains above 12, no replacement Director shall be elected in cases where an elected Director resigns or is otherwise not available to complete his or her term.

- (a) Of the elected Directors, one-third shall be elected each year, and for a term of three years, according to the following:
 - i. Nominations committee. The Board shall form a nominations committee consisting of all Board Directors that are Board Officers, except Board Directors running for re-election cannot serve on the committee. The most senior committee member (Chair or Vice Chair) will be the acting committee chairperson unless the committee chooses to elect a different committee

member as chairperson. The committee will be responsible for specifying desired skills or experience to add to the board, setting the nomination period, receiving nomination material, reviewing the qualifications of all nominees, approving or rejecting the nominees, and distributing the nomination material to voting members.

- ii. Nomination period. The committee shall set the dates for a nomination period of at least 2 weeks and ending at least two weeks prior to ballots being distributed to members. The committee shall direct the Secretary to announce the dates of the nomination period to all Voting Members at least one week prior to the start of the period.
- iii. Nominations. Candidates for a position on the Board may be nominated by any Voting Member of the GSSL as defined under Article 3 of these bylaws. Nomination material shall be sent to the GSSL office to the attention of the Secretary of the GSSL Board. The Secretary shall promptly forward the material to the members of the nominations committee. The material shall be forwarded by electronic means.
- iv. Qualifications. Incumbent nominees and new nominees must agree to the nomination, and prior to the close of the nomination period must deliver to the Secretary a statement of qualifications addressing their interest and experience in two or more of the areas of expertise defined by the Board Chairs established in Section 4 of this Article.
- v. Review of Nominations. The committee may reject any nominee it feels cannot substantially contribute to at least one of these general areas of endeavor. The review and acceptance or rejection of submitted nominations may be done via physical meetings, teleconferences, or email. Within one week of the end of the nomination period the committee shall identify a minimum of 5 and a maximum of seven (7) candidates to be placed on the election ballot based on the potential contributions each nominee can offer to the board. The committee shall strive to select nominees that represent a diverse variety of backgrounds and leads to a board that is representative of our entire membership.
- vi. Distribution of Nomination Material to the Voting Members. The committee shall, with the assistance of the Secretary, make the nomination material for each accepted nomination available to all voting members. The nomination material shall include the nominee's name, an optional testimonial from the person making the nomination, and the nominee's statement of qualifications. The material may be made available electronically, for example through email or on the GSSL web site. This material shall be made available to the voting members either prior to or with the distribution of the ballots.

- vii. Method of Election. Board Director elections shall be held by mail, in-person, by electronic means or other suitable process during the month of September as specified in Article 8 of the GSSL Constitution. The method of election shall be determined by the Board from time to time as appropriate. Individuals classified as Voting Members under Article 3 of these bylaws shall be eligible to vote. Proxy voting shall not be permitted, and ballots must be accompanied by a verifiable signature of the Voting Member casting the ballot. There is no quorum requirement for Board Director elections.
 - viii. Voting. Each Voting Member may vote for as many as four (4) different candidates on the ballot. The Secretary and the chairperson of the nomination committee shall count the votes. The four (4) candidates who receive the greatest number of votes shall be elected to the board. If there is a tie vote for the fourth (4th) greatest number of votes, the result shall be decided by a coin toss conducted by the candidates and observed by the Secretary and chairperson of the nominations committee.
- (b) Board Director terms. The term of office for an elected Board Director begins on January 1 of the year following their election and expires on December 31 of the third year following their election. Elected board Directors who have yet to assume their term of office are considered ex-officio members of the Board without voting rights during the time between their election and their taking of office.
- (c) Replacement of Board Director. In the event of a Board Director resigning or otherwise not being available to complete his or her term, the Board shall form a nominations committee as defined in subsection (a) above. The chairperson of the nominations committee shall direct the Secretary to request from the Board nominations for a replacement Director.
- i. Review of Nominations for Replacement Board Director. Nominees must present to a nomination committee a statement of qualifications addressing their experience and areas of expertise. Prior to the next regularly scheduled Board meeting the nominations committee will review nominees, select two candidates for recommendation to the Board, and direct the Secretary to distribute the selected candidate's statement of qualifications to the Board.
 - ii. Election of Replacement Board Directors. The candidates recommended by the nomination committee shall be invited to attend the next board meeting. Each Board Director will have the opportunity to ask questions from each candidate at the beginning of the meeting. The nominees will then be excused, and the board will by secret ballot vote to elect one of the candidates to fill the vacant role. The Secretary and the chairperson of the nomination committee shall count the votes. If the result ends in a tie, then the vote will be retaken until the tie is broken. The elected replacement's term of office begins immediately and continues until the end of the remaining term of the Board Director he or she is replacing.

Section 4-Officers of the Board of Directors: The Board of Directors shall select the following to serve as Officers of the Board using the qualifications and procedures as described in Section 5 of this Article.

