

BYLAWS OF THE ANCHORAGE DISTRICT SOCCER FEDERATION, INC.

ARTICLE I - SEAL, FISCAL YEAR, AND OFFICE

- A. Name:** The Name of this Corporation shall be the Anchorage District Soccer Federation, a private non-profit Corporation, hereinafter referred to as the ADSF.
- B. Seal:** The seal of this Corporation shall have inscribed on it the name of the Corporation and the year in which it was incorporated.
- C. Fiscal year:** The year of the Corporation shall be January 1 to December 31.
- D. Office:** The principal office of the Corporation shall be located in Anchorage, Alaska.

ARTICLE II - PURPOSE

- A. Purpose:** The purpose of the Anchorage District Soccer Federation is to develop soccer in the Municipality of Anchorage to its maximum possible potential. Our mission is to:
- 1) Provide an effective forum and central point for communication between all clubs in the District for the benefit of all soccer players, coaches, referees, leagues, and the public.**
 - 2) Maximize the number of soccer players in the District at all ages and skill levels and expand opportunity for participation, and promote the visibility of the sport.**
 - 3) Maximize the number of USSF and NSCAA licensed soccer coaches at each coaching level to advance the level of player skill and competition.**
 - 4) Maximize the number of USSF licensed soccer referees at each licensed level to promote fair play and amplify knowledge of the rules.**
 - 5) Maximize the number and quality of playing fields and indoor facilities in the District available to improve opportunities for play.**
 - 6) Establish predictable and fair working agreements for activities between clubs and leagues through mutually agreed consensus based policies, procedures and guidelines.**
 - 7) Raise money for the implementation of our purpose and mission.**
- B. Status:** The Corporation is a non-profit charitable organization formed in accordance with, and at all times acting in compliance with, Section 501(c)3 of the Internal Revenue Code of 1986 and its amendments. As such:
1. No part of the net income of the Corporation shall inure to the benefit of any member, and
 2. No activities shall be devoted to lobbying and otherwise attempting to influence legislation or any political campaign on behalf of (or in opposition

to) any candidate for public office in a manner which will jeopardize the non-profit status of the Corporation, and

3. Notwithstanding other provisions of these By-laws, the Corporation shall only engage in activities permitted by a corporation exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1986, or by a corporation to which contributions are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).
- C. **Nondiscrimination:** In all matters, the corporation will not discriminate against any person or group because of race, color, religion, national origin, ancestry, age, sex or marital status or against someone who is a "qualified individual with a disability" (as that phrase is defined in the Americans with Disabilities Act of 1990).

ARTICLE III - MEMBERS

- A. **Eligibility:** Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation. Membership in the Corporation shall be available without regard to race, color, creed or national origin.
- B. **Voting:** Membership in the Corporation shall carry no voting rights. The Board of Directors shall have sole voting power.
- C. **Membership Dues:** The Board may assess reasonable annual membership dues at its discretion.
- D. **Honorary Members:** The Board of Directors may, at any time, create honorary memberships for a certain person or persons. An honorary member is entitled to all the benefits of membership but is not required to pay annual dues set forth in this Article.

ARTICLE IV - BOARD OF DIRECTORS

- A. **Authority and Responsibility:** The affairs of the Corporation shall be managed by a Board of Directors and, subject to the restrictions of the Corporation's Articles of Incorporation, these Bylaws and applicable law, the Board of Directors shall exercise all the powers of the Corporation.
- B. **Number of Directors:** The business and affairs of the ADSF shall be managed by a board of not fewer than five (5) nor more than twenty(20) directors. Until the first annual meeting of the ADSF and until successors to the initial Board of Directors have been elected or appointed and qualified at the Annual General Meeting, the initial Board of Directors shall consist of the three (3) Directors designated in the Articles of Incorporation and up to seven (7) Directors appointed by the chair, for a total of up to 10 directors.

- C. Qualifications of Directors and District-wide Representation:** Members of the Board will ideally be selected to provide representation from each soccer club in Anchorage with a membership of 100 or more soccer players. Additional Board members may be selected from the community at large, in order to provide additional expertise, influence within the community, and financial support.
- D. Quorum for Routine Business:** A simple majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business at a meeting of the Board of Directors, with the additional requirement that a quorum shall include at least three Directors. Except as otherwise provided in the Corporation's Articles of Incorporation or these Bylaws, the acts of the majority of the directors in attendance at a meeting of the board, after the meeting is commenced with a quorum present, shall be the acts of the Board of Directors.
- E. Executive Committee:** The Board of Directors, by resolution adopted by a simple majority of Directors in office, may designate two or more Directors to constitute an executive committee. The executive committee, to the extent provided in the resolution, may exercise the authority of the Board of Directors in the management of the Corporation.
- F. Vacancy:** Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors.
- G. Resignation:** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
- H. Removal:** Any director may be removed either with or without cause, at any time, by a vote of two-thirds of the directors present at any special meeting of the Board of Directors called for that purpose, provided a quorum was present at the commencement of the meeting.
- I. Absences:** A Director missing three (3) regularly scheduled Board meetings during the fiscal year without giving notice to the Secretary or President shall be considered to have resigned and shall be replaced as provided elsewhere in these by-laws.
- J. Compensation and Expenses:** Directors shall not receive any compensation for serving on the Board of Directors. However, they may receive reimbursement for expenses incurred.
- K. Presiding Officers:** The President, and in his/her absence the Vice President, shall preside at each meeting of the Board of Directors. The Secretary, or in his/her absence, an Assistant Secretary, shall keep minutes and record the transaction of business at the meeting.
- L. Term:** Members of the initial Board of Directors shall hold office until the first annual meeting and until their successors shall have been elected or appointed and qualified at the Annual General Meeting. Following the initial election, each Director shall hold office for a term of three years and until a successor is elected or appointed and qualified; provided that the terms of the first board shall be one, two or three years as determined by lot, so that the terms of one-third of the Directors expire each year. Directors may serve two consecutive terms, but must

