

**AMENDED AND RESTATED BYLAWS
OF
ISSAQUAH SOCCER CLUB**

Adopted as of September 12, 2016.

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ARTICLE I

ORGANIZATION

Section 1 – Name The identification of this organization shall be the Issaquah Soccer Club, hereinafter referred to as “ISC.” ISC is a nonprofit organization, under Section 501 of the Internal Revenue Code, existing under the laws of the State of Washington.

Section 2 – Jurisdiction ISC shall have as its geography of operations territory the Issaquah School District #411 and any other areas determined by the Board.

ARTICLE II

PURPOSE

Section 1 – Mission The mission of ISC is to provide a quality program that fosters a love of soccer, and growth and development for youth of all skill levels in our community. In carrying out its mission, ISC has as its objective:

- a) to provide programs that are enjoyable and rewarding for the participants;
- b) to teach and promote the game of soccer;
- c) to encourage courtesy, proper conduct and respect for players, officials, coaches and spectators;
- d) to promote sportsmanship and develop leadership;
- e) to develop physical fitness and mental alertness.

ARTICLE III

MEMBERS

Section 1 – General Members The members of ISC shall consist of:

- a) properly registered players and their parents or guardians;
- b) coaches of ISC teams;
- c) referees employed by ISC;
- d) ISC elected and appointed Directors;
- e) ISC administrators;
- f) ISC employees.

Members of ISC subscribe to the mission of ISC and agree to abide by its Bylaws, rules of competition, guidelines, policies and procedures.

Section 2 – Voting Members Each family with a registered recreational, select or premier player or players will be a Voting Member of ISC. In addition, any Director who does not have a registered player shall also be a Voting Member. Voting Members shall have only one

(1) vote in ISC matters requiring a vote, regardless of the number of registered players in the family.

Section 3 – Authority The authority of ISC shall be vested in its Voting Members. The Voting Members will exercise their authority annually by electing the Board of Directors to manage ISC.

Section 4 – Record Date The record date to determine the members entitled to notice of a members’ meeting, to vote, or to take any other lawful action, will be not more than 90 days before the day that notice of the Annual General Meeting is first posted or otherwise transmitted to members.

ARTICLE IV

OFFICERS

Section 1 – Officers ISC shall have the following officers: a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provisions of these Amended and Restated Bylaws. Such officers who are elected or appointed by the Board of Directors shall have such authority and perform such duties as are designated from time to time by the Board of Directors. The same person may hold one or more offices, except for the offices of President and Secretary.

Section 2 – Election and Term of Office

2.1 Qualification Any person who is a Director may serve as an officer of ISC.

2.2. Election Officers shall be elected from the ranks of the currently serving Directors by a majority vote of the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. Each of ISC’s officers shall hold office until such officer’s successor shall be elected or appointed. At any meeting thereof, the Board of Directors may create such new offices and elect such new officers as they deem appropriate. Officers shall serve terms of one (1) year and shall assume office immediately.

2.3 Reelection Outgoing officers are eligible for re-election provided that no officer may hold any one officer position for more than four years with a two-year gap before serving in the same officer position.

Section 3 -- Vacancies Any office or Board position of ISC which becomes vacant prior to the expiration of the normal term thereof for any reason, including but not limited to, resignation, removal, disqualification, or death, may be filled by the Board of Directors for the unexpired portion of such normal term.

Section 4 – Administrative Officer and/or Executive Director The Board of Directors may appoint an administrative officer and/or Executive Director to oversee the daily activities of the organization. The administrative officer and/or Executive Director is a non-voting member of the Board.

Section 5 – Duties of Office

5.1 President The President is responsible for ensuring that the Board of Directors: are aware of and fulfill their governance responsibilities; comply with bylaws, policies, rules and regulations of ISC; conduct board business effectively and efficiently; are accountable for their performance. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law. In order to fulfill these responsibilities, and subject to the Bylaws, the President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers; proposes the creation of committees; and performs other duties as the need arises and/or as defined in the bylaws. The President may delegate specific duties to the Executive Director, Board members and/or committees as appropriate.

