

**AMENDED AND RESTATED
BYLAWS
OF THE
MOUNT RAINIER FUTBOL CLUB**

**ARTICLE I
NAME; CORPORATE OFFICE**

The principal office of Mount Rainier Futbol Club (the “Corporation”) in the State of Washington shall be located at such place as the Board may from time to time designate (in its sole discretion). The corporation may have such other offices, either within or without the State of Washington, as the business of the corporation may require from time to time.

**ARTICLE II
PURPOSES**

2.1 Purposes. The purposes for which this Corporation is formed are exclusively charitable or educational and consist of the following:

- (a) To govern, promote, cultivate and further develop the game of soccer for children and adults;
- (b) To provide information, education, teaching and training programs for soccer players, coaches, referees, administrators and members of the Corporation;
- (c) To promote sportsmanship and develop leadership;
- (d) To develop physical fitness and mental alertness;
- (e) To participate and associate with other soccer leagues, groups, associations and teams in order to arrange for competition;
- (f) To implement and enforce uniform rules and regulations, consistent with the principles and laws of the *Federation Internationale de Football Association* (“FIFA”), except as modified for youth soccer and promulgated in the Corporation’s rules of competition;
- (g) To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes; no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and

(h) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts institutions, foundations or government bureaus, departments or agencies.

2.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

2.3 Limitations. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(a) of the Code or any successor provision.

ARTICLE III MEMBERSHIP

3.1 Membership Generally; Voting.

3.1.1 Membership. The general membership of MRFC shall consist of the registered players, their parents or guardians, coaches, team managers, members of the Board of Directors, committee members, and others as approved by Board of Directors (each a "Member" and collectively the "Members").

3.1.2 Right to Vote. The following Members are entitled to vote on the matters reserved to a vote of the Members hereunder: (1) parents or guardians of registered players; (2) head coaches; (3) members of the Board of Directors; and (4) others specifically approved by the Board of Directors (collectively the "Voting Members").

3.1.3 Number of Votes. A Voting Member shall be entitled to the number of votes obtained by adding the following voting categories (as applicable), up to a maximum of two (2) votes per family:

- (a) If a head coach, one vote; plus
- (b) If a member of the Board of Directors, one vote; plus
- (c) One vote per registered MRFC player per family.

For example, a head coach with one MRFC-registered son or daughter is entitled to two votes. A head coach with two registered sons or daughters is entitled to two votes.

3.2 Requirements. In order to become and remain a Member in good standing, an individual must: (1) abide by the terms of MRFC's governing documents, board resolutions, policies, and other applicable documents; (2) timely pay all applicable fees.

3.3 Rights Associated with Membership. Members in good standing shall have the following rights:

- (1) The right to vote on all matters reserved to a vote of the Members under these Bylaws (to the extent permitted by Section 3.1 above);
- (2) The right to attend Membership Meetings;
- (3) The right to propose items for consideration and voting at Membership Meetings;
- (4) Eligibility to serve on the Board of Directors.

3.4 Resignation. A Member may resign from the Corporation at any time by filing a written resignation with the President of the Corporation or his/her designee.

3.5 Expulsion. Any Member may be expelled by a two-thirds vote of the Board of Directors at a special meeting called specifically for that purpose. Before any such expulsion, however, the Board shall: (1) provide the relevant Member(s) with notice that the Board will consider that Member's expulsion at an upcoming special meeting; (2) state the date and time of such special meeting; and (3) allow the relevant Member(s) to attend a portion of such special meeting to address why he or she should not be expelled. Such Member(s), however, shall not have the right to observe or otherwise participate in the Board's final decision on the matter.

Any Member expelled in accordance with this Section 3.5 so expelled shall be given written notice of such expulsion, and its membership in the Corporation shall end not less than twenty (20) days after the Board provided such notice. The order of expulsion of the Board of Directors shall be binding and final unless and until it is repealed by a two-thirds (2/3) vote of all the members in good standing present at a regular or special meeting of the Members of the Corporation called specifically for that purpose.

