

BY-LAWS OF FIRCREST SOCCER CLUB (EIN 91-1435-695)

MISSION STATEMENT

The Fircrest Soccer Club (FSC or Club) will provide recreational soccer to the city of Fircrest and surrounding communities. Our goal is to contribute to the physical, mental, and social development of youth through the sport of soccer.

I.

MEMBERSHIP

The Fircrest Soccer Club is a non-profit corporation recognized by the State of Washington. The following shall be considered members of the corporation:

- (a) All parents and guardians of players registered with teams sanctioned by the corporation.
- (b) All Trustees and officers of the corporation; and
- (c) All players eighteen years of age or older who are registered with teams sanctioned by the corporation.

II.

BOARD OF TRUSTEES

- 2.1 Trustees. Decision-making authority shall be vested in the Trustees of the corporation. This authority shall include the authority to make, alter, amend or repeal the Bylaws, and the Articles of Incorporation. The Trustees shall be the same persons as the head coaches of teams sanctioned by the corporation. Each team shall be represented by one Trustee, and each Trustee shall be entitled to one vote on matters brought before the Board of Trustees.
- 2.2 Status of Trusteeship. Status as Trustee of the corporation may not be transferred, except as team representatives are replaced, or new team representatives are added.
- 2.3 Termination of Trusteeship. Status as Trustee of the corporation may be terminated by vote of the Trustees for any action by a Trustee which is detrimental to the best interests of the corporation, or for failure to actively support corporate purposes or participate in corporate activities.

III.

MEETINGS OF BOARD OF TRUSTEES

- 3.1 Annual Meetings. The annual meeting of the Trustees shall be held each year at the Fircrest Recreation Center, at 7:00 p.m. on the second Wednesday in March.
- 3.2 Special Meetings. Special meetings of the Trustees for any purpose of purposes may be called at any time by the President at such time and place as the President may designate. Special meetings of the Trustees may also be called by Trustees having at least one-fourth (1/4) of the votes entitled to be cast at such a meeting and in such event, it shall be the duty of the Secretary, upon request by such

Trustees, to call such a special meeting of the Trustees to be held at such time and place as the Secretary may designate, not less than ten (10) nor more than fifty (50) days after the receipt of said request, and if the Secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the Trustees making the request may issue the call, specifying therein the time and place of the meeting.

- 3.3 Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting either personally, by mail, or by electronic mail, by or at the direction of the President or the Secretary, or the Trustees calling the meeting, to each Trustee entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Trustee at his or her address as it appears in the records of the corporation, with postage thereon prepaid.
- 3.4 Quorum. At all Board meetings a quorum shall consist of at least as many Trustees as are present but limited to one vote per team and at least four officers.
- 3.5 Proxies. At any Board meeting, any Trustee may vote by proxy executed in writing by him or her, which proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote is to be cast.

IV.

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Trustees of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

V.

WAIVER OF NOTICE

Whenever any notice is required to be given to any Trustee by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

VI.

OFFICERS

- 6.1 Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Trustees, each of whom shall be annually elected by the Trustees, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person,

except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Trustees may prescribe.

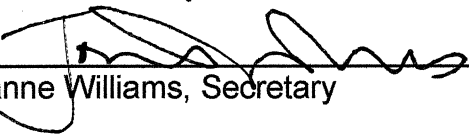
- 6.2 President. The president shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the Trustees.
- 6.3 Vice President. In the absence or disability of the president, the vice president shall act as president.
- 6.4 Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Trustees, to keep a list of current Trustees, and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents.
- 6.5 Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall keep regular books of account. He or she shall cause to be deposited all funds and other valuable assets in the name of the corporation in such depositories as may be designated by the Trustees. In general, he or she shall perform all of the duties incident to the office of treasurer.
- 6.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Trustees at any regular or special meeting.
- 6.7 Removal. Any officer elected or appointed may be removed by the Trustees whenever in their judgment the best interests of the corporation will be served thereby.

VII.

ADMINISTRATIVE AND FINANCIAL PROVISION

- 7.1 Books and Records. The corporation shall keep current and complete books and records and minutes of the proceedings of its Trustees; and shall keep at its registered office a register of the names and addresses of its Trustees entitled to vote. All books and records of the corporation may be inspected by any member or Trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.
- 7.2 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of at least 1/4 of the Trustees at any annual or special meeting of the Trustees.
- 7.3 Rules of Procedure. The rules of procedure at meetings of the Trustees of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Trustees.

DATED this 12 day of April, 2017.



Joanne Williams, Secretary