5.2 Vice President The Vice President shall: assume the duties of the President when he/she is absent; and in general perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.3 Secretary The Secretary shall: keep the minutes of meetings of the Board of Directors and minutes which may be maintained by committees of the Board of Directors; in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.4 Treasurer The Treasurer shall: keep record of the organization's budget and prepare financial reports as needed; have responsibility for oversight of all funds and securities of ISC as outlined in ISC's financial policies and procedures; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.5 Administrative Officer and/or Executive Director The Administrative Officer and/or Executive Director ("ED") is responsible for managing the daily activities of ISC. The specific duties shall be outlined in a formal job description and approved by the Board of Directors.

Section 6 – Compensation Directors shall receive no compensation for their service as Officers or Directors but may receive reimbursement for expenditures incurred on behalf of ISC; provided, however, that any such Director seeking reimbursement provides documentation of the expenditure and has received prior approval for the expenditure.

ARTICLE V

MEETINGS

Section 1 – Board Meetings

1.1 General Unless otherwise determined by the Board, the Board of Directors shall meet monthly, typically the second Tuesday of the month. The President of ISC shall serve as chairperson at all Board meetings. Board meetings are open to all members of ISC. Any member wishing to address the Board in person shall first notify the Secretary two weeks in advance of the next scheduled meeting.

1.2 Voting In absence of a quorum as defined in Article VI, Section 4, no formal action shall be taken. Passage of a motion requires a simple majority (one more than half the Board members present).

1.3 Telephone Meetings Board of Directors or Board of Directors committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a director in a meeting pursuant to this Section 1.3 shall constitute presence in person at such meeting.

1.4 Waiver of Notice Whenever the giving of any notice to Directors is required by applicable law, the Articles of Incorporation or these Bylaws, a waiver thereof, given by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board of Directors or committee meeting need be specified in any waiver of notice.

1.5 Special Board Meetings Special Board meetings may be held during the year as required. These meetings as well as other informal Board meetings may be called at the direction of the President of ISC or any two Board members. Two-thirds of the elected Board members must be present to conduct business at such meetings. The order of business shall generally be the same as a monthly Board Meeting.

1.6 Action Without Meeting Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee in accordance with applicable law.

Section 2 – Annual General Meeting

2.1 General The annual general meeting (“AGM”) of the Members, for the purpose of electing Directors, for the transaction of such other business as may properly come before the meeting, and for the purpose of voting on such matters that require a vote of Members shall normally take place in the fall of each calendar year or at such time during the year that the Board may decide what would be in the best interests of ISC to ensure maximum member participation. Notification of the AGM should be made thirty (30) days prior to such meeting. The President of ISC shall serve as chairperson at the AGM.

2.2 Election of Directors Notification for Board positions shall be made sixty (60) days in advance of the AGM. All interested Board candidates are required to submit a written notification to the ISC Board, or individual(s) designated by the Board, at least 30 days prior to the election date at the AGM. Such written notification shall include their intent and interest in the Board along with a summary of qualifications. Candidates to the Board receiving the highest vote totals will be seated into the open positions. (ie., if there are seven open positions, then candidates receiving the top seven vote totals would be placed into the seven vacant seats). New members elected to the Board shall be seated at the next scheduled Board meeting following the AGM

2.3 Election Years The odd number Directors positions (i.e. positions 1, 3, 5, 7, 9, 11, and 13) shall be up for election in odd numbered years. The even number Directors positions (i.e. position 2, 4, 6, 8, 10, 12 and 14) shall be up for election in even numbered years.

