

BYLAWS OF
COOK INLET SOCCER CLUB
An Alaska Nonprofit Corporation



Adopted the 15 day of April, 2014

Effective the 15 day of April, 2014

BYLAWS OF
COOK INLET SOCCER CLUB
An Alaska Nonprofit Corporation

1.0 Name, Incorporation, Purpose, Mission, Offices and Registered Agent.

- 1.1 Name. The name of the corporation shall be Cook Inlet Soccer Club (sometimes hereinafter "CISC").
- 1.2 Incorporation. CISC is a nonprofit corporation formed by filing the Articles of Incorporation, pursuant to the Alaska Nonprofit Corporation Act as amended (hereinafter the "Act"), with the Department of Community and Economic Development, Corporations Division. On October 26, 1987, CISC was issued Alaska domestic entity number 41021D. Pursuant to AS 10.20.051(a) and the Articles of Incorporation, CISC shall not have any members nor shares which the nonprofit corporation shall have authority.
- 1.3 Purpose. CISC is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (hereinafter "the Tax Code").
- 1.4 Mission. The mission of CISC is to develop, promote and administer youth soccer programs for both recreational and competitive players residing in Alaska, consistent with the bylaws, policies and procedures of CISC.
- 1.5 Offices. The principal office of CISC shall be determined by the Board of Directors from time to time.
- 1.6 Registered Agent. The registered agent shall be designated by the Board of Directors and may be changed at its discretion by making the appropriate filing with the Department of Community and Economic Development, Corporations Division.

2.0 Board of Directors.

- 2.1 Board Authority. CISC shall be managed by a Board of Directors (sometimes hereinafter "the Board," with each person thereon a "Director"). The Board shall be responsible for the control and management of the affairs, property and interests of CISC, including, but not limited to, developing and enforcing the Articles of Incorporation, Bylaws, policies and activities of CISC, but in no event shall the Board of Directors be authorized to conduct the affairs of CISC in any manner or purpose contrary to the provisions of Section 501(c)(3) of the Tax Code. The Board may delegate certain of its responsibilities to Committees, Officers, Staff and Agents of CISC, but the Board retains ultimate responsibility and authority for CISC.

2.2 Board Composition, Director Term, Elections, Resignation, Removal and Vacancies.

2.2.1 *Board Composition.* The Board shall be comprised of up to eleven (11) Directors, but not less than seven (7) Directors. The number of the Directors may be increased or decreased by majority action of the Board. No decrease shall shorten the term of any Director then on the Board. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director.

2.2.2 *Director Qualifications.* The Board of Directors may, by resolution, establish qualifications for persons to serve as Directors. At a minimum, those qualifications shall include:

2.2.2.1 Each Director shall be at least 18 years of age;

2.2.2.2 Each Director shall not have a felony conviction within the preceding ten (10) years;

2.2.2.3 Each Director shall not have a conviction of any offense against a minor;

2.2.2.4 Each Director shall not have breached these Bylaws; and

2.2.2.5 Each Director shall have executed CISC's Conflict of Interest Policy Certification.

2.2.3 *Director Term.* Each Director shall hold office for a three (3) year term and until his or her successor shall have been elected and qualified. Initially and each time the number of Directors is increased by three (3), one-third (1/3) of the initial number or increase shall be elected to a one (1) year term, one-third (1/3) to a two (2) year term, and one-third (1/3) to a three (3) year term; thereafter, as each term is ended, the new term is three (3) years. Each Director shall serve until the expiration of term for which he or she was elected, and until his or her successor, if any, has been duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided.

2.2.4 *Director Elections.* The Board shall elect Directors to replace those whose terms expire. This election shall take place during the Annual Meeting or other meeting of the Board called and conducted in accordance with these Bylaws. New Directors shall be elected by a majority action of the Directors.

2.2.4.1 *Nominations.* The President must receive nominations for new Directors from present Directors at least ten (10) days in advance of the meeting of the Board and shall distribute the nominations to the Directors along with the meeting notice at least seven (7) days before the meeting.