- (a) Chair of the Board. The Chair of the Board shall preside over meetings of the Board of Directors.
 - i. The Chair shall assign all board initiatives and projects to the appropriate committee or form an ad hoc committee when required.
 - ii. The Chair shall select, with the approval of the Board, someone to fill the position of President.
 - iii. The President shall report to the Chair.
 - iv. The Chair shall assume the duties of the President when the position of President is not filled or when the President is incapacitated or unavailable.
 - v. The Chair is the point of appeal for staff grievances with respect to actions of the President.
 - vi. The Chair will have financial and contractual signature authority for league business subject to prior approval by a vote of the Board and subject to any further restrictions imposed in the Operations Policies and Procedures manual or elsewhere in these bylaws. The Chair will not have signature authority for any league business where a conflict of interest could exist.
- (b) Vice Chair of the Board. The Vice Chair of the Board shall assume the duties of the Chair of the Board in the absence or incapacity of the Chair.
 - i. The Vice Chair shall be responsible for interpreting the bylaws between board meetings, subject to confirmation by the Board at the next board meeting.
 - ii. The Vice Chair shall assume the duties of the Corporate Secretary in the absence or incapacity of the Secretary.
 - iii. The Vice Chair does not have authority to obligate the League financially or contractually except in cases where neither the President nor the Chair can exercise his or her signature authority due to a conflict of interest or where the Chair has assigned in writing his or her signature authority to the Vice Chair; the Vice Chair's signature authority is bound by all the limitations normally applied to the Chair's signature authority.
- (c) Finance Chair. The Finance Chair serves as the League's legally designated Corporate Treasurer.
 - i. The Finance Chair has responsibility to periodically review and monitor League financial performance and status.
 - ii. The Finance Chair has independent authority to conduct an internal review or to authorize an independent professional review or audit of the League's

financial activities as deemed appropriate or as requested by majority vote of the Board.

- iii. The Finance Chair is responsible for developing and/or specifying the financial reporting package (verbal or written) for submittal at formal board meetings.
- iv. The Finance Chair has authority to approve the retention of an independent public accountant or accounting firm to provide guidance pertaining to legal and administrative requirements of local, state and federal taxing authorities.
- v. The Finance Chair does not have authority to obligate the League financially or contractually.
- vi. The Finance Chair shall serve as the Chairperson of the standing Finance Committee and any ad hoc finance committee and has authority to designate his/her duties and responsibilities to one or more committee members when appropriate or necessary.
- vii. The Finance Chair will have final approval authority for any unusual and/or material non-cash or cash-based accounting adjustments to the financial records and reports.
- viii. The Finance Chair reviews the annual budget submitted by the Operations Committee and submits a report to the Board.
- ix. The Finance Chair will present a financial report to the Board at each formal Board meeting.

(d) Competition Chair. The Competition Chair assists the President as requested in all aspects of game competition.

- i. The Competition Chair advises the President as requested on division alignment questions.
- ii. The Competition Chair advises the President as requested in team or player discipline actions. The President may ask the Competition Chair to investigate disciplinary situations or participate in disciplinary hearings.
- iii. The Competition Chair will be the point of appeal for teams or players who have complaints about referees when that complaint has not been satisfied after a discussion with the President.
- iv. The Competition Chair will be the point of appeal for referees who feel unfairly treated by the GSSL, GSSL staff, or GSSL members when that complaint has not been satisfied after a discussion with the President.
- v. The Competition Chair does not have authority to obligate the League financially or contractually.

- vi. The Competition Chair shall chair the Competition Committee.
- (e) Operations Chair. The Operations Chair assists the President as requested in overseeing the administrative functions of the League.
- i. The Operations Chair assists the President as requested in overseeing the administrative operations and facilities of the League, including physical office facilities, IT systems and operations, and other operational requirements needed for the efficient administration of the League competition.
 - ii. The Operations Chair reviews contracts of a material nature submitted by the President and submits a report to the board. The President will bring major recommendations to the Operations Chair as required for the League's effective operation.
 - iii. The Operations Chair assists the President as requested in developing and maintaining the GSSL Policies and Procedures Manual as described in Article 10.
 - iv. The Operations Chair does not have authority to obligate the League financially or contractually.
 - v. The Operations Chair shall chair the Operations Committee.
- (f) Marketing Chair. The Marketing Chair assists the President as requested in getting the message of the GSSL out to the soccer community, promoting public awareness about the GSSL to the general population through media and the GSSL's in-house marketing channels, and promoting relationships with other soccer organizations or sponsors.
- i. The Marketing Chair assists the President as requested to create an active awareness campaign that utilizes varied free resources as well as partnerships, affiliation, events; and commercial media.
 - ii. The Marketing Chair assists the President as requested to strategically guide the GSSL staff in generating ongoing web and social media content about the GSSL.
 - iii. The Marketing Chair does not have authority to obligate the League financially or contractually.
 - iv. The Marketing Chair shall chair the Marketing Committee.
- (g) Development Chair. The Development Chair assists the President as requested in policy development efforts to increase the number of teams and players participating in the GSSL.
- i. The Development Chair assists the President as requested to develop new programs or offerings with a special emphasis on attracting younger players.