ARTICLE IV VOTING RIGHTS RESERVED TO MEMBERS; MEMBER MEETINGS

4.1 Management Generally; Member Voting. As a general matter, the Corporation will be managed by the Board of Directors in accordance with Article V below, and members in good standing (the "Members") will be entitled to vote only on those matters specifically reserved to a vote of the Voting Members under Section 3.1 above.

- (a) The power to dissolve the Corporation or close or discontinue its operations;
and

- (b) The power to elect members of the Board of Directors in accordance with Articles III and IV of these Bylaws;

4.2 Annual Meeting.

4.2.1 Time and Place. The annual meeting of the Members (“Membership Meeting”) shall be held at such time and place, within or without the State of Washington, as may be determined by the Board of Directors. Such meeting shall be for the purpose of electing Directors and transacting such other business as may properly come before the Members at the meeting.

4.2.2 Procedure for Director Elections.

- i. **Nominations.** In order to be considered for election to the Board of Directors, a candidate must first be nominated in accordance with this subparagraph. A nominee must be a Member, and self-nominations are permitted.

Nominations will open forty-five (45) days prior to the Membership Meeting, and will close fifteen (15) days prior to the Membership Meeting. Any potential nominee (whether self-nominated or nominated by another Member) must submit a letter of intent to the Corporation describing his or her qualifications and reasons for running for the position.

- ii. **Voting.** Elections for positions on the Board of Directors shall be by paper ballot at a Membership Meeting. Voting shall open approximately one-half hour prior to the scheduled beginning time of the Membership Meeting, and shall close one-half hour after the scheduled beginning time of the Membership Meeting. Ballots will be counted by the Treasurer (or, if the Treasurer is unavailable, by such other person as the President may designate), and the results announced at the conclusion of the Membership Meeting.

4.3 Special Meetings

The Board of Directors may call special meetings of the Members for any purpose.

4.4 Place of Meetings

Membership meetings may be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board of Directors.

4.5 Notice of Meetings

The President or Secretary of the Board of Directors shall cause to be delivered or made available to each Member entitled to notice of or entitled to vote at the Membership Meeting, either personally, electronically, or by mail not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice may also be posted on the Corporation's website, but such posting will not be deemed sufficient notice unless accompanied by notice personally, electronically (to the Member's e-mail address on file with the Corporation), or by mail.

4.6 Waiver of Notice

A Member may waive notice of any meeting at any time, either before or after such meeting, if such waiver is in writing and signed by the Member. In addition, a Member's attendance at a meeting in person or by proxy waives objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting on the ground that the meeting is not lawfully called or convened. In the case of a special meeting, or an annual meeting at which fundamental corporate changes are considered, a Member waives objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice unless the shareholder objects to considering the matter when it is presented.

4.7 Quorum

The Voting Members holding one-tenth of the votes eligible to be cast at a Membership Meeting (whether present in person, by telephone, or by proxy), shall constitute a quorum at a membership meeting. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

4.8 Manner of Acting

Except as may be otherwise specifically provided in these Bylaws or the Corporation's Articles of Incorporation, a majority of the votes cast at a Membership Meeting (at which a quorum is present) is required in order to adopt or act on any matter voted upon by the Members.

4.9 Proxies

A Voting Member may vote by proxy, provided that such proxy is: (1) executed and in writing; and (2) delivered to the President or Secretary of the Corporation prior to the beginning of the meeting at which the proxy will first apply. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened

meeting following adjournment of such meeting, but shall not be valid after the final adjournment thereof.

4.10 Meetings; Voting by Communications Equipment.

Members may participate in a Membership Meeting by means of a telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.11 Action by Members Without a Meeting; Electronic Voting.

Subject to the provisions of the laws of the State of Washington, any action that is required or permitted to be taken at a Membership Meeting other than the election of directors may be taken without such a meeting if approved by either (a) written consent; or (b) electronic voting.