2.4 Quorum Unless otherwise required by law, at each meeting of the members, one percent (1%) in voting power of the members of ISC entitled to vote at a meeting, present in person, shall constitute a quorum. If, however, such quorum shall not be present at any meeting of the members, the members entitled to vote thereat, present in person, shall have power to adjourn the meeting from time to time until a quorum shall be present. A quorum, once established, shall not be broken by the subsequent withdrawal of enough votes to leave less than a quorum. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 – Composition of Board The Board of Directors (the “Board”) will be comprised of up to fourteen (14) elected Directors and one (1) appointed administrative officer. The number of Directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws and as required to best support ISC’s mission. Members of the Board may be removed for Cause by a vote of 2/3rds of all current Board members; the Board member being considered for removal shall not have a vote and shall not be considered in calculating the 2/3rds majority.

Section 2 – Authority The Board of Directors shall have the authority and responsibility to conduct all ISC business functions, enforce the Bylaws, and represent the

organization in all matters related to ISC. This includes all FIFA, USSF Programs i.e. US Futsal, and US Club.

Section 3 – Attendance Members of the Board are expected to attend meetings as outlined in Article V. Any Director absent, without cause, from three (3) consecutive monthly Board or Committee meetings or who willingly neglects his/her duties to ISC can be deemed to have forfeited his/her position. A two-thirds (2/3) vote of the Directors is required to declare a position forfeited.

Section 4 – Quorum A simple majority of elected or appointed Board Members shall be required to conduct business.

Section 5 – Conflict of Interest A Board member shall not enter into any business transactions with any ownership, possessory, security or other pecuniary interest adverse to interests of ISC. Any member of the Board is considered to have a conflict of interest if he or she has a direct, indirect or perceived financial, personal, or official interest in any matter pending before the Board. A conflict of interest may exist even if the Director will receive no financial or tangible benefit from the transaction. A Director is considered to have a conflict of interest if he or she or a related person is a party to the transaction or the Director has a beneficial financial interest in, or so closely linked to, the transaction and the transaction is of such financial significance to the Director or a related person that the interest would reasonably be expected to exert an influence on the Director's judgment if the Director were called upon to vote on the transaction. In addition, a Director is considered to have a conflict of interest in a proposed transaction between ISC and another person or entity if any of the following relationships exist: (i) the Director or a "person related to the Director" is a Director, officer, employee, general partner or agent of the other party, (ii) the Director controls, directly or indirectly, the other party, (iii) the other party is an employee, partner, principal or agent of the Director, or (iv) the other party is related to the Director. A person is considered to be related to a Director if the person bears any of the following relationships to the Director: (a) spouse, domestic partner, child, grandchild, parent, grandparent, sibling of the Director; (b) spouse, domestic partner, child, grandchild, parent, grandparent, or sibling of any of the persons described in (a); (c) a person sharing a residence with the Director; (d) a trust or estate of which the Director is a substantial beneficiary; and (e) a trust, estate, incompetent, conservatee, or minor of which the Director is a fiduciary.

5.1 Disclosure A Director shall disclose to the Board any conflict of interest with respect to a matter coming before the Board or a Board committee. The Director shall disclose (a) the existence and nature of the Director's conflicting interest and (b) all facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction. The transaction may be authorized by the Board if the Board determines, in its sole discretion, that the transaction is fair to ISC.

5.2 Recusal A Director or officer who has a conflict of interest shall not participate in the discussion of or deliberations on the matter nor vote on the matter; provided that the officer or Director may answer questions asked by other Directors. The Board shall reserve the right to request that such member vacate his/her Board seat permanently if such conflict is deemed to

impair the ability of the Board to govern or otherwise administer the business of the club according to its charter and Bylaws.

5.3 Approval of Conflict of Interest Transactions Any transaction or matter in which a Director has a conflict of interest may be approved only by a majority of, and no fewer than two, disinterested Directors; provided that a vote to approve a transaction shall not be invalid due to a failure to follow the terms of this policy if the transaction is fair to ISC.

5.4 Minutes The minutes of a Board or committee meeting shall reflect the disclosure of any conflict of interest by a Director or officer.