- ii. The Development Chair assists the President as requested to develop new programs to attract player and team populations the league doesn't currently serve.
- iii. The Development Chair does not have authority to obligate the League financially or contractually.
- iv. The Development Chair shall chair the Development Committee.

Section 5-Election of Officers of the Board: The Board of Directors, at the last formal Board meeting of the year, shall elect the Officers of the Board according to the following procedure:

- (a) Nominations. Nominations shall be made following the process in the Board Voting Policy section of the GSSL Policies and Procedures manual. Only elected Board members may be nominated.
- (b) Voting. An individual nominated for an Officer position shall not be allowed to vote for that position. Voting shall follow the process in the Board Voting Policy section of the GSSL Policies and Procedures manual. Proxy voting is not allowed but absentee voting is allowed following the process in the Board Voting Policy section of the GSSL Policies and Procedures manual.
- (c) Only one position. No individual, with the exception of the Vice Chair, may serve in more than one Board Officer position at the same time.
- (d) Minimum Board service: No individual may serve as a Board Officer until he or she has been a member of the Board for a minimum of eight months, with the exception of individuals appointed to a Board Officer position pursuant to subsection (f) below. No individual may serve as Board Chair or Board Vice Chair until he or she has been a member of the Board for at least 20 months.
- (e) Term of office. Elected Board Officers shall serve a term of two years from the date of election, or until the end of their terms as a Board Director, whichever is shorter. Except as noted below, there is no limit to the number of terms that a given individual can hold the same office. The respective Board Officers shall be elected as follows:
 - i. The Board Chair, Finance Chair, and Competition Chair shall be elected in even numbered years. The Board Chair is restricted to two consecutive terms of office.
 - ii. The Board Vice Chair, Development Chair, Operations Chair, and Marketing Chair shall be elected in odd numbered years.
- (f) No qualified candidate. In the event the Board determines there is no qualified candidate for a Board officer position, the Board Chair may, with the approval of the Board, appoint an Interim Chair. Once approved, the Interim Chair becomes an At

Large Board member with full voting rights. The Interim Chair will remain on the Board for the full two-year officer term unless removed by the Board.

- (g) Replacement of Board Officers. In the event of a Board Officer resigning or otherwise not being available to complete his or her term, the Board Chair shall select a replacement from the Board membership to serve in the vacant position until the next regular Board meeting, where a replacement shall be selected according to these procedures. The replacement shall serve the remainder of the term of the Board Officer he or she is replacing.
- (h) Removal of Board Officers. A Board Officer can be removed at any time by Board action. Removal of an Interim Chair requires the approval of a majority of sitting elected Board Directors. Removal of other Board Officers shall require the approval of two thirds of sitting elected Board Directors.

Section 6-Committees: The Board of Directors will have both Standing and Ad Hoc committees as indicated in Section 4. The Chair of each Committee is responsible for the selection of members for that Committee. Committees meet at the request of their respective chairs, as required for the execution of their duties. The President's duties shall include reasonable staff support for the Committees, subject to approval by the Board. The Standing Committees are Competition, Operations, Development, Marketing, and Finance. All others are Ad Hoc.

- (a) Recommendation acts as motion. Any recommendation made to the Board by a Committee shall be regarded as a motion before the Board.
- (b) Minimum Size. Each Committee must have a minimum of 3 Board Directors including the Chair.
- (c) The President is an ex-officio member of all Standing Committees without voting rights.
- (d) Competition Committee
 - i. The Competition Committee advises the President as requested to determine the alignment of teams in each playing Session.
 - ii. The Competition Committee advises the President as requested on discipline issues, and if asked will investigate discipline issues and participate in discipline hearings.
 - iii. The Competition Committee reviews changes in the playing rules submitted by the President to enhance the fairness, safety, and enjoyment of League members, makes any necessary changes, and presents them to the Board for approval.
 - iv. The Competition Committee shall conduct hearings and impose any necessary penalties in cases where a grievance is filed against a referee. If the grievance

is against a referee who is also a member of the Competition Committee, that member shall be recused from the panel conducting the hearing. The grievance hearing shall be conducted in accordance with the rules set forth in the Operations Policies and Procedures Manual.

- v. The Competition Committee reviews the tournament plan submitted by the President for the coming budget year, makes any necessary changes, and presents it to the Board for approval.

(e) Operations Committee

- i. The Operations Committee, along with the Finance Chair, reviews the annual budget submitted by the President, makes any necessary changes, and presents it to the Board for approval.
- ii. The Operations Committee works with the President to review and recommend staff hiring and discipline but is not responsible for conducting annual performance reviews.
- iii. The Operations Committee advises the President on changes to the league's hardware and software packages.

