

JUNEAU SOCCER CLUB

A Nonprofit Corporation

Bylaws

Article I

Articles Of Incorporation

The name of the corporation, the object for which it is established and the nature of the business to be transacted by it, the location of its registered agent and office, and the location of its principal and other places of business shall be as set forth in the Articles of Incorporation, as from time to time amended. These Bylaws, the powers of the corporation and of its Board of Directors, and all matters concerning the conduct and regulations of the business of the corporation shall be subject to such provisions in regard thereto, if any, as set forth in such Articles of Incorporation; and such Articles of Incorporation are hereby made a part of these Bylaws.

1. This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code.
3. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.
4. If the Juneau Soccer Club elects not to continue in existence, or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.
5. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE II

Corporate Seal

The seal of the corporation, subject to alteration thereof by the Board of Directors, shall consist of a flatfaced circular die with the words and figures, "**Juneau Soccer Club**" cut or engraved thereon.

ARTICLE III

The purposes for which this corporation is organized are:

1. The promotion of soccer as a recreational sport in Juneau and Southeast Alaska.
2. The development and economic support of competitive high school sanctioned varsity level soccer teams.
3. Education and training of development and advanced soccer skills for players and coaches.
4. The corporation shall not engage in activities which are not in furtherance of one or more express purposes as specified in Section 501 (c) (3) of the Internal Revenue Code or is authorized by state law.
5. The corporation's assets shall primarily be dedicated to an exempt purpose.
6. The corporation is not organized for profit.

Membership with Juneau Soccer Club shall be open to all individuals interested in the organizational aspect of soccer. Annual membership fees will be determined by the Board of Directors. Each member family shall have one vote. For example, if there are three members of the same family residing at one common residence, that family shall be entitled to one vote. Membership shall be open to individuals of all races, creeds, ages and sex without discrimination.

ARTICLE IV

Board of Directors

Section 1. The government of the corporation and the management and control of its affairs shall be vested in a Board of Directors consisting of nine (9) members. The number of Directors shall be initially determined, and the initial Directors elected at the first meeting of the membership. The number of directors may be increased or decreased at any special or annual meeting of the membership called for that purpose.

Section 2. The initial Boards of Directors shall consist of seven (7) voting directors elected by membership, and beginning in 1998, each successor board shall consist of nine (9) members. The board will also include four (4) ex-officio, nonvoting directors to represent CBJ Parks & Recreation, CCSL, JDHS staff, and student players.

Section 3. Whenever the seat held by a director becomes vacant, by reason of death, resignation, declination, incapacity or other cause, the Board of Directors may fill the vacant position until the next annual meeting by majority vote of the Board of Directors.

Section 4. The Board of Directors shall choose from themselves a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary.

Section 5. The terms of the Directors shall be as follows: The Directors shall be elected for two-year terms. At every general membership meeting thereafter, the number of Directors for whose terms have expired shall be elected. Beginning in 1998, four

Directors will be elected in even-numbered years and five Directors will be elected in odd-numbered years.

Section 6. If a board member has three or more unexcused absences over the length of a year, the Board may, at its discretion, take a vote to remove the member.

ARTICLE V

Meeting of the Board of Directors/General membership

Section 1. Meetings of the Board of Directors of the corporation shall be held in Juneau, Alaska, unless some other place is definitely stated in the call therefor. All meetings will be conducted under Roberts Rules of Order.

Section 2. The annual meeting of the Board of Directors and general membership shall be held in the month of September in each year upon call by the Chairperson. Each member shall be notified by mail at least two (2) weeks in advance of the annual meeting.

Section 3. Special meetings of the Board of Directors shall be held at any time or place whenever called by the Chairperson or by two (2) or more Directors, upon written notice thereof being given by mail, postage prepaid, addressed to each Director at the Director's address on file with the corporation, at least five (5) days prior to the date of such meeting, such notice being given by the Secretary, the Chairperson or the Directors calling the meeting. Special meetings of the Board of Directors may be held at any time, without notice, provided that all the Directors are present or that those not present have waived notice thereof.

