



**AMENDED AND RESTATED BYLAWS OF
Sound Football Club**

**ARTICLE I
NAME, PURPOSE AND OFFICE**

Section 1.01. Name. The name of the corporation is Sound Football Club (hereinafter "the Club"). The Club may also do business as. Sound FC.

Section 1.02. Purpose. The Club is organized as a Washington nonprofit corporation to operate exclusively for charitable and educational purposes without regard to race, creed, color, gender, sexual orientation, national or ethnic origin, or any other characteristic protected by law. More specifically, the Club is organized to provide a community in which boys and girls learn and play soccer and develop strong minds, strong bodies, and strong skills that inspire lifelong success, on and off the field.

Section 1.03. Exercise of Powers. The Club shall exercise its purposes and powers exclusively for charitable and educational purposes in such manner that:

- (a) The Club shall continue to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, (the "Code") or any successor provision;
- (b) contributions to the Club shall be deductible under section 170(c)(2) of the Code or any successor provision;
- (c) no substantial part of the Club's activities will be carrying on of propaganda, or otherwise attempting to influence legislation except as permitted to exempt organizations under Section 501(c)(3) of the Code or any successor provision; and
- (d) The Club shall not participate in, 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 provision of these Bylaws, the Club shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any successor provision, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 1.04. Principal Office. The principal office of the Club shall be located within the State of Washington, at such place as the Board of Directors may designate from time to time. In no event, however, shall the location of the Club's offices be in any county other than Snohomish and King Counties unless otherwise adopted by resolution of the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 2.01. Eligibility. The members of the Club are youth soccer teams (hereinafter "Member" or "Members") from the time they are established and registered with the Club at the completion of tryouts each year until the end of the Washington Youth Soccer (WYS) State Cup for that team.

Section 2.02. Rights of Members. Any Member shall be entitled to retain its membership so long as it remains registered with the Club and is otherwise in good standing with the Club. The Board of Directors may define good standing but shall always maintain the sole and exclusive right to determine whether a Member is in good standing with the Club. All Members that are in good standing with the Club shall be entitled to full participation in all Club activities and shall be, in all respects, possessed of the rights and benefits associated with membership.



Individual players, coaches, trainers, managers, administrators and officials are members of the Washington Youth Soccer through their association with said member organizations or with WYS committees, or as elected officers of WYS.

Section 2.03. Duties of Members. All Members of the Club are required to comply with Club policies and abide by the rules set forth for membership by the United States Soccer Federation, United States Youth Soccer Association, WYS, and any applicable local soccer association.

Section 2.04. Powers of Members. The Members shall meet annually to elect the Directors of the Club and to take other actions scheduled for the annual meeting or as provided by law. All other powers of the Club shall be vested in the Directors.

Section 2.05. Annual Meeting. The annual meeting of the Club and its Members shall be held in the month of June of each year and at such time and place as the Board of Directors shall designate. The annual meeting shall be open to Members, coaches, trainers, employees, managers and administrators, parents and guardians, and players who have attained the age 18, all who shall have a reasonable right to speak on issues presented for a vote to the Members. The annual meeting will be held to:

- (a) elect the Directors of the Club;
- (b) vote on amendments to the Articles of Incorporation or Bylaws, if recommended by the Board of Directors or set forth in a written request signed by at least twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than seven (7) days before the annual meeting; and
- (c) vote on any other business that is recommended by the Board of Directors or set forth in a written request signed by at least twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than seven (7) days before the annual meeting.



Section 2.06. Order of Business. The recommended Order of Business of the annual meeting is as follows:

- (a) Roll Call
- (b) Minutes
- (c) Officers Reports
- (d) Unfinished Business
- (e) New Business
- (f) Proposed Amendments to the Bylaws
- (g) Proposed Resolutions
- (h) Election of Directors
- (i) Adjournment

Section 2.07. Representatives of Members. At least fourteen (14) days prior to the Annual Meeting, each Member shall select two (primary and alternate) team representatives. The primary team representative shall have the right to act and vote for the Member. If the primary team representative is unavailable, the alternate team representative may exercise these rights.

Coaches may not be team representatives and no individual may serve as a team representative for more than one Member. For each Member, players who have attained the age of 18 and the family (parents or guardians, who shall collectively have a single vote) of players who have not yet attained the age of 18 shall vote for the primary and alternate team representatives. At least ten (10) days before the Annual Meeting, the head coach or manager of each Member shall provide the Secretary with the names, addresses, and telephone numbers for the team representatives. Each Member shall be entitled to one (1) vote on every issue presented for vote to the membership and that vote may be cast by the primary or alternate team representative.