4.11.1 Written Consent. Any action required or which may be taken at Membership Meeting (other than the election of directors) may be taken without a meeting if the Voting Members holding at least the minimum number of votes that would be necessary to authorize or take such action at a meeting (at which all Members entitled to vote on the action were present and voted), approve of the action and memorialize such approval in one or more written consents. Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Membership Meeting.

4.11.2 Electronic Voting. An action required or which may be taken at a Membership Meeting (other than the election of directors) may be approved by electronic voting if the Voting Members holding the minimum number of votes that would be necessary to authorize or take action: (1) have consented to receive electronic notice in accordance with RCW 24.03.080; (2) all such consenting Members are advised of the issue electronically and given a reasonable opportunity to evaluate the issue and discuss it with other Members; and (3) express their approval of the action in an e-mail address designated by the Board of Directors

ARTICLE V MANAGEMENT BY BOARD OF DIRECTORS; SELECTION

5.1 Management of Corporation.

The affairs of the Corporation shall be managed by a Board of Directors.

(a) **Delegation Generally.** The Board may delegate any or all of its powers, rights, and obligations to any person, entity, or committee designated in writing by the Board.

(b) **Creation of Executive Committee.** The Board of Directors may, in its discretion, create and appoint an Executive Committee to manage the day-to-day affairs of the Corporation. If created, the Executive Committee shall be composed of: (1) the Corporation's officers; and (2) such other additional members as the Board of Directors, in its sole discretion, may designate. As a general matter, the Executive Committee shall consider disciplinary issues, scholarship review and issuance, and budget preparation, review, and financial analysis.

The members of the Executive Committee shall serve for a period of two years or until their successors are elected and qualified. Meetings of the Executive Committee shall be open only to members of such committee.

(c) **Other Committees.** The Board of Directors may create standing committees, delegate authority, and appoint chairpersons and members of those committees as required by the business of the Corporation. The Executive Committee (if created in accordance with subsection (c) above) also has the authority to create *ad hoc* committees and to appoint members to those committees from time to time as the need arises. Such committees may include, but are not limited to: Publicity, Uniform, Field Scheduler/Referee Coordinator, Webmaster, U.S. Club Liaison, Fundraising, and Disciplinary

5.2 Number.

The Board of Directors shall consist of between five (5) and eleven (11) members. The number of Directors may be changed from time to time by amendment to the Corporation's Articles of Incorporation, provided that no decrease in the number of Directors has the effect of shortening the term of any incumbent Director.

5.3 Ex Officio Members of the Board of Directors.

In addition to the Board members contemplated by subsection 5.2 above, the Board of Directors shall include such *ex officio* members as the board may appoint from time to time. Such appointment shall be by a majority vote of all directors entitled to vote. Without limiting the generality of the foregoing, the Corporate expects that head coaches will serve on the Board of Directors as *ex officio* members. Ex officio members of the Board of Directors will not be entitled to vote

5.4 Term.

All directors shall hold office for a period ending two years after the date of the

annual Membership Meeting at which they were elected or until their respective successors have been elected or qualified.

ARTICLE VI BOARD OF DIRECTORS—MEETINGS

6.1 Annual Meeting.

The Board of Directors shall meet at least annually. Such annual meeting of the Board may be held without notice immediately following and at the same place as the annual Membership Meeting.

6.2 Regular Meetings.

By resolution, the Board may specify the date, time and place for the holding of regular Board meetings without notice other than such resolution. Without limiting the generality of the foregoing, the Board intends to meet monthly.

6.3 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of any of the following: (1) the President; (2) any two Directors, or (3) in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call (and who did call) a special meeting may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting.

6.4 Meetings; Voting by Communications Equipment.

Board members may participate in Board meetings by means of a telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

6.5 Place of Meetings.

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, or by any persons entitled to call a meeting (as the case may be). As a general matter (unless otherwise decided by the Board of Directors), any Member may attend a regular meeting of the Board of Directors.

