

Emerald City FC Bylaws
October 14, 2012



BY-LAWS
Of
EMERALD CITY FOOTBALL CLUB

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BY-LAWS
Of
EMERALD CITY FOOTBALL CLUB
A Non-Profit Corporation

ARTICLE I. NAME AND OFFICES

1.0 This corporation shall be known as Emerald City Football Club, (hereinafter referred to as the “corporation” or the “Club”).

The principal office of the Club in the State of Washington shall be in the County of King. The Club may have such other offices as the Board of Directors may determine or as the affairs of the Club may require time to time.

The Club shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Non-profit Corporation Law (the “Act”). The registered office may be but need not be identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSES

2.1 Purposes and Powers. This Club is organized exclusively for charitable, scientific, or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations, all within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1986. The specific purposes for which this Club is organized are:

2.1.1 To provide an organized soccer program for players, to promote physical fitness, to educate players, coaches and the public in the skills, techniques and tactics of soccer, and to stimulate and expand public interest and understanding of soccer.

2.1.2 To encourage all individuals regardless of gender, age, race, color, creed, religion, sexual orientation, national origin or economic status to participate in the programs, functions and activities of the Club.

2.2 Amateur Organization. The Club shall be an amateur organization. All ECFC players must be soccer amateurs as defined by the state, national, and international governing bodies of the sport.

2.3 Tax-Exempt Status. This Club shall qualify as a tax-exempt charitable, scientific research and/or educational organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. The affairs of the Club shall be conducted in such manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax laws. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons. However, the ECFC shall be authorized

and empowered to pay reasonable compensations for services rendered and may make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Club shall consist of the carrying on of propaganda or attempting to influence legislation. The Club shall not directly or indirectly participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these By-Laws, the Club shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax deductible under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any futures federal tax code, or (b) by a corporation, contributions to which are tax deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future code.

2.4 Rules. The Club shall have authority to enact rules, procedures and regulations consistent with these By-Laws and the Articles of Incorporation for the conduct of the operations of the Club. The Club may adopt team operating rules to be used by all teams.

ARTICLE III. MEMBERS

3.1 Membership. The Membership of ECFC shall consist of the following:

- (a) Current players, parents and/or legal guardians of current players,
- (b) Alumni players, their parents and/or legal guardians of alumni, and retired/resigned coaches that are approved by the Board of Directors (“alumni members”),
- (c) Head coaches and designated primary assistant coaches for each team, and
- (d) The Board of Directors.

3.2 Membership Categories

There shall be four types of members:

3.2.1 General Members: General Members shall be (1) parents and/or legal guardians of current players, (2) the head coach and the designated primary assistant coach for each team, (3) members of the Board of Directors, and (4) alumni.

3.2.2 Coach Members: Coach Members shall be the head coach and the designated primary assistant coach of each team.

3.2.3 Player Members: Player Members shall be current players on teams of the Club.

3.2.4 Alumni Members: Alumni Members are Alumni players, their parents and/or legal guardians of alumni, and retired/resigned coaches. Retired/resigned coaches are only eligible for Alumni membership status after majority approval of the Board of Directors. Alumni Members are non-voting members.

3.2.5 The Members, other than Alumni Members, shall have one vote each with the following exceptions:

The parent/guardian who is eligible to vote has one vote per player currently enrolled in the Club. Therefore, a General Member who is a parent or legal guardian shall not have an additional vote as a member of the Board of Directors or as a coach.

3.2.6 All Members must be in good standing to enjoy the rights, privileges, and responsibilities of the Club. A member not in good standing may not vote. A member is considered to be in good standing when the member is current in their financial obligations to the Club and is in compliance with the Club's Articles of Incorporation, By-Laws, rules, policies, and procedures.

3.2.7 Alumni Members do not have voting rights.

3.3 Equal Rights. All Members, shall enjoy equally all the rights, privileges, and responsibilities of the Club membership (except that Alumni members do not have the right to vote).