sit out at least one year before serving again on the Board of Directors.

- M. Regular Meetings:** The Board of Directors shall hold no fewer than four meetings per year, with one meeting designated as the Annual Meeting.
- N. Special Meetings:** Special Meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Advance notice of special meetings must be sent to all members of the Board of Directors. No business may be conducted during a special meeting that could not have been reasonably conducted during the next scheduled regular meeting, with the exception of employee evaluations. All meetings shall be in the state of Alaska and shall be at such time and place as established by action of the Board at the previous meeting, for a regularly scheduled meeting, or as the President shall designate for special meetings.
- O. Notice of Meetings:** Written notice of each meeting is required. Written notice of the meeting, setting forth the time and place of the meeting, shall be given to each director at least ten (10) days before such meeting, either personally or by mail.
- P. Advisory Committees:** The Board of Directors may appoint from its number, or from among such persons as the board may see fit, one or more advisory committees, and at any time may appoint additional members. The advisory committees may consist of, but not necessarily limited to, committees on fundraising, public information, nominations, finance and long range planning. The members or such committees shall serve at the pleasure of the Board of Directors. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.
- Q. Conflict of Interest:** Directors who perceive that they may have a conflict of interest related to particular issues will make the board aware of the perceived conflict. The Board will then vote on the question of conflict. If the board finds that a conflict exists, the Director will abstain from voting on the matter.

ARTICLE V - OFFICERS, AGENTS AND EMPLOYEES

- A. Election:** The Board of Directors shall elect the Officers of the Corporation from among the members of the Board of Directors at the first regularly scheduled Board of Directors meeting.
- B. Term:** The Officers shall serve a one year term. The term commences upon election and ends with the election of a successor. The President may appoint an interim officer to serve between the annual meeting and the first regularly scheduled Board meeting in the event that an officer goes off the Board at the time of the annual meeting.
- C. Vacancies:** The Board shall select a member of the board to fill an unexpired term of an officer.
- D. Removal and Resignation:** Any Officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting upon a two-

thirds (2/3) majority vote of all members of the Board of Directors.

- E. President:** The President shall chair the meetings of the Board of Directors, and shall represent the Corporation before the public. The President may only cast a vote during meetings in case of a tie. The President shall also appoint the Chairs of standing and special committees.
- F. Vice President:** The Vice President shall perform the functions of the President in the President's absence.
- G. Secretary:** The Secretary shall be the custodian of all records of the Corporation and shall keep minutes of all meetings of the Board of Directors. The Secretary shall be responsible for all notices required herein or as otherwise directed by the President.
- H. Treasurer:** The Treasurer shall be responsible for keeping accurate financial records of the corporation, the payment of all obligations upon direction by the Board of Directors, and for securing an independent financial review of the Corporation by the person or entity selected by the Board of Directors. The Treasurer shall be the custodian of all Corporation funds, and shall deposit funds in the institutional depository or depositories designated by the Board of Directors. The Treasurer shall be a signatory on all accounts of the Corporation.

ARTICLE VI - RELATION TO ASYSA

- A. The Anchorage District Soccer Federation (ADSF) is an organization which is independent of the Alaska State Youth Soccer Association (ASYSA), none-the-less, our interests and membership are closely aligned. Subject to the approval of the ASYSA member clubs in accordance with the ASYSA Constitution and Bylaws, the ADSF may also act as the District Council for the ASYSA Anchorage District.
- B. In the event that the ASYSA member clubs vote to assign the ADSF as their governing body for Alaska State Youth Soccer Association - Anchorage District business, the following shall apply:
 - 1. The ADSF Board of Directors shall appoint an ASYSA Anchorage District Commissioner and two Members at Large, who will each automatically become members of both the ASYSA Board of Directors and the ADSF Board of Directors. The District Commissioner and Members at Large will serve at the pleasure of the ADSF Board, and shall represent the Anchorage District based on the advice and direction of the Board.
 - 2. Meeting Schedule for ASYSA Anchorage District business: ADSF meetings for the purpose of conducting ASYSA Anchorage District business related to statewide matters will be held at least once per calendar quarter, and may be held at any time or place agreed to by the District Commissioner and Board Members. Other ADSF business may also be conducted at these meetings. The meetings shall be scheduled to occur in a timely manner before the ASYSA Board of Directors meetings which normally occur in January, March, July and October.