6.6 Notice of Special Meetings.

Notice of any special Board meeting shall be given to each Director in writing or by

personal communication with such Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

6.7 Waiver of Notice.

6.7.1 In Writing.

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

6.7.2 By Attendance.

The attendance of a Director at a meeting shall constitute a waiver 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.

6.8 Quorum.

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

6.9 Manner of Acting

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

6.10 Presumption of Assent

A Director present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless: (1) his or her dissent or abstention is entered in the minutes of the meeting; or (2) such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting.

6.11 Vacancies.

Except as otherwise provided by law, any vacancy occurring in the Board of Directors (whether caused by resignation or otherwise) may be filled by the affirmative vote of a

majority of the directors present at a meeting of the Board at which a quorum is present, or, if the directors in office constitute less than a quorum, by the affirmative vote of a majority of all of the directors in office. Notice shall be given to all of the remaining directors that such vacancy will be filled at the meeting. A director elected to fill any vacancy shall hold office until the next meeting of members at which directors are elected.

6.12 Removal.

One or more members of the Board of Directors (including the entire Board) may be removed, with cause, at a special meeting of the Members called expressly for that purpose. The notice of the special meeting must specifically identify the cause for the director's proposed removal, including any allegations of misconduct, failure to comply with the Corporation's governing documents, policies, or procedures, or the like.

Provided that the requirements of this Section 6.12 are satisfied, the director(s) described in the above-referenced meeting notice may be removed only by a vote of no less than two-thirds (2/3) of the Voting Members present at a special meeting (at which a quorum is present) called specifically for that purpose.

6.13 Resignation

A director may resign at any time by delivering written notice to the Board of Directors, its Chairman, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

6.14 Action by Board Without a Meeting; Electronic Voting.

Subject to the provisions of the laws of the State of Washington, any action that is required or permitted to be taken at a Board Meeting may be taken without such a meeting if approved by either (a) written consent; or (b) electronic voting.

(a) Written Consent. Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if the Board members holding at least the minimum number of votes that would be necessary to authorize or take such action at a meeting (at which all Board members entitled to vote on the action were present and voted), approve of the action. Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

(b) Electronic Voting. An action may be approved by electronic voting if the Board members holding the minimum number of votes that would be necessary to authorize or take action: (1) have consented to receive electronic notice in accordance with RCW 24.03.080; (2) all such consenting Board members are advised of the issue electronically and given a reasonable opportunity to evaluate the issue and discuss it over e-mail with other Board members; and (3) express

their approval of the action in an e-mail address designated by the Board of Directors.

ARTICLE VII OFFICERS

7.1 List of Officers.

The Corporation shall have the following officers: President, Vice President of Operations, Vice-President of Competition, Secretary, Treasurer, and Registrar (collectively the "Officers"). Any two or more offices may be held by the same person, except the offices of President and Secretary. The Officers shall have the following specific duties:

7.1.1 President

The President shall: (1) preside at Membership and Board of Directors meetings of the Corporation; and (2) perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

7.1.2 Vice President of Operations.

The Vice-President of Operations shall perform the duties of the President in his or her absence, failure to act, or inability to act, and shall perform such other duties as may be prescribed by the Board of Directors or by these Bylaws. Additionally, absent a resolution to the contrary, the Vice-President of Operations shall oversee the club's various committees (but shall not, unless independently a member of such committee, be permitted to vote on matters reserved to such committee).

7.1.3 Vice President of Competition

The Vice-President of Competition shall oversee the development and implementation of policies, philosophies, training methods and values of the Corporation as established by the Board of Directors. Without limiting the generality of the foregoing, the Vice President of Competition shall, under the guidance of the Board of Directors:

1. Oversee the club's tryouts and selection of players for the club's individual programs;
2. Organize and implement the club's overall training directive for players and coaches;
3. Recommend coaches and trainers for hire to the Board of Directors;
4. Evaluate the performance of coaches; and
5. Schedule, organize and chair all coaches' meetings.