3.4 Annual Meeting. An annual meeting of the Club membership shall be held no later than 60 days after the conclusion of tryouts each year (at a location, date, and time to be determined and announced by the Directors) for the purpose of announcing the elected directors and for the transaction of any other business as may come before the meeting. The date selected for the annual meeting will not be a legal holiday in the state of Washington. If the election of officers and Directors shall not be held prior to the annual meeting, the Board of Directors shall cause the election to be held as soon thereafter as is practical. The rules of procedure at meeting of the Directors, Members, and Committee shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation or any resolution.

3.5 Notice of Meetings. Notice of the annual general meeting or other special member meeting shall be given to the members by the Club not less than 14 days and not more than 60 days prior to a meeting. Meeting announcements will be posted on the Club's website and sent electronically, if permitted by these By-Laws, or by mail to the membership, or shall be made at team formation meetings. Regular board meetings, with the exception of the annual meeting or special meetings of the membership may be scheduled in advance with one notice of the schedule. The Club will keep a record of notification.

3.6 Termination or Suspension of Membership. Members may be terminated or suspended involuntarily at any time by a 2/3 vote of the Board of Directors. Such termination or suspension may be predicated on violations of Club or team rules, including eligibility, or on a finding that a member's conduct is detrimental to the Club. Players shall not be involuntarily terminated during a seasonal year solely on the basis of inadequate playing ability. Members may be suspended for any length of time for reasons listed above. Termination may occur with or without prior suspension.

ARTICLE IV. TEAMS

4.1 Teams. Teams shall be formed annually at tryouts. Team rosters shall be consistent with USSF guidelines. Each team will have a parent representative, team treasurer, and team manager. Teams will elect their team parent representative by secret ballot, or by any method the

teams finds acceptable (preferably at the first organized team meeting of the year). The team's head coach shall approve the team manager.

4.1.1 Team Manager. The Team Manager works with the Team coach and shall assist with all administrative matters of the Team. Team managers shall distribute work load to Team parents and other volunteers and abide by the By-Laws, rules, and procedures of the Club.

4.1.2 Team Treasurer. The Team Treasurer reports to the Club Treasurer and shall maintain the accounts of the Team. All Team accounts shall be under the auspices of the Club Treasurer.

4.1.3 Parent Representative. The Parent Representative reports to the Vice President of Membership and shall be responsible for communicating all Club information to each player's family. The Parent Representative shall be elected by the parents and guardians of the Team.

4.2 Player Termination or Suspension. Players shall not be involuntarily terminated or suspended during a seasonal year solely on the basis of inadequate playing ability. Coaches may suspend players for no more than two weeks without action of the Board of Directors. Player suspension and/or termination may be based on team rules in addition to the By-Laws and policies of the Club.

ARTICLE V. BOARD OF DIRECTORS

5.1 General Powers. The affairs of ECFC shall be managed by its Board of Directors, hereinafter collectively referred to as the "Directors."

5.2 Number and Eligibility. The number of voting Directors shall be nine (9). Six General Member Directors shall be elected by the General Membership. Two Directors shall be elected by the Coach Members. One Director, the Vice President of Membership, shall be elected by General Membership. No person shall hold more than one Director position. All Directors are subject to compliance of the By-Laws, rules, procedures, and regulations of the Club and the USSF. Two Directors shall be assigned membership in and oversee each Club committee. The Coaching Director or similar position, Club coaches, and assistant coaches shall not be eligible for one of the seven (7) Director positions elected by the General Membership. In addition to the voting members of the Board of Directors, the Coaching Director shall be a non-voting member of the Board and two players, one female and one male, will be elected by the Player Members to be non-voting members of the Board. The Board of Directors may change the number of Directors by amendment to these By-Laws, but no reduction in number of directors shall shorten the term of any existing director.