(f) Development Committee

- i. The Development Committee reviews initiatives submitted by the President to make teams and team managers more successful, focusing on team formation, manager development, and player development, makes any necessary changes, and presents them to the Board for approval.
- ii. The Development Committee works with the President to develop an annual survey of team managers to measure their overall satisfaction with GSSL programs, and providing managers an opportunity to provide input on issues of interest that would make the GSSL program better for them.
- iii. The Development Committee reviews any new programs or offerings submitted by the President to attract younger players, makes any necessary changes, and presents them to the Board for approval.
- iv. The Development Committee reviews any new programs or offerings submitted by the President to attract player and team populations the league doesn't currently serve, makes any necessary changes, and presents them to the Board for approval.

(g) Marketing Committee

- i. The Marketing Committee advises the President as requested in developing themes and ideas to communicate to the league and soccer community.

- ii. The Marketing Committee reviews any sponsorship programs submitted by the President to meet league growth or player needs, makes any necessary changes, and submits them to the Board for approval.
 - iii. The Marketing Committee reviews any partnership plans with other soccer entities submitted by the President to meet league growth or player needs, makes any necessary changes, and presents them to the Board for approval.
- (h) Finance Committee.
- i. The Finance Committee may assist in any periodic review of League financial performance and status.
 - ii. The Finance Committee may assist in any internal review or audit of the League's financial activities.
 - iii. The Finance Committee may assist in specifying the financial reporting package used to report the league's financial position to the board.
 - iv. The Finance Committee reviews the annual budget submitted by the Operations Committee.

Section 7-Corporate Officers: The Officers of the Corporation shall be as follows.

- (a) President. The Board of Directors shall hire, under suitable contract terms, a President of the GSSL.
 - i. The President is responsible for day-to-day administrative operations of the League, including:
 - a. League representation to the public and League members,
 - b. supervision of office facilities and staff, including annual performance reviews,
 - c. collection and disbursement of funds including the authority to sign checks subject to any restrictions imposed in the Operations Policy and Procedures manual or elsewhere in these bylaws,
 - d. timely and accurate posting of all financial events into the league accounting system,
 - e. payroll processing and reporting,
 - f. making all required deposits to cover government, payroll, and business tax liabilities on a timely basis,
 - g. registration of teams and players,
 - h. acquisition of playing facilities,

- i. acquisition and assignment of referees and other officials for matches,
 - j. team alignment in playing divisions and scheduling of league matches (may consult with the Competition Committee as needed),
 - k. player and manager discipline rulings (may involve the Competition Committee as needed),
 - l. other such duties as may be directed by the Board.
- ii. The President will have financial and contractual signature authority for league business subject to prior approval by a vote of the Board and subject to any further restrictions imposed in the Operations Policies and Procedures manual or elsewhere in these bylaws. The President will not have signature authority for any league business where a conflict of interest could exist.
 - iii. The President shall report to the Chair of the Board but serves at the pleasure of the Board.
 - iv. The President serves as corporate President and Secretary and must attend all Board meetings unless excused by the Board.
 - v. The President is responsible for developing and implementing league initiatives including, but not limited to, these areas:
 - a. working with the Competition Committee on changes to our playing rules and annual tournament plans.
 - b. Working with the Development Committee on ways to make our teams more successful and programs to attract new players and serve new populations.
 - c. Working with the Marketing Committee on sponsorship and partnership programs.
 - vi. The President, with the assistance of the Finance Chair, will create an annual budget to submit to the Operations Committee for final review before presentation to the Board.
 - vii. The President is the point of appeal for staff grievances with respect to actions of other staff or members of the League.
 - viii. The President shall prepare periodic financial reports under the direction of the Finance Chair.
 - ix. The President is an ex-officio member of all standing committees without voting rights.
 - x. The President must see to it that the Board and the Committees have the required staff support for the effective execution of their responsibilities.

- xi. The President may not be a member of the Board of Directors.
- (b) Treasurer. The Finance Chair as defined in Section 4 of the Article shall serve as the Corporate Treasurer.
 - i. The Treasurer shall approve any corporate financial reports required by the State before the report is submitted by the Corporate Secretary.
- (c) Secretary. Unless otherwise determined by the Board, the President shall serve as Corporate Secretary. The Secretary is responsible for corporate records management and ensuring Board Directors have the information necessary to fulfill their duties.
 - i. The Secretary will submit each year all required corporate documents to the State,
 - ii. The Secretary will file all corporate licenses or other material sent by the State to the corporation.
 - iii. The Secretary will distribute notice of Board meetings and related meeting material to all Board Directors prior to each Board meeting.
 - iv. The Secretary will record and prepare the draft copy of the minutes of all Board meetings. Upon approval of those minutes, the Secretary will maintain the approved minutes in a secure location.