Section 6 – Vacancies Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by action of the Board of Directors or if the remaining Directors do not constitute a quorum, by the affirmative vote of a majority of the remaining Directors, at any regular or special meeting. A Director elected to fill a vacancy will serve for the unexpired term of the Director’s predecessor in office, subject to prior death, resignation or removal.

ARTICLE VII

COMMITTEES

Section 1 – Standing and Special Committees

1.1 Authorization The Board may authorize the formation of either a “standing committee,” appointed for a definite time as a session or a year; or a “special committee,” appointed for a special purpose. Authorization for formation of such committees (or the reduction or elimination of previously formed committees) shall occur at the first meeting of the Board of Directors following the AGM or at such other time as determined by the Board.

1.2 Appointment Once a committee is authorized by the Board, the Board shall appoint members to the committee, consisting of at least one Director and may include non-Board members.

1.3 Committee Chair Unless the President has appointed a committee Chair, the committee, by a majority of its number, may elect a Chair.

1.4 Duties of the Chair It is the duty of the Chair to call the committee together, but, if he/she is absent, or neglects or declines to call a meeting of the committee it is the duty of the committee to meet on the call of any two of its members. The Chair shall take minutes of all meetings and report all findings to the Secretary of the Board. The frequency of the reports shall be established by the Board. The Chair may be called, on occasion, to attend the monthly Board of Director’s meeting.

Section 2 – Executive Committee

2.1 Composition The Executive Committee shall consist of the officers of ISC as set forth in Article IV, Section 1.

2.2 Authority The purpose of the Executive Committee is to review and recommend changes for consideration of the Board relating to direction of the affairs of ISC relating to the governance of ISC. Specifically, the Executive Committee shall serve as a sounding board for management on emerging issues, problems, and initiatives. The Executive Committee shall report to the Board at the Board’s next meeting on the nature of the discussions held during the Committee’s meetings.

The Committee is also responsible for conducting annual ED goal-setting, evaluation, and compensation review, in accordance with Board policy. The Committee should gather input from the full Board and conduct the ED evaluation process in a manner that promotes trust and candid communication between the Board and the ED, ensures that the ED understands the Board’s expectations, and provides constructive feedback to the ED on his or her performance. The Committee shall report to the Board in sufficient detail to assure the Board that its responsibilities for executive evaluation are being fulfilled.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

ISC shall be governed by Robert’s Rules of Order, as such rules may be revised from time to time, except to the extent such rules are inconsistent with ISC’s Articles of Incorporation, these Amended and Restated Bylaws, or the Washington Nonprofit Corporation Act.

ARTICLE IX

AMENDMENTS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board.

ARTICLE X

FISCAL POLICIES

Section 1 – Fiscal Year The fiscal year of ISC shall begin on April 1 and end on March 31.

Section 2 – Audit The books and accounts of ISC shall be available for audit annually at a reasonable time after the end of its fiscal year. The President, or his delegate, shall report ISC’s financial position to the Membership at the AGM.

ARTICLE XI

RULES OF COMPETITION

ISC shall adopt rules governing registration, player placement, team organization, and competition, governing all of the member teams. Such rules shall be consistent with the rules and Bylaws of US Club Soccer. ISC shall ensure that before September 1 of each year a copy of the rules is made available to each team registered with ISC. Any changes to the rules must be adopted by the Board of Directors sufficiently in advance of the playing season so as to allow implementation.

ARTICLE XII

PROHIBITED ACTIVITIES

ISC is organized as a nonprofit corporation exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of ISC shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that ISC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws and ISC's Articles of Incorporation. No substantial part of the activities of ISC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ISC shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. ISC shall not make any loans to or guarantee the obligation of any officer or to any director of ISC. Anything contained in these Bylaws to the contrary notwithstanding, ISC shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Washington Nonprofit Corporation Act.

The undersigned, being the Secretary of ISC, hereby certifies that these Amended and Restated Bylaws are the Bylaws of Issaquah Soccer Club, adopted by resolution of the Directors effective September 12, 2016.

Thomas M. Walker