5.3 Election and Term of Office of Directors. The General Members shall elect the Directors that they are to vote for either by mail/electronic ballot or at the initial annual meeting of the Club for terms of two years. The Board of Directors shall create a nominating committee not less than two months prior to the Annual Meeting to prepare a slate of candidates for the General Membership Directors. The outgoing Board shall establish an election committee to determine the method of balloting and to conduct the election if it is not held at the annual meeting. The

committee shall be chaired by a Club officer, other than a current candidate, to serve as "the inspector of the election" and, as such, the inspector of the election shall tally votes and announce the results. Directors elected by the General Membership shall have terms of two years. Half of the General Membership elected directors will be elected each year. General membership positions 1, 3, and 5 are elected in odd calendar years. General Membership positions 2, 4, and 6 are elected in even calendar years. The winners shall be the three candidates with the most votes. A Director may serve less than 2 years, but never more than 2 years without facing election of the general membership. In the event of a tie, the winner shall be determined by a coin flip.

5.4 Removal. Any Director may be removed by the full Board of Directors on an affirmative vote of two-thirds (2/3) of the Directors at a special meeting called for that purpose. Any Director who is unable to attend a regularly scheduled meeting shall notify the President or the Secretary prior to the meeting. Any Director who has not provided such notification of their absence for two (2) consecutive regular meetings or three (3) non-consecutive regular meetings of the Directors during a single fiscal year shall be deemed to have tendered their resignation as a Director. The President will notify in writing any Director who is deemed to have tendered their resignation in this manner.

5.5 Vacancies. A vacancy in any office or on the Board of Directors may be filled by a vote of the Directors for the unexpired portion of the term.

5.6 Appointments. In addition to above elected Directors, the President may appoint committee chairs and others to be assigned specific responsibilities for carrying out the affairs of the corporation.

ARTICLE VI OFFICERS

6.1 Officers. The Officers of the Club shall include a President, an Executive Vice President, a Secretary, a Treasurer and a Vice President of Membership. All Officers must be members of the Board of Directors. The Board of Directors may create additional officers, as it deems desirable. Officers, except the Vice President of Membership shall be elected annually by the Board of Directors at the first meeting of the Board following the Annual Meeting of the membership. The Vice President of Membership, whose term shall be one year, shall be elected by the General Members along with the other General Member elected Directors and shall become a member of the Board of Directors upon election.

6.2 President. The President shall be the principal executive officer of the Club and shall supervise and control all the business and affairs of the Club, and shall preside at membership meetings and all meetings of the Board. The Board shall grant the office of the President a specific operating budget to carry out the affairs of the Club.

6.2.1 Authority. The President may sign, with the Secretary or any other officer of the Club authorized by the Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors, by these By-Laws, or by statute to some other officer or agent of the Club.

6.3 Executive Vice President. The Executive Vice President shall, in the absence of the

President, preside over membership meetings and meetings of the Directors. The Executive Vice President shall have such duties as are defined and assigned by the President and/or the Directors.

6.4 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; shall receive and may give receipts of monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club; certify members in good standing; and in general perform all the duties incident to the office of the Treasurer and such other duties as may be assigned by the President or by the Directors.

6.5 Secretary. The Secretary shall keep the minutes of the meeting of the Directors; see that all notices are duly given in accordance with the provisions of these By-Laws, rules, procedures of the Club or as required by law; be custodian of the corporate records and of the seal and logo of the Club and see that the seal of the Club is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member and each Director; and in general perform all the duties incident to the office of Secretary and such other duties as may be assigned by the President or the Directors.

6.6 Vice President of Membership. The Vice President of Membership shall chair over the team's Parent Representatives and direct the work of the team's Parent Representatives.

6.7 Regular Meetings. The Directors shall determine the time and location for the holding of the annual meeting and for the meetings of the Directors.

6.8 Special Meetings. Special meeting of the Directors may be called by or at the request of the President or any three Directors. Special meetings of the members may be called by or at the request of a majority of the Directors. The President shall have the authority to fix the time and location of any special meeting, provided that it is held within 28 days of the request.