Section 2.08. Quorum, Adjournment. To constitute a quorum for the transaction of business at any annual or special meeting of the Members, a simple majority of the Members in good standing must be present for the roll call.



Section 2.09. Proxies. There shall be no proxies recognized at any annual or special meeting of the Members.

Section 2.10. Special Meetings of Members. Special meetings of the Members for any purpose or purposes unless otherwise prescribed by statute may be called by the President, acting President, a majority vote of the Board of Directors, or by the Members if set forth in a written request signed by at least twenty percent (20%) of the Members and delivered to the President or Secretary of the Club no later than thirty (30) days before the specified date. To the extent practicable, special meetings will be open to Members, coaches, trainers, employees, managers and administrators, parents and guardians, and players who have attained the age 18, all who shall have a reasonable right to speak on issues presented for a vote to the Members.

Section 2.11. Place of Meetings. The meetings, annual or special, of the Members shall be held at such place as shall be designated by the Board of Directors, or in the absence of such a designation, at the principal office of the Club. The location of any meeting shall be posted on the Club website at least ten (10) days prior to the meeting.

Section 2.12. Notice of Meetings. Written or printed notice stating the date, time and place of a meeting of Members and, in the case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be given by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each Member of record entitled to notice of or to vote at such meeting, not less than ten (10) days and not more than fifty (50) days before the meeting, except that notice of the Annual Meeting or a meeting to act on a plan of merger, a proposed sale, lease, exchange or other disposition of all or substantially all of the assets of the Club other than in the usual course of business, or the dissolution of the Club shall be given not less than twenty-one (21) days and not more than fifty (50) days before the meeting. Such notice shall be effective upon dispatch if sent to the address or other number for each Member's primary team representative appearing on the records of the Club. Notice may also be given by telephone contact with a Member's primary team representative or by confirmed e-mail to that representative. An affidavit of the Secretary of the Club that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.



Section 2.13. Waiver of Notice. A Member may waive any notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, whether before or after the date and time stated therein. Such waiver shall be in writing.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. Authority of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be managed under the direction of, the Board of Directors ("Board"), except as may be otherwise provided in these Bylaws, the Articles of Incorporation, or the Washington Nonprofit Corporation Act.

Section 3.02. Number of Directors. The number of Directors of the Club shall be fixed by resolution of the Board of Directors. The number of Directors may be changed by amendment to these Bylaws, but no decrease in the number of Directors shall have the effect of removing any Director before his or her term of office expires.

Section 3.03. Nomination, Election, and Tenure of Directors. Upon adoption of these Amended and Restated Bylaws and each year thereafter, the Nominating Committee (defined in 6.01) shall prepare a list of candidates to fill open positions (as specified in section 3.05) at the upcoming election. The list shall include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board. The Nominating Committee shall notify nominees at least thirty days prior to the election date. Nominees must submit a nomination packet, which includes a resume, a statement of function, and written acceptance of their nomination to the Nominating Committee at least twenty days prior to the election date. The Nominating Committee shall post on the Club website or otherwise publish the list and nomination packets of candidates for election at least fifteen days before the election date. Directors shall be elected to fill open positions (as noted in section 3.05) at the annual meeting by the membership of the Club. Individuals nominated for each Officer/Director position shall be considered or listed on the ballot separately. Each Member may cast one vote for each Officer/Director position.



Individuals nominated for Director-at-Large positions shall be considered and listed collectively, regardless of the number of open positions. Each Member may cast the same number of votes as there are open Director-at-Large positions. Cumulative voting shall not be allowed. Those individuals receiving the greatest number of votes, whether a majority or plurality, at the annual meeting shall be elected to the Board of Directors. The term of a Director so elected shall become open for election as set forth in section 3.05 and shall expire upon the election of his or her successor. Upon request of an incoming Director, the corresponding outgoing Director shall assist his or her successor for a period not to exceed forty-five (45) days, in order to assure a smooth transition.

Section 3.04. Board of Directors. The elected Directors of the Club shall be the following:

- (a) President, who shall not be entitled to vote except in the event of a tie;
- (b) Vice President, as a voting member;
- (c) Secretary, as a voting member;
- (d) Treasurer, as a voting member; and
- (e) An even count of Directors, with a minimum of four (4), who are not officers ("Directors-at-Large"), as voting members.