7.1.4 Secretary

The Secretary shall: (1) keep minutes of the Membership and Board of Directors

meetings of the Corporation; (2) keep a record of membership of the Corporation; (3) conduct all correspondence incident to the office of Secretary; and (4) perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

7.1.5 Treasurer.

(a) Duties. The Treasurer shall: (1) collect dues from the Members; (2) keep an account thereof and account for all sums paid into the Corporation treasury; (3) provide periodic reports to the Board of Directors showing all amounts received from membership fees and dues, contributions, assessments and other sources, as well as the amounts of disbursements therefrom, and the purposes for which the monies were expended; and (4) perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

(b) Bond. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. Any premium due for such surety or bond shall be paid by the Corporation.

7.1.6 Registrar.

The Registrar shall: (1) coordinate and complete all player registration in accordance with U.S. Club Soccer rules and regulations; (2) complete all required registrations for league and tournament play as needed for all club teams; and (3) stay current on all changes in registration rules and have all required documents pertaining to Registrar duties kept in an orderly fashion, including Risk Management Assessment forms.

7.2 Method of Selection.

The officers of the Corporation shall be elected annually by the Board of Directors from among the members of the Board. Except in the case of death, resignation, or removal, each officer shall hold office until his or her successor is appointed and qualified.

7.3 Term.

All Officers shall hold office for a period ending two years after the date of the annual meeting of the membership at which they were elected or until their respective successors have been elected or qualified.

**ARTICLE VIII
LIMITATION OF LIABILITY AND INDEMNIFICATION**

8.1 Limitation of Liability.

8.1.1 Directors and Officers.

No Director or officer shall have any liability to the Corporation for monetary damages for conduct as a Director or Officer, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

8.1.2 Members, Directors, and Officers.

The liability of all of the Corporation's Directors, officers, and Members shall be limited to the full extent permitted by Washington law.

8.2 Indemnification.

8.2.1 Right to Indemnification. Each person who 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 Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation 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 Corporation, 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 2 of this Article with respect to proceedings seeking solely to enforce fights to indemnification, the Corporation 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 Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation 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 Corporation 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 1 or otherwise.

8.2.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, 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 Corporation 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 Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (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 of the claimant is proper in the circumstances nor an actual determination by the Corporation (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.

8.2.3 Nonexclusivity of Right. 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, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

8.2.4 Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit Corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation 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.

8.2.5 Indemnification of Employees and Agents of the Corporation. The Corporation 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 Corporation 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 Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE IX MISCELLANEOUS MANAGEMENT PROVISIONS

9.1 Affiliation with Other Associations. The Corporation may (but need not) affiliate with any relevant local, state, or national associations, and the Board of Directors may appoint a delegate and alternates to attend conventions of and otherwise participate in any such associations.

9.2 Expenditures.

9.2.1 Authority. No money shall be expended unless duly approved by the Board of Directors. No money shall be authorized to be expended, and no authority given to enter into any contract or obligation involving the payment of money, in the name or on behalf of the Corporation beyond the money actually on hand, except upon the decision of the majority of all members of the Board of Directors in case of emergency only.

9.2.2 Check-writing Authority. All checks drawn against the Corporation funds in an amount of \$500 or less shall be signed by the Treasurer of the Corporation. All checks drawn against the Corporation funds in an amount of \$500 or more shall be signed by the President and Treasurer, and by such other person(s) as may be designated and authorized by resolution of the Board.

9.2.3 Appropriation of Funds. The Board of Directors may, from time to time, appropriate money for the work of the Corporation, subject to the provisions of these Bylaws.

9.3 Employees. All of the employees of the Corporation are “at-will.” As a result, any employee and the Corporation are free to terminate the employment relationship at any time with or without cause, and with or without notice. In addition, compensation and other terms and conditions of employment can be terminated or modified at any time with or without notice.

This at-will relationship shall remain in effect throughout all employees’ employment with the Corporation, unless it is specifically modified by an express written agreement to the contrary, which must be authorized by a vote of no less than two-thirds (2/3) of the Board of Directors and signed by the President and the relevant employee. No other party has any authority to enter into any agreement with any employee for employment for any specified period of time or make any agreement, written or verbal, contrary to this at-will employment status.