6.9 Notice. Notice of any special meeting of the Directors shall be given at least two days prior thereto by e-mail (as allowed by law), telephone call or written notice delivered personally sent by mail or fax to each Director at their address as shown by the records of the Club. If mailed, such notice shall be deemed to be delivered one business day after deposit in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is sent by fax, such notice will be deemed to be delivered when fax is transmitted, as evidence by fax machine confirmation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver notice of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

6.10 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors; but unless a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. For purposes of the determining a quorum, unfilled Board seats shall not be counted and ex-officio positions will not be counted.

6.11 Manner of Acting. Each Director shall have one vote in accordance with Roberts Rules of Order. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors, unless the act of the greater number is required by law or by these By-Laws. All meetings shall be carried out in accordance with Roberts Rules of Order.

6.11.1 Telephonic Participation in Board Meetings. Members of the Board of Directors or its committees may participate in a meeting of the Board of Directors or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

6.11.2 Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or By-Laws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the Corporation, may be taken without a meeting if a consent in writing or by electronic transmission, setting forth the action so taken, shall be signed if in writing or transmitted along with sufficient information to identify the sender, by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

6.12 Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Directors may receive reimbursement for expenses and may be provided with food and drink and other facilities as deemed to be ordinary and necessary business expenses; but nothing herein shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefore. Any Director may receive reasonable compensation for services rendered to the Club outside the normal activities of Directors. Specifically, officers and other staff of the Club may be compensated for their executive, administrative or staff activities, be they Directors or not, such compensation to be at the discretion and direction of the Directors. Any matter involving compensation must be handled in the manner prescribed in Article XI. Conflict of Interest.

ARTICLE VII. COMMITTEES

7.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate and appoint one or more committees, each of whose members shall be appointed by the President and each of which shall be chaired by a person appointed by the President. The resolution establishing any committee shall state whether such committee and/or its members shall continue until the next annual meeting or until terminated by resolution of the Board. Any member of a committee may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the Club shall be served by such removal. Each such committee shall have two (2) Board members as members of the committee.

7.2 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.3 Quorum. Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority

of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.4 Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Directors.

ARTICLE VIII. COACHING DIRECTOR

8.1 General Procedures

(a) The Directors shall be responsible for hiring and dismissing the Coaching Director and any Assistant Coaching Director or Trainer that may serve the Club from time to time. The Directors shall be responsible for negotiating the terms under which the Coaching Director and any Assistant Coaching Director or Trainer shall provide services to the Club, including without limitation, the length of such service and the rate and frequency of the compensation to be paid.

(b) The Directors shall evaluate the performance of the Coaching Director at least annually and no later than December 1 of each fiscal year. The basis of the evaluation shall be the duties and tasks defined in the Coaching Director's Contract.

8.2 Responsibilities of the Coaching Director. The primary responsibility of the Coaching Director shall be to oversee the development and implementation of policies, philosophies, training methods and values of the Club as established, by the Board of Directors. Without limiting the foregoing, the Coaching Director shall:

- (a) Attend meetings of the Members;
- (b) Schedule, organize and chair all coaches meetings;
- (c) Offer guidance to players and coaches for the development of players;
- (d) Oversee and supervise the Club's tryouts and the selection of individual players for the Club's programs;
- (e) Organize and implement the Club's overall training directive; (f) Nominate to Directors team coaches for the Club;
- (h) Evaluate the performance of coaches and make recommendations to the Directors on which coaches should be offered coaching positions for the upcoming year;
- (i) Suspend coaches with pay and/or discipline coaches when appropriate; and
- (j) Perform other duties as assigned by the directors.

ARTICLE IX. COACHES

9.1 Activities and Responsibilities. Coaches have the primary responsibility for instructing players in soccer skills and tactics; and organizing team schedules and activities. Each coach shall be an independent contractor. The Directors shall issue guidelines of scheduling, conduct, attendance and other Club policies to coaches. Each Club team shall have one head coach and may have one or more assistant coaches.