Section 4. Special meetings of the general membership shall be held in Juneau, Alaska, at any time or place upon the written request of twenty percent (20%) of the general membership, specifying the purpose of the meeting. Upon receipt of a verified request by twenty percent (20%) of the general membership for a special meeting, the Chairperson shall, within twenty (20) days, call a general meeting for the stated purpose.

ARTICLE VI

Quorum

Section 1. At any meeting of the Board of Directors, presence in person or by proxy of a majority of directors entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and such meetings as so adjourned may be held without further notice.

Section 2. When a quorum is present at any meeting of the Board of Directors, a majority of the quorum is necessary to decide, and except as otherwise provided by law, may decide any action or matter within the Board's authority.

ARTICLE VII

Proxies and Voting

Members of the Board of Directors entitled to vote may vote at any meeting either in person or by written proxy filed before the meeting with the Secretary. Proxies, to be valid, must be dated not more than one (1) month before the meeting named therein and no proxy shall be valid after the final adjournment of such meeting. Each member shall be entitled to one vote in respect to any matters brought before meetings of the Board of Directors.

ARTICLE VIII

Powers of the Board of Directors

The Board of Directors shall have the entire management of the business and affairs of the corporation and shall have and exercise all the powers possessed by the corporation itself, so far as such delegation of authority is not inconsistent with the laws of the State of Alaska, with the Articles of Incorporation, or with these Bylaws.

ARTICLE IX

Officers and Executive Committee of The Corporation

The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary and such other officers and agents as the directors shall appoint and elect. An Executive Committee may be appointed by the Board of Directors from its membership. An Executive Committee, if appointed, shall have as many members as the Board of Directors shall from time to time decide and shall have such powers, duties and authority as from time to time may be delegated to it by the Board of Directors.

ARTICLE X

Chairperson

The Chairperson shall be the chief executive officer of the corporation and shall, when present, preside at all meetings of the Board and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, determine.

ARTICLE XI

Vice-Chairperson

In the absence of a Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson (or in the event that the Board of Directors may appoint or elect additional Vice-Chairperson, the Vice-Chairpersons in the order of their election) shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any

Vice-Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors.

ARTICLE XII

Treasurer

The Treasurer of the Chairperson, unless some other person is thereunto specifically authorized by vote of the Board of Directors, shall sign all deeds, leases, contracts and all other instruments to be executed on behalf of the corporation. The Treasurer shall have the care and custody of the funds of the corporation and shall have and exercise, under the powers and duties commonly incident to this office. The Treasurer may be required by the Board of Directors to give bond in such sum and with such sureties as may be satisfactory to it. The Treasurer shall have the custody of all the money, funds, valuable papers and documents of the corporation, except the Treasurer's own bond which shall remain in the custody of the Chairperson. The Treasurer shall deposit all the funds of the corporation in such bank or banks, trust company or trust companies, or with such other firm or firms doing a banking business as the Board of Directors may from time to time delegate. The Treasurer may, on behalf of the corporation, endorse or deposit for collection all checks, notes and other obligations payable to the corporation or its order and may accept drafts on behalf thereof. The Treasurer shall keep accurate books and accounts of all the corporation transactions, which books and accounts shall be the property of the corporation, and these, together with all the other corporation property in the Treasurer's custody and possession, shall be subject at all times to the inspection and control of the Board of Directors. All receipts and vouchers for payments made to the corporation and all checks, drafts, notes or other corporation obligations for the payment of money by the corporation shall be signed by the Treasurer and a second designated Board of Directors' member, or as the Board of Directors may otherwise specifically order or authorize. The Treasurer shall prepare and present an annual financial statement at the annual meeting.