- 2.2.4.2 *Vacancies.* When a vacancy or newly-created directorship exists mid-term, the vacancy must be filled within six (6) months or at the next Annual Meeting, whichever occurs first. The persons elected by the Board to fill such vacancies shall serve until the end of the particular directorship term.
- 2.2.5 *Director Resignation.* A Director may resign at any time by giving written notice to the Board or to an Officer of the Corporation or by giving notice during a meeting of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer. Acceptance of such resignation shall not be necessary to make it effective.
- 2.2.5.1 *Absences.* A Director who has unexcused absences for three (3) consecutive Board meetings or five (5) total Board meetings during the calendar year shall be deemed to have resigned from the Board. The President shall have the sole discretion to excuse a Director's absence.
- 2.2.6 *Director Fiduciary Duties.* Each Director owes to CISC the following duties, but unless set forth in the Articles of Incorporation, no Director or Officer shall be personally liable to CISC for pecuniary damages for a breach of the fiduciary duties herein:
- 2.2.6.1 *Duty of Loyalty.* To account to CISC and hold for it any property or benefit derived by the Director in the conduct or winding up of CISC's operations, to refrain from dealing with CISC in a manner adverse to CISC, and to refrain from representing a person with an interest adverse to CISC in the conduct or winding up of CISC's operations as further described and required in CISC's Conflict of Interest Policy as amended by the Board from time to time.
- 2.2.6.2 *Duty of Care.* Directors' duty of care in the conduct and winding up of CISC's operations is limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct or a knowing violation of law.
- 2.2.6.3 *Duty of Purpose.* Directors shall uphold the purpose and mission of CISC as stated in the Articles of Incorporation and Bylaws as amended from time to time.
- 2.2.6.4 *Duty of Good Faith and Fair Dealing.* Directors shall discharge the duties under these Bylaws consistent with the obligation of good faith and fair dealing.
- 2.2.7 *Director Removal.* Any Director may be removed from the Board by the affirmative vote of a majority of the full membership of the Board of Directors, less that of the Director subject to possible removal, at any regular or special meeting called for that purpose, with or without cause. Any such

Director proposed to be removed shall be entitled to at least seven (7) days' notice in writing of the proposed removal and of the meeting and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, but such appearance is subject to reasonable limitations set by the President or Board.

2.2.8 *Director Compensation and Loans.* Directors shall not receive any compensation for their services as such, but may, by resolution of the Board, receive a reasonable fixed sum for reimbursement of expenses actually incurred by attendance at each regular, special or emergency meeting of the Board. CISC shall not make any loan to a Director.

2.3 Board Meetings.

2.3.1 *Notice.* Meetings of the Board shall be held within the state of Alaska. Notice of any regular or special meeting shall be provided no less than seven (7) days prior to the meeting. Notice shall include the time, place and business to be transacted or the purpose of the meeting and must be in writing delivered personally or sent by mail or e-mail or other electronic means to each Director at his or her address as shown by the records of CISC. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.3.2 *Quorum.* A majority of the number of Directors fixed hereunder constitutes a quorum for the transaction of business unless a greater number is required by the Articles of Incorporation or the Bylaws. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors. Whenever a vacancy of the Board shall prevent a quorum, then, in such event, the quorum shall consist of a majority of the number of Directors fixed hereunder less the vacancy(ies). A Director may attend a meeting by conference call, electronic video screen communication, or other telecommunication means so long as all Directors participating can simultaneously communicate with one another and participate in the discussion.

2.3.3 *Annual Meeting.* The Annual Meeting of the Board of Directors shall be held on such date or dates as shall be fixed from time to time by the Board. Each successive Annual Meeting shall be held on a date not more than twelve (12) months following the preceding Annual Meeting. At each Annual Meeting the Board shall adopt an Annual Report which shall be filed with the records of CISC and entered in the minutes of the proceedings of such Annual Meeting.

- 2.3.4 *Regular Meeting.* CISC shall hold a minimum of six (6) regular meetings per fiscal year on a bi-monthly schedule.
- 2.3.5 *Special Meeting.* Special meetings may be called by the President or by three (3) Directors then on the Board.
- 2.3.6 *Emergency Meeting.* If in the discretion of the President or three (3) Directors there exist circumstances that require the immediate attention of the Board, the President or three (3) Directors may call an emergency meeting. Notice requirements under this section do not apply. The President, with the assistance of available Directors, shall contact by phone, e-mail or in person all Directors, if possible, and proceed with the meeting. A quorum in accordance to Subsection 3.3.2 must be present for the Board to act. Any action taken at such emergency meeting shall be of temporary nature and must be presented to and approved by the Board of Directors at its next regular meeting; otherwise the authority for the action shall expire as of the next regular meeting following the emergency meeting.
- 2.3.7 *Meeting Procedure and Board Action.* The Board may make its own Rules of Procedure from time to time. The President shall preside at all meetings and, if there be no President or in the absence of the President, any other Director chosen by the Board shall preside. Any Director present at a meeting may move for the Board to act or adopt a resolution. If the motion or resolution is supported by a second Director then the Board shall take a vote on the motion or resolution. Each Director eligible to vote shall have one (1) vote. A motion or resolution shall pass and shall be an act of the Board of Directors if the majority of the Directors present at the meeting at which a quorum is present vote in favor, unless a greater number is required by the Articles of Incorporation or the Bylaws. Where rules of procedure have not been established by the Board or these Bylaws, the Roberts Rules of Order, Newly Revised or the most recent edition, shall be used to conduct meetings.
- 2.3.8 *Executive Session.* The Board may decide at any time to conduct business in closed session. A motion to go into executive session must be adopted by a majority vote. Only Directors and other persons as the Directors may determine to be necessary are allowed to remain during the Executive Session. All non-directors who are present during an Executive Session must agree to maintain the confidentiality of the proceedings conducted during the Executive Session through an affirmative acknowledgement of this requirement on the record before the initiation of the Executive Session. Pursuant to this section, Directors are bound by this confidentiality obligation. A Director who breaches this confidentiality requirement shall be deemed to have breached the fiduciary duties imposed under the Bylaws. No minutes, or record of proceedings, of an Executive Session shall be maintained unless otherwise agreed by the majority of Directors in the Executive Session. Any Board action must be ratified outside of the Executive Session; however, only the final action must be stated in the resolution or motion.