Section 8-Director Emeritus: The GSSL Board of Directors may by resolution elect as a Director Emeritus any former board member who has been approved as worthy of that recognition on account of extraordinary service rendered to the GSSL.

- (a) Nominations in writing must be proposed and seconded by two officers of the Board and must be sent to the Secretary at least two (2) weeks before the meeting at which the nomination shall be considered. Notice of the proposal to elect such persons must be contained in the meeting agenda.
- (b) The nominating resolution must be passed by a majority of two thirds (2/3) of the sitting board Directors.
- (c) The Director Emeritus position is a lifetime position, though a Director Emeritus may resign the position at any time.
- (d) A Director Emeritus shall be invited to attend all GSSL board meetings as a non-voting participant, though attendance is voluntary and at the convenience of the Director Emeritus.
- (e) A Director Emeritus is expected to follow the Board Code of Conduct. Alleged violations shall be dealt with as defined in Section 9 (h) of this Article.

Section 9-Board of Directors Code of Conduct

- (a) General:

- i. In addition to the duties specifically enumerated in Section 6 of this Bylaw, each Director shall inform himself or herself of all matters affecting the operation of the Corporation and the GSSL.
- ii. Each Director shall actively participate in all affairs of the Corporation. Each Director has a fiduciary responsibility to the GSSL and the members.
- iii. Each Director shall faithfully carry out the business of the Corporation in accordance with these Bylaws and the laws of the State of Washington.
- iv. Each Director shall conduct him or herself in a manner which respects the tradition and values represented by the GSSL throughout its history, and shall take no action or position either publicly or privately that would discredit or bring disrepute on the sport of soccer in general or the Greater Seattle Soccer League or its members, players, officials and employees in particular.
- v. The points below define actions and circumstances which are considered by the Board of the GSSL to be particularly important and to which specific attention by Members of the Board is warranted.

(b) Attendance to League Affairs:

- i. It is the fundamental duty of Directors to oversee the affairs of the league. That oversight is carried out through the mechanism of periodic Meetings of the Board, which are called according to a schedule set by the Chair with the concurrence of a majority of the Board.
- ii. Attendance at the regularly scheduled Board Meetings is mandatory for all Directors.
- iii. Proxy voting or the appointment of others to act on behalf of a Director is not permitted.
- iv. A Director may be excused from attendance at a meeting with the consent of the Chair.
- v. Except where noted elsewhere, Directors are obliged to express their views and cast votes on all matters which come before the Board. Abstention from voting without clear explanation is contrary to the duties of a Member of the Board with respect to its responsibility to govern the affairs of the GSSL.

(c) Financial Affairs and Personal Gain:

- i. Members of the Board may conduct normal business with the GSSL as any other appropriate party or individual. However, any relationship between a Director and the GSSL of business nature must be fully divulged to the Board in advance of the commencement of such a relationship, or when the Member is nominated for election or appointment to the Board.

- ii. A Director who maintains a business relationship with the GSSL shall abstain from voting on any motion that comes before the Board which exclusively pertains to aspects of such business relationship.
- iii. A Director may not use his/her position on the Board to secure or attempt to secure an unfairly favorable business relationship advantage or other personal financial gain with a third party without prior, express permission of the Board of Directors.
- iv. A Director may not use the facilities, information, data, or other property of the GSSL for non-related business purposes or other personal financial gain without prior, express permission of the Board of Directors.
- v. A Director must divulge any financial interest held by an immediate family member in any business or other financial transactions conducted by the GSSL. By “immediate family member” is meant spouse (past or present), son or daughter, sibling, sibling spouse or children, and parent.

(d) Relations with League Personnel:

- i. The league employs three classes of individuals to support its activities – the President, office staff, and contract referees, including referee instructors or assessors.
- ii. The primary point of contact of Members of the Board with the operations of the GSSL is with the President.
- iii. The Board of Directors, and except where specifically delineated elsewhere in the Bylaws, individual Directors, have no supervisory role with respect to the office staff or referees. This includes the hiring and dismissal of office staff or referees, and the setting of office staff wages and benefits (subject to the annual budget).
- iv. The Board has the responsibility to see to it that all applicable laws and regulations with respect to employee relations, workplace policies, and tax requirements are complied with. Specifically, a Director may not harass, threaten, or promise promotion or other changes in the conditions of employment of an employee of the GSSL.
- v. Only the President can provide direction to GSSL staff employees. Any direction given by a Director to a staff employee is to be treated as a suggestion unless it is authorized by the President or his or her designated alternate.
- vi. A Director may not interrogate an office staff employee about the business of the League or its operations without the consent of the Board and in an official capacity as a Director.