3. All ASYSA members in the District will be welcome at meetings and encouraged to participate, however, only elected Board Members will be entitled to vote on binding issues.
4. Voting on ASYSA Statewide Issues:
 - a) Voting for advisory votes at the ASYSA State level: The number of ASYSA registered players within the club shall weight club votes as follows: Up to 500 players - 1 vote; 501 to 1,500 players - 2 votes; 1,501 to 3,000 players - 3 votes; 3,001 to 4,500 players - 4 votes; 4,501 players and over - 5 votes.
 - b) Recreational and competitive issues will be treated separately: Only clubs with three or more recreational teams will be entitled to cast their full vote as weighted above on recreational issues. Only clubs with three or more competitive teams will be entitled to cast their full vote as weighted above on competitive issues.
5. Issues affecting ADSF including all ADSF financial decisions shall be made only by the ADSF Board of Directors as described elsewhere in these by-laws.

ARTICLE VII - FINANCIAL ADMINISTRATION

- A. Finance Committee:** The Finance Committee shall be responsible for development and implementation of the annual budget and other duties.
- B. Budget:** The Treasurer shall ensure the preparation of an annual budget. The annual budget must be submitted to the Board of Directors for approval at least three months prior to the end of the fiscal year.
- C. Required action on expenditures:** No grant, borrowing, loan or aid sponsorship or sanction of any person, group or project shall be made except upon the specific action of the Board of Directors or the Executive Committee following authorization by the Board of Directors.
- D. Income:** The Corporation may accept income from any legal source including local government, user fees, voluntary annual contributions, corporate and private gifts, grants, endowments, and any other sources of income subject to the limitations of Article II.
- E. Separate Funds:** Subject to the Corporation's Articles of Incorporation, the Corporation may establish and maintain an endowment fund, which shall be managed by the Board of Directors. The Board may establish additional funds as the Board may see fit, including an operational fund.
- F. Federation Funds may be used for:**
 1. Advertising and other activities related to fund raising, community awareness, and the general promotion of the sport of soccer.
 2. Rent, payroll and other expenses related to the business administration and management of the Corporation.

3. Contracts with businesses, utilities, and governmental agencies to accomplish the purposes of the Corporation.
4. Insurance related to the business and operation of the Corporation, specifically including general liability insurance for directors and officers.
5. Development, maintenance and management of soccer facilities.
6. Purchase of land and facilities for benefit of soccer players in the Municipality of Anchorage, Alaska.
7. Operation and Administration of soccer leagues for scheduled play between teams from different clubs.
8. Any soccer related activity or business which does not compete with the normal purview of Club activity.

G. Distributions may not be used for:

1. The direct personal use of any individual person or team including but not limited to scholarships, player fees, team fees, stipends, and travel
2. Team equipment, player equipment, or any other playing activity or expense that could otherwise be funded by an individual player or individual club.

H. Signing of Checks: The Board of Directors shall designate check signers. Checks in excess of \$300.00 shall be signed by the Treasurer and any one or more persons from time to time designated by the Board of Directors.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Rules: The rules contained in the NEW ROBERTS RULES OF ORDER, January 1990, shall govern the conduct of the membership and the Board of Directors meetings in all cases where said rules are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE IX - AMENDMENTS

Amendments: The Bylaws may be altered, amended or repealed and a new set of Bylaws approved by a two-thirds vote of the Directors in office at any regular or special meeting of the Board of Directors, provided that the proposed amendments were submitted in writing to Board not less than thirty (30) days in advance of the meeting.

ARTICLE X - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE XI - INDEMNIFICATION

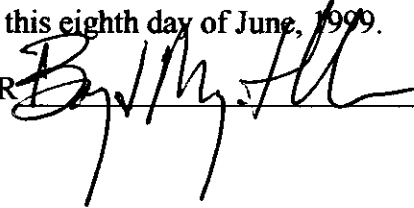
A. Indemnification: To the full extent permitted by law and in the manner provided by law, the Corporation shall indemnify any person who was or is a party to or is threatened to be a party to or is otherwise involved in a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or

investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, provided the person is not adjudged (by a court of competent jurisdiction) to have committed an act or omission fraudulently or in bad faith or as a result of gross negligence. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which such person shall be entitled under applicable law, the Articles of Incorporation, any insurance purchased by the corporation or any agreement, vote of disinterested director or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the estate, executors, administrators, heirs, legatees, or devisees of such a person.

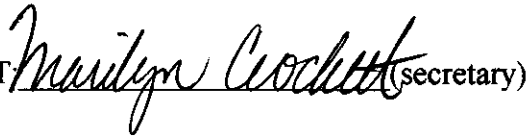
- B. The Corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this Section A in advance of the final disposition of such action, suite or proceeding as authorized by the Board of Directors in the specific case and as permitted by law.
- C. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against such person and incurred in any such capacity or arising out of such person's status as such, whether or not the Corporation would be required or would have the power to indemnify such person against such liability under this Section A or otherwise.

Dated this eighth day of June, 1999.

CHAIR



ATTEST



(secretary)