9.2 Appointment. Head Coaches shall be nominated by the Coaching Director. The Coaching Director is responsible for nominating Head Coaches and the Board of Directors shall confirm the slate of coaches that the Coaching Director has nominated except as noted. Such

confirmation consists of the vote of a majority of Directors at a meeting at which a quorum is present. If there is no Coaching Director at the time of appointment of head coaches, the President shall appoint a Coach Selection Committee consisting of no less than 3 head coaches to nominate a slate of coaches. The Board of Directors shall confirm the slate of coaches nominated by the Coaches Selection Committee except as noted. Such confirmation consists of the vote of a majority of Directors at which a quorum is present. Assistant coaches may be nominated by their respective head coach and confirmed at any time.

9.2.1 Confirmation. The Board of Directors may withhold confirmation of a head coach nominated by the Coaching Director or the coach selection committee by a vote of 2/3 of the Directors at a meeting at which a quorum is present.

9.3 Time and Term of Appointment. Coaches are appointed for a seasonal year. Head coaches shall be nominated and confirmed prior to annual team tryouts, for the following seasonal year.

9.4 Compensation. The Directors shall have the authority to cause the Club to pay coaches for their coaching services, providing that such payment shall not exceed the reasonable market value for such services.

9.5 Removal. Coaches serve at the pleasure of the Directors. Coaches may be suspended with pay by the Coaching Director pending investigation. Coaches may be terminated without cause by an affirmative vote of a majority of the total number of seated Directors at a regular meeting or at a special meeting called for the purpose. In the case of termination, coaches shall be entitled to only such portion of their annual compensation as shall represent the proportion of the seasonal year that they have provided coaching services.

9.6 Resignation. In the event that a coach resigns during a seasonal year, they shall be entitled to only such portion of their annual compensation as shall represent the proportion of the seasonal year that they have provided coaching services.

ARTICLE X. CONTRACT, CHECKS, DEPOSITS, AND FUNDS

10.1 Contracts. The Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. The Club may, in the discretion of the Directors, pay an officer, employee or other person providing services to the Club for such services, provided that such payment shall not exceed the reasonable market value for such services and provided there are no conflicts of interest as provided under Article IX.

10.2 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent, or agents of the Club and in such a manner as shall from time to time be determined by resolution of the directors. In the absence of such determinations by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Club.

10.3 Deposits. All funds of the Club shall be deposited from time to time to the credit of the

Club in such banks, saving institutions, brokerage accounts or other FDIC insured depositories as the Club Treasurer may select.

10.4 Gifts. The Directors may accept on behalf of the Club any contribution, gift, grant, bequest or devise for the general purposes or for any specific purpose of the Club. Each gift or donation shall be acknowledged with a receipt from the Club Treasurer to the donor confirming IRS tax deductibility of the contribution to the extent benefits were not received by contributor in accordance with IRS regulations.

10.5 Loans. No loans shall be made by the Club to its officers or Directors.

10.6 Books and Records. The club shall keep at its registered office, its principal office in the state or at its secretary's office if it is in the state, the following documents in the form of a record:

- (1) Current articles and bylaws;
- (2) A list of members, including names, addresses, and classes of membership, if any;
- (3) Correct and adequate statements of accounts and finances;
- (4) A list of officers' and directors' names and addresses;
- (5) Minutes of the proceedings of the members, if any, the board, and minutes which may be maintained by committees of the board. The club's records (as listed above) shall be open at any reasonable time to inspection by any member of more than three months standing or representative of more than five percent of the membership. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

10.7 Financial Statements. Team Treasurers are responsible for filing quarterly financial statements with Club Treasurer. Each team account shall include the Club Treasurer as authorized signer for all accounts. Teams will receive the benefit of Club nonprofit status, as all contributions will be sent to the Club Treasurer. Club Treasurer will issue a confirmation to donor and remit funds to the team in a timely manner. All team accounts will be established at the financial institution acceptable to the Club Treasurer and will provide the Club Treasurer access to the account. The Club treasurer will make available the balance of the Club account to all Club Board members at any time upon request and not make withdrawals from the team accounts without prior notification to the holder of the team account and the board.

10.8 Dissolution. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Members, Directors, officers, or other private persons. Refer to the Articles of Incorporation for complete statement of dissolution.

