

**AMENDED AND RESTATED BYLAWS
OF
NORTHWEST NATIONALS SELECT SOCCER CLUB**

**ARTICLE I
NAME, PURPOSE AND OFFICE**

Section 1.01. Name. The name of the corporation is Northwest Nationals Select Soccer Club (hereinafter "the Club"). The Club may also do business as Northwest Nationals Premier Soccer Club.

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, national or ethnic origin, or any other characteristic protected by law. More specifically, the Club is organized to:

- (a) Provide boy and girl youth players, typically ages U-10 through U-19, with the opportunity to learn and play competitive soccer within the atmosphere of healthy and productive competition, respect, fun, training and to develop a love of the game;
- (b) Teach, govern and promote soccer at all levels of the sport;
- (c) Encourage respect for team members, opposing players, coaches and referees;
- (d) Attempt to instill a healthy understanding of and respect for the rules of the game, fair play and good sportsmanship;
- (e) Develop leadership, physical fitness, training, and clinics for the benefit of the Club's teams, the Club's players, and the community in general; and
- (f) Promote the education of children by providing a format for educational opportunities and encouraging interaction and cultural exchanges between young people of Washington and other regions of the United States and the world.

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 County 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 from the time they are established and registered with the Club at the completion of tryouts each year until the end of State Cup for that team (hereinafter "Member" or "Members").

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 Washington Youth Soccer ("WYS") 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. With the exception of the meeting that will follow adoption of these Amended and Restated Bylaws, the annual meeting of the Club and its Members shall be held in the third week 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 sixty (60) 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 sixty (60) 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 from time to time by resolution of the Board of Directors. The number of Directors may be changed from time to time 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 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) Eight (8) Directors who are not officers (“Directors-at-Large”), as voting members.

Section 3.05. Terms of Office. Except for initial appointments, 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. The terms of office shall be staggered and positions will become open as follows:

- (a) Odd years: President, Secretary and four (4) Directors-at-Large; and
- (b) Even years: Vice President, Treasurer and four (4) Directors-at-Large.

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 Technical Director, who is not elected, shall serve as a non-voting advisor to the Board of Directors.

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. Annual and Other Regular Meetings. An annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after and at the same place as the annual meeting of Members. The Board of Directors may specify by resolution the time and place within the State of Washington for holding any other regular meetings of the Board of Directors. The time and location of regular meetings of the Board of Directors shall be posted on the Club website.

Section 4.03. 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. Notice of special meetings of the Board of Directors stating the date, time and place thereof 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 4.04. 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 4.05. 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 4.06. 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 4.07. Participation by Conference 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 4.08. 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 4.09. 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 4.10. 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 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 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.

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.

Section 5.03. Secretary. The Secretary shall:

- (a) Act as secretary at all meetings of the Club and Board of Directors;

- (b) Keep the minutes of such meetings in the books proper for that purpose and provide copies of such minutes to the Board of Directors;
- (c) Attend to the giving and serving of all notices of the Club;
- (d) Perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors; and
- (e) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 5.04. Treasurer. The Treasurer shall:

- (a) Have the custody of all funds and securities of the Club, which may come into his or her possession or control;
- (b) Keep or cause to be kept full and accurate accounts of receipts and disbursements of the Club;
- (c) Prepare an annual budget for the Club in such form and detail as the Board of Directors may require;
- (d) Deposit all moneys 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) Render to the Board of Directors a statement of accounts and of the Club's financial condition, in such form as the Board of Directors may require at least quarterly, and whenever the Board may require;
- (f) Present a full report at the annual meeting of the Club and such other reports as the Board of Directors shall request;
- (g) At all reasonable times exhibit the books and accounts of the Club to any Director of the Club;
- (h) Submit all required financial reports to WYS and regional or local associations; and
- (i) Perform such other duties incident to the position of Treasurer as shall from time to time be assigned to him or her by the Board of Directors.

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 Registration Committee. The Board of Directors may, from time to time, create such other Committees as the Board desires to satisfy the needs of the Club.

Section 6.02. Members. The Nominating Committee shall include two Board representatives, two coaching representatives appointed by the Technical Director, and such other members as agreed between these representatives. The Board shall appoint a Director-at-Large to serve as Club Registrar and to oversee the Registration Committee. With the exception of the two coaching representatives on the Nominating Committee, the members of each Committee shall be appointed by the Board, and shall serve at the pleasure 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 June 1 to May 31, or such other fiscal year as may be determined by resolution adopted by the Board of Directors.

Section 7.02. Checks, Drafts. All checks, orders for the payment of money, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President or Treasurer.

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 the Board of Directors, except that the Board may not amend or repeal any Bylaw that the Members have expressly provided, in amending or repealing such Bylaw, may not be amended or repealed by the Board. The Members may also alter, amend and repeal these Bylaws or adopt

new Bylaws. All Bylaws made and adopted by the Board may be amended, repealed, altered or modified by the Members at the next annual meeting of Members following such action, without further notice than this Bylaw. Any amended Bylaws shall be promptly sent to WYS.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of Northwest Nationals Select Soccer Club have been duly adopted by the current Members of the Club on _____, 2009.

IN WITNESS WHEREOF, the undersigned, duly and acting Secretary of the Club, has signed this Certificate dated _____, 2009.

Secretary