- vii. Personal communications between a Director and an employee are not privileged and must be fully revealed upon the request of the Board.
- viii. Personal relationships with an employee must be proactively divulged to the Board when they reach a point where this Code of Conduct could be violated by the continued relationship or the relationship could be considered unprofessional.
- ix. Many Directors play in the League or manage teams, and therefore routinely come in contact with contract referees of the League in the course of play. Directors must refrain from undue critical comment on the actions of a referee, subject to the conditions specified in “Conduct on the Field” below, since such critical comment could be construed to be employee harassment and bring legal action against the GSSL.

(e) League Property and Facilities:

- i. A Director may not use the facilities and/or property of the GSSL for purposes outside the scope of the GSSL without prior agreement of the Board of Directors.
- ii. A Director may not use the facilities and/or property of the GSSL for any purpose without the prior consent of the President of the GSSL.
- iii. A Director shall not destroy or, through action or inaction, prevent access to any facilities, information, data, or other property of the GSSL without prior, express permission of the Board of Directors. This would include the changing of any passwords or the physical removal of any equipment, files, or documents from the GSSL office. A Director shall not implement any electronic or software mechanism allowing that Director, or any other Director, to monitor or record any GSSL activity without prior, express permission of the Board of Directors.

(f) Relationship with Other Soccer Organizations and Entities:

- i. Soccer is a popular sport for both adult and youth participants in the greater Seattle area, and it is expected that individuals active in the sport, including GSSL Board Directors, may assume a variety of roles in various organizations and entities outside of the GSSL. For example, a number of Directors have, in the past, been coaches, managers or players on teams in other leagues, including other adult play, or have been employed by companies that provide equipment and accessories to soccer players and officials. Such relationships must be divulged to the GSSL Board if they contain any element of financial involvement by the Director, and the Director may not use information concerning the conduct of the League’s affairs, membership lists, managers lists, or other operational information in any fashion to further the financial

aspects of such external relationships, without prior, express agreement of the Board.

- ii. A Director may not be a member of the governing body of any organization or league that, in the view of the GSSL Board, actively competes or intends to actively compete with the GSSL for facilities, players, referees, or other resources, where “competition” is defined as “having or is likely to have a material impact on the financial affairs” of the GSSL. Such participation creates a *prima facie* conflict of interest.

(g) Conduct on the Field:

- i. While on the field of play of a GSSL match, either as a player, referee or other game official, or as a spectator, a Director will refrain from making comment about others participating in or attending the match that is intended as intimidation, is derogatory in any way, that brings the GSSL into disrepute, or is in general not in the spirit of the game or of good sportsmanship.
- ii. A Member of the Board may not use or attempt to use his position as a Director to influence or attempt to influence the play or outcome of a match in any way, EXCEPT AS FOLLOWS. A Member of the GSSL Board must have an overriding concern for the safe and fair conduct of a match sanctioned and organized by the GSSL. Therefore, a Member of Board has the authority to stop any match where, in his or her judgment and at his or her discretion, the safety of all participants and spectators, or basic principles of sportsmanship and fair play, cannot be assured. Such circumstance include, but are not limited to:
 - 1. participation in the match of individuals who are not members in good standing of the GSSL,
 - 2. potential danger presented by violent or excessively unruly spectators,
 - 3. imminent or actual property damage,
 - 4. player health (i.e. concussions or other injuries),
 - 5. fighting and violent behavior of players beyond the control of the referee,
 - 6. conditions of public safety such as natural disasters or weather.

Such termination can be executed by entrance onto the field (if not already on the field), approaching the referee, the presentation of identification, giving notice to the referee and captains of the teams (if possible), and escort of the referee from the field of play. Player membership cards can be kept or returned to the players, at the discretion of the Director.

(h) Sanctions for Violation of this Code of Conduct:

- i. Alleged violations of this Code of Conduct shall be brought to the attention of the full Board, either at a regular Board meeting or at a special meeting specifically called for that purpose, by the Chair. The Vice Chair may call a special meeting if the alleged violations involve the Chair.
- ii. The Board will meet in Executive Session to discuss the alleged violation within 30 days of the date the initial complaint was submitted to the Board. Evidence of the action that is considered in violation shall be presented to the Board at that meeting.
- iii. The individual Director who is accused of Conduct violations and the individual filing the complaint shall be given a full opportunity to present evidence and bring witnesses to describe or defend/explain the actions for which the violation is asserted, although third party witnesses will not be allowed to attend the meeting beyond what is necessary for their testimony.
- iv. If, in the opinion of two thirds of the currently sitting Members of the Board, excluding the accused, a determination is made that a violation has occurred, then the Board, by majority vote of those in attendance, may impose such penalty as it deems appropriate given the facts of the case at hand. Such penalty can range from verbal rebuke and sanction up to and including suspension or expulsion from the Board, the imposition of financial penalties (subject to the limitations in statute) and/or suspension or expulsion from the league.