- 2.3.9 *Presumption of Assent.* A Director who is present at a meeting of the Board at which action is taken on any CISC matter shall be presumed to have assented to the action taken unless the Director's dissent or abstention shall be entered into the minutes of the meeting, or unless the Director has filed a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the Secretary within three (3) days after adjournment of the meeting. Such right of dissent or abstention shall not apply to a Director who voted in favor of the action taken.
- 2.3.10 *Written Resolution.* Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, describing the action taken, is signed by a majority of the Directors, unless a greater number is required by the Articles of Incorporation or the Bylaws. Any such written resolution shall be included in CISC's records of meetings.
- 2.3.11 *Director Reliance.* In acting for CISC, and unless the Director has knowledge concerning the matter in question that makes reliance unwarranted, Directors may rely upon information, opinions, reports or statements, including financial statements and data prepared by: (i) Officers, employees and Agents of CISC whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the person's professional or expert competence; and (iii) committees of the Board as to matters within the authority of the committee which the Director believes to merit confidence.
- 2.3.12 *Proxies Prohibited.* Directors cannot appear or act by proxy or give their proxies to another director. Directors must attend meetings, consider each resolution, and vote based on their independent judgment.

2.4 Board Committees.

- 2.4.1 *Standing and Special Committees.* By resolution adopted by a majority of the number of Directors fixed by the Bylaws, the Board may designate three (3) or more Directors to constitute a Standing or Special Committee, which, to the extent provided in the resolution, may exercise the authority of the Board of Directors in the management of CISC. The designation of the Standing or Special Committee and the delegation of authority shall not relieve the Board or any Director from responsibility imposed by law.
- 2.4.2 *Committee Limitations.* No committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any such member of a committee or any Director or Officer; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another organization; authorizing the sale, lease or exchange of all or substantially all of the property and assets of CISC not in the ordinary course of business; authorizing the voluntary dissolution of CISC

or revoking proceedings therefore; adopting a plan for the distribution of CISC's assets; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

3.0 Officers.

- 3.1 **Officers.** The Officers of CISC consist of a President, a Vice President, a Secretary, and a Treasurer. The Officers must also be Directors. Other necessary officers and assistant officers and agents may be elected or appointed by the Board. Two or more offices may be held by the same person, except the offices of President and Secretary. Each Officer shall hold office until the Annual Meeting and shall serve until the expiration of the term for which he or she was elected, and until his or her successor, if any, has been duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided. The Board may remove any Officer with or without cause at any time. CISC shall not make any loan to an Officer.
- 3.1.1 *President.* The President is responsible for facilitating the effective action of the Board in governing and supporting the organization. The President shall serve as the executive officer of the organization. The President shall set the proposed agenda for Board Meetings and may do so in partnership with the Executive Director, if any. The President shall lead all Board Meetings and shall appoint the chairperson of all committees of the Board. The President shall act as CISC's liaison to outside organizations.
- 3.1.2 *Vice President.* The Vice President, during the absence or disability of the President, will exercise all functions of the President when so acting. If the Office of the President becomes vacant, the Vice President will assume such office for the unexpired term. Otherwise, the Vice President will have such powers and discharge such other duties as may be assigned to him or her from time to time by the Board.
- 3.1.3 *Secretary.* The Secretary shall keep the minutes of the Board of Directors, shall have custody of the seal of CISC, if any, and shall affix and attest the same to documents duly authorized by the Board of Directors. The Secretary shall serve all notices for CISC which have been authorized by the Board of Directors and shall have charge of all books and records of CISC.
- 3.1.4 *Treasurer.* The Treasurer shall have the care and custody of all the funds and securities of CISC, and shall deposit said funds in the name of CISC in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board, sign and execute all contracts in the name of CISC when counter-signed by the President. The Treasurer may sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board and, if required by resolution of the Board, counter-signed by the President. The Treasurer shall, through timely and appropriate filings, achieve and maintain the Corporation's IRS 501(c)(3) status and State gaming permit.