Section 3.05. Terms of Office. The term of office for each Director shall be two (2) years. The terms shall be staggered so that there is continuity on the Board of Directors and positions will become open as follows:

- (a) Odd years: President, Secretary and half the seats of Directors-at-Large; and
- (b) Even years: Vice President, Treasurer and half the seats of Directors-at-Large.

Once an Officer (President, Vice President, Secretary, and Treasurer) has been approved by a majority vote of the Members, officers shall assume their official duties on July 1 and serve for a term of two years (24 months). An officer voted into position by the Members shall not be eligible to serve more than one term in the same office. No officer shall hold more than one (1) office at a time.



Section 3.06. Vacancies. A vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his or her term, shall be filled by election of the remaining Directors. A Director selected to complete an unexpired term shall serve for the remainder of his or her predecessor's term.

Section 3.07. Removal. Any Director may be removed from office, with or without cause, by a written statement of removal signed by at least sixty percent (60%) of the Directors in office or Members in good standing.

Section 3.08. Compensation. No Director of the Club shall receive, directly or indirectly, any salary, compensation, or fee in his or her capacity as a Director.

Section 3.09. Other Agents. The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. The Club's Executive Director, who is not elected, shall serve as a non-voting advisor to the Board of Directors. The Executive Director, whose primary duty is to manage the Club's day-to-day affairs, is appointed by the Board rather than elected by the Members and serves as a non-voting advisor to the Board.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 4.01. Place of Meetings. Meetings of the Board of Directors shall be held at such places as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may specify.

Section 4.02. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a written demand signed by a majority of the Directors in office. The notice of



special meetings of the Board of Directors stating the date, time and place there of shall be given at least ten (10) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the Director's address, telephone number, or other number appearing on the records of the Club. Notice via e-mail is effective upon confirmation of receipt by the e-mail recipient. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Club. The business to be transacted at, and the purpose of, any special meeting of the Board of Directors shall be specified in the notice of such meeting. The time and place of special meetings of the Board of Directors should be posted on the Club website when practicable.

Section 4.03. Waiver of Notice of Special Meetings. Any Director may waive notice of any meeting at any time. Whenever any notice is required to be given to any Director of the Club pursuant to applicable law, a waiver thereof in writing signed by the Director, entitled to notice, shall be deemed equivalent to the giving of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of the 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 convened.

Section 4.04. Quorum, Adjournment. To constitute a quorum for the transaction of business at any meeting of the Board of Directors, two (2) officers and a simple majority of all the Directors in office (excluding vacancies) must be present at the time of any transaction or vote.

Section 4.05. Majority Vote; Voting. The acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board. The President may vote only in the event of a tie. Each Director is entitled to one vote and may not carry any proxy.

Section 4.06. Participation by Conference Web or Telephone. Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any



means of communication by which all Directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

Section 4.07. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Club immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.08. Action by Board Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed, either before or after the action taken, by a majority of all of the Directors entitled to vote with respect to the subject matter thereof. Action taken by written consent is effective when the last Director required signs the consent, unless the consent specifies a later effective date.

Section 4.9. Open Meetings. Meetings of the Board of Directors shall be open to the Members except that the Board of Directors, as the case demands, may, upon a majority vote of those Directors present at the meeting, meet in closed session to discuss items deemed confidential in nature, such as but not limited to, personnel matters, pending or potential litigation, disciplinary matters, ethical matters or removal of a Director. To the extent practicable, the Board should allow Members to participate in special, internet or telephonic meetings.



ARTICLE V

DUTIES OF DIRECTORS

Section 5.01. President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Exercise general supervision over the affairs of the Club;
- (c) Keep the Board of Directors fully informed, and freely consult with them concerning the activities of the Club;
- (d) Sign in the name of the Club (as one of two required signatures) for all contracts authorized either generally or specifically by the Board;
- (e) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.
- (f) Sit on the Executive Committee

Section 5.02. Vice President. The Vice President shall:

- (a) Perform the duties of the President, as requested by the President, in the event of the President's absence;
- (b) Perform all duties of the President until the President position is filled in the event of the President's resignation, removal or inability to perform his or her duties; and
- (c) Exercise such other powers and duties as the President or the Board of Directors from time to time may assign to him or her.
- (d) Sit on Executive Committee

Section 5.04. Treasurer. The Treasurer shall

- (a) Ensure the appropriate segregation of duties of the custody of all funds and securities of the Club, as well as accurate and complete records of the Club's funds and securities
- (b) Ensure a full and accurate accounting of the receipts and disbursements of the Club.
- (c) Ensure preparation of the Club's annual budget, as the Board of Directors may require.
- (d) Ensure the deposit of all monies and other valuable effects of the Club in the name and to the credit of the Club in such banks or depositories as the Board of Directors may designate.