Section 10-Conflict of Interest: No Board Director shall vote in any matter in which said Director has an actual or perceived conflict of interest, including, by way of example and not by way of limitation:

- (a) Financial interest: Matters in which the Director has a financial interest, either directly or indirectly:
- (b) Related Member: Matters affecting a member of the GSSL with which a Director is affiliated either as a player, coach, sponsor, etc.

ARTICLE 6-MEETINGS

Section 1-Members: Unless specifically qualified herein to the contrary, the term "member" in Article 6 shall be taken to mean "voting member".

Section 2-Special General Meetings of Members: Special General Meetings of the members of the GSSL may be held at the call of any two Board Directors, or 20% or more of the Voting Members of the GSSL.

- (a) Notice: Thirty (30) days notice must be given to Voting Members of any such Special General Meeting.
- (b) Control of Notice: The notice shall contain a short plain statement of the purpose for which the meeting is being called and the names of the members of the GSSL Board or GSSL membership at whose behest the meeting is being called.
- (c) Special General Meeting Business: Only the business set out in the requisition calling a special General Meeting shall be dealt with at the meeting.

Section 3-Conduct of Meetings of Members: All meetings shall be conducted in accordance with "Robert's Rules of Order," current edition.

Section 4-Action without Meetings: The membership of the GSSL may take action without a meeting provided a statement specifying with particularity the action proposed is signed by a majority of Voting Members. The statement must clearly indicate signing and returning the statement is considered approval of the proposed action.

Section 5-Quorum at Meetings of Members: A quorum at any special meetings of the members shall consist of 50% of the members of the GSSL.

Section 6 -Voting at Meetings of Members:

- (a) General: Each member of the GSSL shall have one vote in all matters put before the membership for a vote, and one vote in the election of each Board position.
- (b) Proxies: A member may vote by proxy, provided said proxy is in writing designating the person appointed as proxy holder by the member, identifying the member appointing the proxy holder, signed and dated by the member, which date shall be after the date of mailing of notice of the meeting.

Section 7 -Meetings of the GSSL Board:

- (a) Regular Meeting of the GSSL Board: There shall be regular meetings of the GSSL Board at the Registered Office of the GSSL (or other location agreed to by the GSSL Board) from time to time as required by these Bylaws or as determined by the Board.
- (b) Special meetings of the GSSL Board may be held if a meeting notice is sent to all Board Directors at least one week prior to the meeting and at least 2/3 of the sitting members agree to the meeting date and time.
- (c) Board Action without Meeting: Any action which may be taken by the GSSL Board at a GSSL Board meeting may be taken without a meeting provided motion for the action is approved by a majority of the sitting Board. The Board shall follow the voting process in the Board Voting Policy section of the GSSL Policies and Procedures manual.

- (d) Quorum of the GSSL Board: The quorum of the Board for the purpose of conducting business at a meeting shall be 51% of the elected Directors sitting on the Board at the time of the meeting.
- (e) Voting at the GSSL Board: Each Director shall be entitled to one vote. The Chair shall cast a vote only in the case of a tie.
- (f) Attendance at a Board Meeting: The GSSL is empowered to compel the attendance of any Voting Member or any individual who is affiliated with any Member Team (e.g. player, manager) at a Board meeting for cause. Failure to appear when summoned may subject the member or individual to sanctions, including but not limited to fines, suspensions, or both.

ARTICLE 7-FISCAL OPERATIONS

Section 1-Fiscal Year: The fiscal year of the GSSL shall be from January 1 to December 31.

Section 2-Budget: The budget year shall be set by the Finance Chair. The Operations Committee, with review by the Finance Chair, shall present an annual budget for the operations of the GSSL. The GSSL Board shall approve the GSSL budget prior to the start of the budget year. Any Board officer may propose, subject to review and recommendation by the Finance Chair, a motion to amend the budget at any time during the budget year. Copies of the approved budget shall be made available to the GSSL Voting Members.

Section 3 – Prior Board Approval:

- (a) Board approval of the annual budget shall be regarded as prior approval of the expenditure of league funds for each line item included in the approved annual budget. Any expenditure that would result in a cost overrun of \$1,000.00 or more to a budget line item must be further approved by a vote of the Board prior to being signed by an authorized GSSL representative. Board approval may be by separate motion or by approving an increase in the specific line item expense in an amended annual budget.
- (b) Any new financial commitments, contracts, and agreements, outside of the renewal of annual service contracts and other recurring budgeted expenses arising from the normal course of GSSL business, that represents a cost to the league of \$1,000.00 or more, must be approved by a vote of the Board prior to being signed by an authorized GSSL representative.

Section 4-Dissolution: A motion to dissolve the GSSL must be approved by a two thirds (2/3) majority of the sitting elected Directors. At the time of an approved motion to dissolve the GSSL, the Board shall appoint a Dissolution Committee consisting of the Finance Chair and 3 Board Directors then in office. The Committee shall have a legal Dissolution Trust created by a qualified attorney, to be administered according to the procedures contained in the Financial Procedures section of the GSSL Policies and Procedures Manual.