- 3.2 Officer Resignation. An Officer may resign at any time by giving written notice to the Board or to an Officer of the Corporation or by giving notice during a meeting of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer. Acceptance of such resignation shall not be necessary to make it effective.
- 3.3 Officer Vacancies. When vacancies occur in any offices, except the office of President, the President shall nominate a person to fill the vacancy and if that nomination is accepted by the nominee, the nomination shall be put to a vote of the Board of Directors at the next regular meeting. Should the Board of Directors fail to approve the nomination, the President shall select again, and the process shall continue until a successor has been confirmed. When the office of President becomes vacant, the Vice-President shall succeed to the office of President and the vacancy of the Vice President shall be filled as above.

4.0 Agents.

- 4.1 Board Authority. The Board may hire, appoint or provide for employees, volunteers and agents as deemed necessary for the best interests of CISC (hereinafter collectively "Agents"). The Board, in its sole discretion, may, from time to time, delegate authority to an Agent. The Board retains the ultimate authority to hire, fire, suspend or remove any Agent.
- 4.2 Executive Director. CISC may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of CISC according to the policies, principles, practices and budget authorized by the Board. The Board may from time to time delegate to the Executive Director a scope of authority as the Board deems appropriate. The Board retains the ultimate authority to change, modify, restrict, suspend or increase the Executive Director's authority. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving or quorum, the Executive Director shall not be considered a member of the Board.

5.0 Indemnification and Insurance.

- 5.1 Indemnification. CISC may, upon a majority vote of a quorum of disinterested Directors, to the extent legally permissible, defend, indemnify and hold harmless each person who may serve or who has served at any time as an Officer, Director or employee of CISC against all expenses and liabilities, including, without limitation, attorney fees, judgments, fines, excise taxes, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity.

No defense or indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding (i) to have breached the duties of Section 2.2.6; or (ii) to have not to have

acted in good faith; or (iii) to have committed intentional misconduct or a knowing violation of law; or (iv) to have derived an improper personal benefit from a transaction in violation of CISC's Conflict of Interest Policy.

- 5.2 Insurance. CISC may maintain such policies of insurance as the Board or its Agents reasonably believe are necessary from time to time.

6.0 Administration and Amendment

- 6.1 Records. CISC shall keep at its principal office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Board and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its Officers and Directors, and such other records as may be necessary or advisable.

6.1.1 *Record Retention*. All books and records required under the Bylaws shall be maintained for a reasonable period as determined by the Board from time to time.

6.1.2 *Record Inspection*. All books and records of CISC may be inspected by any Director, or their agent or attorney, for any proper purpose at any reasonable time during regular business hours, following written or verbal request by the Director and received by the President at least five (5) business days before the date the Director desires to inspect. However, without the consent of the Board of Directors, a player participant list or any part thereof may not be obtained or used by any person for any purpose.

- 6.2 Corporate Seal. The corporate seal, if any, shall be in such form as the Board of Directors shall from time to time prescribe.

- 6.3 Fiscal Year. The fiscal year of CISC shall be fixed by the Board of Directors from time to time, subject to applicable law.

- 6.4 CISC Property. Any identifying mark or symbolic representation reflecting CISC or its services must be approved by the Board of Directors or their authorized Agent. CISC trademarks, logos, brand identities, titles, trade names, graphics, designs and copyrights are protected intellectual properties that are both registered and unregistered trademarks of the Corporation, its affiliates and others. Nothing used on clothing, uniforms, publications, Web sites or other materials shall be construed as granting, by implication or otherwise, as a license or right to use any CISC trademark by third parties.

- 6.5 Amendment. The Board of Directors shall have the power and ultimate authority to adopt, amend, restate or repeal the Articles of Incorporation and Bylaws of CISC. Notice of proposed changes to the Articles of Incorporation or Bylaws shall be submitted in writing to the Board at least thirty (30) days prior to the Board meeting at which the proposed changes will be submitted for a vote and such notice shall include the proposed changes. In order to adopt the proposed change, a majority of

the votes cast at said meeting must vote in favor of the proposed modifications. Any proposed change which is approved in accordance with these Bylaws will become effective on the date specified by the Board.

CERTIFICATION

These Bylaws were approved on the 15th day of April, 2014 by the Board of Directors to be effective on the 18th day of April, 2014.

Dated: April 15, 2014

Catherine Stone
Secretary

Catherine M. Stone
Print Name

###