9.4 Risk Management Cards.

All members of the Board of Directors, the Director of Coaching, Head Coaches, Assistant Coaches, Team Trainers, Team Manager, and Committee Members must obtain a valid Risk Management Card (RMA) in accordance with club and sanctioned organization rules.

9.5 Team Formation.

9.5.1 Level of Play. All teams will commit to play at the highest reasonable level of play applicable to that team's skill and ability.

9.5.2 Team Composition. The Corporation shall strive to field at least one team in each age and gender.

9.5.3 Team Formation. Teams will be selected and formed in accordance with such rules as may be prescribed from time to time by the Board of Directors.

9.6 Finances.

9.6.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

9.6.2 Fees. Fees shall be proposed by the Board of Directors and approved by the members in accordance with the procedures described above. A change to the current-year player assessment, however, may be made by the Board of Directors.

9.7 Fees; Fundraising.

All player fees and fundraising activities must be approved by the Board of Directors.

ARTICLE X ADMINISTRATIVE PROVISIONS

10.1 Principal Place of Business.

The principal office of the Corporation shall be at a location within the State of Washington to be chosen by the Board of Directors.

10.2 Books and Records.

The Corporation shall keep copies of the following documents at its principal place of business: (1) its current Articles of Incorporation and Bylaws; (2) correct and adequate records of accounts and finances; (3) minutes of the proceedings of Membership Meetings and Board Meetings, to the extent such minutes are prepared and circulated; (4) any minutes which may be maintained by committees of the Board; (5) records of the name and

address of each Member and Director; and (6) such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any Member of at least three months' standing.

10.3 Financial Statements.

An unaudited financial statement shall be prepared annually by an outside accounting firm and an audit, together with an audited financial statement, shall be prepared as may be required by the Board of Directors.

ARTICLE XI GENERAL PROVISIONS

11.1 Amendment of Bylaws.

The bylaws of the Corporation may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting; provided, that the proposed amendment shall be set forth in full in a written notice of or call for such meeting sent to all members at least twenty (20) days prior to the date of the meeting.

11.2 Notices.

a. Generally.

All notices, requests, demands, or other communications which are required or may be given pursuant to the terms of these Bylaws shall be in writing and shall be deemed to have been duly given (i) on the date of delivery if personally delivered by hand, (ii) upon the third day after such notice is (a) deposited in the United States mail, if mailed by registered or certified mail, postage prepaid, return receipt requested, or (b) sent by a nationally recognized overnight express courier, (iii) by facsimile upon written confirmation (other than the automatic confirmation that is received from the recipient's facsimile machine) of receipt by the recipient of such notice; or (iv) immediately upon transmission to the e-mail address provided by the recipient pursuant to such recipient's consent to receive electronic notice.

b. Notice by Electronic Transmission.

Any notice required under these Bylaws may be accomplished through an electronic transmission. Provided, such notice is effective only with respect to those who have consented, in the form of a written or electronic transmission, to receive electronically transmitted notices. A director or member who consents to receipt of electronically transmitted notices must designate in a written or electronic transmission the message format accessible to the recipient and the address, location, or system to which these notices may be electronically transmitted.

The consent of any director or member is revoked if the Corporation is unable to electronically transmit two consecutive notices in accordance with the consent, and this

inability becomes known to the Executive Director or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

11.3 Interpretation.

The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever in this Agreement the context so suggest, references to the masculine shall be deemed to include the feminine, and vice versa; references to the singular shall be deemed to include the plural, and vice versa; references to “it” or “its” shall include where appropriate he or his, she or her, and they or their; and references to ‘or’ shall be deemed to be disjunctive but not necessarily exclusive.

11.4 Severability.

If any term or other provision of these Bylaws is found to be invalid, illegal or incapable of being enforced by any rule of law or public policy, all other provisions of these Bylaws shall nevertheless remain in full force and effect.

Adopted this ____ day of _____, 20____.

By: _____
Name:
Secretary