ARTICLE 8-INSURANCE LIABILITY AND INDEMNITY OF GSSL BOARD

Section 1-Liability Insurance: The GSSL shall provide the GSSL Board Directors liability insurance for performing acts and duties directly related to the GSSL that do not result in a breach of the code of conduct described herein.

Section 2-Liability and Indemnification of GSSL Board Directors: No Director shall be personally liable for any action for which said director could be indemnified pursuant to the provisions of these Bylaws entitled "Indemnification of Directors."

- (a) **Indemnification of Directors:** The Directors of the corporation (GSSL) shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Washington.
- (b) The payment of any indemnification to a Director under this Article shall be reported within 30 days to the Voting Members of the league in a written report containing a brief description of the proceedings involving of the person being indemnified and the nature and extent of such indemnification. Such report must be made by the particular person who is indemnified.

ARTICLE 9- DISPUTE RESOLUTION

Section 1-Penalties for misconduct: Misconduct by a GSSL member at the playing venue of a game organized by the GSSL will be handled by the President. Suspensions of GSSL members for failure to comply with the rules and procedures of the GSSL are handled by the Board of Directors as described in Article 4, Section 3 of these bylaws.

Section 2-First Appeal: If a player suspended by the President for game misconduct wants to dispute that suspension, the player must first appeal the suspension to the Competition Committee. If a Member Team or Team Manager suspended by the Board of Directors for a failure to comply with their duties or responsibilities as a member of the GSSL wants to dispute that suspension, the Member Team or Team Manager must first appeal the suspension to the Board of Directors.

Section 3-Second Appeal: If a player suspended by the President for game misconduct is not satisfied with the result of the Competition Committee appeal hearing, the player must submit the dispute to the Board of Directors.

Section 4-Binding Arbitration: If the parties are unable to resolve the matter through appeal to the Board of Directors, the player, Member Team, or Team Manager must submit the dispute to resolution through binding non-judicial arbitration. The President shall arrange the private, non-judicial arbitration hearing using an arbitrator acceptable to both parties. If the parties cannot agree to an arbitrator one shall be selected for them by the President. All costs for the arbitration hearing shall be borne by the player, Member Team, or Team Manager bring the appeal unless

otherwise decided by the arbitrator. The decision of the arbitrator shall be final, non-appealable, and binding on the parties.

ARTICLE 10-GSSL RULES AND POLICIES

Section 1-Scope: The GSSL Rules shall establish General Procedures and Rules of Competition and shall govern all competition administration by the GSSL and its members. The GSSL Policies and Procedures Manual shall be written statements of League and Board policies, procedures and practices affecting staff management, financial processes, and other administrative and governance activities not directly concerned with game play or competition. GSSL Policies and Procedures must be consistent with the League Constitution and Bylaws, and cannot explicitly or implicitly alter or adjust those Bylaws in any manner.

Section 2-Changes: Changes and amendments shall only be effected by the GSSL Board.

ARTICLE 11-AMENDMENTS

Section 1-Power to Amend Bylaws: Both the GSSL Board and the Voting Members of the GSSL shall have the power to amend these Bylaws through their own respective action.

- (a) Amendment by GSSL Board Action: The GSSL Board may amend these Bylaws from time to time and in such manner as may be determined by the Board to be necessary for the administration of the GSSL. Except as provided in paragraph (b) below, notice of all proposed amendments to the bylaws shall be sent to each Voting Member of the league no later than forty (40) days prior to the meeting in which the proposed amendment is to be voted on. Said notice shall contain a statement of the complete text of the new or amended Bylaw.
- (b) Amendment by the Members of the GSSL: In addition to any other provision herein contained, these Bylaws may be amended from time to time by the members of the GSSL at a special meeting of the members of the GSSL.

A member proposing an amendment to the By-laws shall deliver a copy of the text of the proposed amendment to the office of the GSSL not less than forty (40) days prior to the date of the meeting of members. A copy of the proposed amendment shall be included in the notice of meeting given to each Voting Member. The matter shall appear on the agenda of the meeting.

The Board may review the proposed amendment and adopt the amendment if the Board determines that it is in the best interest of the GSSL and that it is appropriate to do so.

- (c) All approved Bylaws changes or amendments shall be sent to all GSSL Voting Members within thirty (30) days after adoption of said changes or amendments.

Section 2-Effective Date: All approved Bylaws changes or amendments shall be in effect from the date of approval.

ARTICLE 12-APPLICABLE LAW

Section 1-Applicable law: All other matters regarding the operation of the corporation shall be governed by the Articles of Incorporation and the laws of the State of Washington.

Section 2-Severability: If any provision of these Bylaws are found to be in conflict with State or Federal statute and thereby ruled unlawful, such ruling shall not extend to any other provision of these Bylaws.