- (e) Ensure preparation of a statement of accounts and of the Club's financial condition, in such form as the Board of Directors may require at least quarterly, or otherwise whenever the Board may request.
- (f) Exhibit a summary, upon request, of the financials of the Club to any interested person(s)
- (g) Sit on Executive Committee

Section 5.05. Directors-at-Large. The Directors-at-Large shall chair and/or oversee various committees (*e.g.*, a Nominating Committee), as may be established by the Board of Directors, may be appointed as Vice-Presidents of the Club for particular purposes, and may perform such other duties (*e.g.*, as Club Registrar) as shall from time to time be assigned to them by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 6.01. Formation. Standing committees shall be a Nominating Committee and Executive Committee. The Board of Directors may create such other Committees as the Board desires to satisfy the needs of the Club. The Nominating Committee shall manage the nomination of candidates for the Board of Directors. The Executive Committee shall oversee performance evaluation and contract review and revision for the Executive Director of the Club, along with other duties as appointed/agreed by the Board of Directors.

Section 6.02. Members. The Nominating Committee shall include two Board representatives, two coaching representatives appointed by the Executive Director, and such other members as agreed between these representatives. The Executive Committee shall include the Officers of the Club (President, Vice President, Secretary and Treasurer). With the exception of the Executive Committee and the two coaching representatives on the Nominating Committee, the members of each Committee shall be appointed by the Board and shall serve at the discretion of the Board. The members of each Committee may, but need not, be chosen from among the members of the Board of Directors. Each committee shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as apply to the Board of Directors.



Section 6.03. Reports. Each Committee shall report to the Board in such form and at such times as the Board may require.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Club shall be from April 1 to March 31, or such other fiscal year as may be determined by resolution adopted by the Board of Directors.

Section 7.02. Checks, Drafts. All orders for the payment of money, obligations, bills of exchange and insurance certificates greater than \$5,000 are required to have dual (2) signatures of authorization from both the Treasurer and the Executive Director. In the event that one is unable to perform this responsibility, the President may be the second signer. In addition, transactions under the amount of \$5,000 should be primarily signed by the Executive Director. In the event the Executive Director is unable to perform this responsibility, the President or Treasurer may be the signer.

Section 7.03. Insurance. The Club may purchase and maintain insurance on behalf of itself or any person who is or was a Director, officer or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

Section 7.04. Logo Restrictions. The Club logo shall be protected by trademark regulations, and no outside organization, business or person shall be allowed to use the logo without the express written approval of the Board of Directors. The Club logo, or any other form of expressing approval or endorsement, shall not be used for programs or projects that are unsafe, discriminatory, or inconsistent with the fundamental policies outlined in the Club Bylaws.



ARTICLE VIII
RULES OF PROCEDURE

The rules of procedure at meetings of the Board, meetings of the Members and committee meetings 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 Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE IX
COPIES OF RESOLUTIONS

Any person dealing with the Club may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when such records are certified by the President or Secretary.

ARTICLE X
DISPUTE RESOLUTION

Section 10.01. The Club will provide equitable and prompt hearing of grievances by its Members, including grievances involving the right to participate in activities sponsored by the Club. Hearings must be requested in writing to the President.

Section 10.02. Decisions of the Club may be appealed in accordance with the WYS Bylaws if the matter at hand involves a team or player registered, or wishing to be registered, with WYS. WYS, through its duly authorized committees or otherwise as set forth in the WYS Bylaws, shall have jurisdiction in such matters to approve, modify or reverse a decision of the Club.

Section 10.03. No Member may invoke the aid of the courts in the United States or the State of Washington or any other State without first exhausting all available remedies within the USSF and its member organizations, as provided within the United States Soccer Federation Bylaws.



Section 10.04. For a violation of Section 10.03, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its Members in defending each court action, including but not limited to court costs, attorney's fees, reasonable compensation for time spent by Members in responding to and defending against allegations in the action, including responses to discovery and court appearances; travel expenses; and expenses for holding special Board meetings necessitated by the court action.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Members present at the Annual Meeting, or at a Special Meeting, called according to the procedures set forth in Article II of these Bylaws. Any amended Bylaws shall be promptly sent to the WSYSA.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of Sound Football Club have been duly adopted by the current Members of the Club on June 27th, 2019.

IN WITNESS WHEREOF, the undersigned, duly and acting Secretary of the Club, has signed this Certificate dated _____, 2019.

Secretary