ARTICLE XIII

Secretary

The Secretary of the corporation shall be present at all meetings thereof and shall keep accurate records in books provided for that purpose of all the proceedings of such meetings. Such books shall at all reasonable times be open to the inspection of any member of the Board of Directors. The Secretary shall perform all duties commonly incident to the Secretary's office and shall have such other powers as the Board of Directors may from time to time specify. In the absence of the Secretary from any meeting of the Board of Directors, a Secretary pro tempore may be chosen who shall record the proceedings of such meeting. The Secretary and any Secretary pro tempore shall be sworn to the faithful performance and discharge of the Secretary's duties. The Secretary shall be the registered agent for the corporation.

ARTICLE XIV

Additional Officers and Agents

The Board of Directors may, in its discretion and at any time, appoint such other officers or agents of the corporation as it may deem advisable and necessary, and prescribe the duties thereof, and it shall establish all necessary categories, and the designations and salaries thereof, of employees of the corporation.

ARTICLE XV

Capital Stock

There shall be no capital stock of this corporation, and as the purpose of the corporation is to acquire, by purchase, gift, or otherwise, real or personal property and to maintain, use and operated such property in such manner as to promote and foster its corporate objects as well as those of the gifts which it shall receive, subject to the terms and conditions on which it may receive said gifts, no part of the net income of this corporation or of its property or assets, upon dissolution, liquidation, shall ever inure to the benefit of any of its incorporators or directors or to the benefit of any private individual. No contribution shall be required of its directors.

ARTICLE XVI

Compensation

Directors as such shall not receive any stated salaries for their services, but by vote of the Board of Directors may be reimbursed for approved expenses; however, nothing herein contained shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor. Any board member who is employed or being considered for employment by the Juneau Soccer Club shall abstain from voting on any issue relative to that employment.

ARTICLE XVII

Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors.

ARTICLE XVIII

Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any trustee or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or the working proceedings therefor, adopting a plan for a distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed upon it or the director by law.

ARTICLE XIX

Financial Administration

Section 1. Fiscal Year - The fiscal year of the Juneau Soccer Club shall commence on the first day of October each year.

Section 2. Annual membership fees and categories will be determined by the Board of Directors. Annual membership fees shall be due the first of October.

Section 3. Budget and Budget Committee - A budget committee shall be appointed by the Board of Directors at least two (2) months prior to the beginning of the fiscal year to-prepare a budget for the ensuing year. The proposed budget shall be presented to the general membership prior to the beginning of the fiscal year, and adopted by the general membership. The Board of Directors shall have the authority to amend the budget as needed. The Treasurer shall not be eligible to serve as chairman of the budget committee.

Section 4. Financial Review - Within one month after the close of the fiscal year, a qualified person (or persons) will be selected by the Board for independent review of the books and operating statements of the Juneau Soccer Club and shall submit a general statement covering their finding to the Board. Such person (or persons) shall not be related to the Treasurer.

ARTICLE XX

Inspection of Books and Papers

All books, papers and documents of every kind and description belonging to the corporation, whether located in the office of the Chairperson, Vice-Chairperson,

Treasurer, Secretary or elsewhere, shall be open to the inspection of the members and the Board of Directors at all times during business hours.

ARTICLE XXI

Amendments

Except as otherwise provided by law, these Bylaws and the Articles of Incorporation may be amended, altered, added to, or repealed whole or in part by vote of the general membership at any annual or special meeting thereof called for that purpose.

ARTICLE XXII

Recall of Directors

Upon receipt of a recall petition signed by thirty percent (30%) of the general members of the corporation, a special meeting shall be called to vote on the question of recalling designated members of the Board of Directors. The vote to recall shall require a majority vote of members present at the meeting before the designated Director is officially removed from the Board of Directors.

Dated _____ day of February, 1998¹.

Chairperson _____
Ronald Bressette

Secretary _____
David Quisenberry

AMENDMENTS

ARTICLE IV, Section 5 amended at General Meeting on September 1998.

¹ Scanned by RWF on 1/27/02 from February 1998 version; incorporated 1998 amendments.