ARTICLE XI. CONFLICT OF INTEREST

11.1 Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable

state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

11.2 Definitions.

11.2.1 Interested Person. Any Director, principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

11.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest Under Section 11.3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

11.3 Procedures.

11.3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

11.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

11.3.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

11.3.4 Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.4 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11.5 Compensation.

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters, pertaining, directly and indirectly, to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

11.6 Annual Statements. Each Director, principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

11.8 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 11.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XII. ACTIONS BY ELECTRONIC TRANSMISSION

12.1 Consent Required. Members and directors shall provide at least one valid email address and consent to electronic transmission of all required member notices from the club to that email address at the time of registration following tryouts. Such consent shall also include an agreement that the member is responsible for keeping the club informed regarding member or director email address(es) and acknowledge that the member or director shall be responsible for retrieving electronic transmission of notices on the club website in the event of any inadvertent failure of the club to transmit notices to the member or director email address on record.

12.2 Revocation of Consent. Anyone consenting to notice by electronic transmission may revoke such consent by delivering a revocation to the Corporation in writing and providing an alternate means of transmission of future notices that will be without cost to the club (such as prepaid pre-addressed envelopes).

12.3 Notice by Posting. Notice to those who have consented to receipt of electronic transmission of notices may be provided by posting the notice on an electronic network and delivering instructions to the member or Director a separate record of the posting together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

12.4 When Notice Effective. Notice provided in an electronic transmission is effective when it (a) is electronically transmitted to the address, location or system designated by the recipient and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting in the electronic network.

ARTICLE XIII. FISCAL YEAR AND SEAL

13.1 Fiscal Year. The fiscal year of the Club shall begin on the first day of April and end on

the last of March in each year.

13.2 Seal. The Board of Directors may provide a corporate seal, which may be in the form of the circle and shall have inscribed thereon the name of the Club and the words "Corporate Seal".

13.3 Club Colors. The colors of the Club reflected in the Club's uniforms, logo, etc., shall be emerald green, white, and blue.

13.4 Club Logo. The Club logo shall be protected by trademark regulations and no outside organization, business firm, or person shall be allowed to use the logo without the express written approval of the Board. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs, projects that are unsafe, discriminatory, or not in accordance with the fundamental policies outlined in these By-Laws.

13.5 Affiliation. The Club shall be affiliated with the USSF through one (or more) intermediaries (such as Washington Youth Soccer or US Club Soccer) and such other affiliates as the Board hereinafter shall select to promote the interests of the Club.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act under the provisions of the By-Laws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. IDEMNIFICATION OF DIRECTORS AND OFFICERS

15.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Club or, while a director or officer, he or she is or was serving at the request of the Club as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Club, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 15.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Club shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Club. The right to indemnification conferred in this Section 15.1 shall be a contract right and shall include the right to be paid by the Club the expenses incurred in defending any such proceeding in advance of its final disposition;

provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Club of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Section 15.1 or otherwise.

15.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 15.1 of this Article is not paid in full by the Club within sixty (60) days after a written claim has been received by the Club, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Club to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Club), and thereafter the Club shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Club (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Club (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

15.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Laws, agreement, vote of members, if any, or disinterested directors or otherwise.

15.4 Insurance, Contracts and Funding. The Club may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the Club or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Club would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Club may enter into contracts with any director or officer of the Club in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

15.5 Indemnification of Employees and Agents of the Club. The Club may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Club with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Club or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE XVI. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by an affirmative vote of two-third (2/3) of the Directors present at any regular meeting or special meeting called for this purpose, and at which a quorum is present, provided that at least thirty (30) days written notice is given for any regular or special meeting that details the amendment or change proposed to the By-Laws to be approved at any regular or special meeting; and provided the amendment or change complies with the Act and does not adversely affect the Club's qualifications under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

The By-Laws were approved by a unanimous vote of the Board of Directors at a meeting on October 14, 2012.

(President's Signature) _____ (Date) _____

The above By-Laws were amended on April 10, 2000, on January 24, 2005, January 12, 2009, December 14, 2009, and October 14, 2012.